Illawarra Network Group

Building Relationships, Building Business

CONSTITUTION

TABLE OF CONTENTS

TABLE OF CONTENTS 2
PART 1 - OBJECTIVES 4
PART 2 - PRELIMINARY 4
1. Definitions 4
PART 3 - MEMBERSHIP 5
2. Membership Qualifications 5
3. Nomination for Membership 6
4. Cessation of Membership 7
5. Membership Entitlements Not Transferable 7
6. Resignation of Membership 8
7. Register of Members 8
8. Fees and Subscriptions 8
9. Members' Liabilities 8
10. Resolution of Internal Disputes 9
11. Disciplining of Members 9
12. Right of Appeal of Disciplined Member 9
PART 4 - THE COMMITTEE 10
13. Powers of the Committee 10
14. Constitution and Membership 10
15. Election of Members 11
16. Secretary 11
17. Treasurer 12
18. Casual Vacancies 12
19. Removal of Member 12
20. Meetings and Quorum 12
21. Membership Subcommittee 13
22. Delegation by Committee to Subcommittee 14
23. Voting and decisions 14
PART 5: MEETINGS 15
24. Fortnightly Chapter Meetings 15
25. Annual General Meetings - Holding Of 15
26. Annual General Meetings - Calling Of And Business At 15
27. Special General Meetings - Calling Of 15
28. Notice 16
29. Procedure 16
30. Presiding Member 17
31. Adjournment 17
32. Making of Decisions 17
33. Special Resolution 18

34. Voting 18
35. Postal or electronic ballots 18
36. Use of technology at Committee and General meetings 18
PART 6: MISCELLANEOUS 19
37. Insurance 19
38. Funds - Source 19
39. Funds - Management 19
40. Association is non-profit 19
41. Distribution of property on winding up of Association 19
42. Alteration of Objects and Rules 19
43. Custody Of Books 19
45. Inspection Of Books 20
46. Service of notices 20
47. Financial year 20

PART 1 - OBJECTIVES

The objectives of the Illawarra Network Group Incorporated (ING) shall be:

1. To encourage, foster, promote, extend and develop local businesses who are Members of the Illawarra Network Group Incorporated (the Group) by networking with the Members and by the referral of business between Members;

2. To promote the services and products of each Member of the Group to all other Members of the Group;

3. To promote the Group to the Illawarra region by inviting local business in the Illawarra and surrounding regions to attend meetings held by the Group;

4. Either alone or in conjunction with other businesses, groups and the like to hold such meetings, gatherings, conferences and seminars as the Group shall from time to time decide to offer and to contribute to the cost of such meetings, gatherings, conferences and seminars.

PART 2 - PRELIMINARY

1. Definitions

(1) In these Rules:

Director-General means the Director-General of the Department of Fair Trading.

Membership Subcommittee means the Subcommittee referred to in Rule 21

Membership Officer means a Member of the Association elected by that Member's chapter to fill the role of a Membership Officer on the Management Committee.

Management Committee shall mean and include the Committee formed pursuant to rule 4 of these Rules.

Ordinary Member means a Member of the Committee who is not an office-bearer of the Association

Person means a natural person or an incorporated body

Secretary means:

(a) The person holding office under these rules as Secretary of the Association, or
(b) If no such person holds that office, the Public Officer of the Association will fill that role.

Special general meeting means a General Meeting of the Association other

than an Annual General Meeting.

The Act means the *Associations Incorporation Act* 1984.

The Regulation means the Associations Incorporation Regulation 1999.

(2) In these Rules:

(a) A reference to a function includes a reference to a power, authority and duty, and

(b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act* 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART 3 - MEMBERSHIP

2. Membership Qualifications

(1) The Association shall be comprised of chapters of which Members of the Association attend pursuant to these Rules.

(2) Membership of the Association provides for regular attendance at one nominated chapter.

(3) The Association shall have a central chapter. At the time of acceptance of this Constitution, the central chapter is located within and operates within the Wollongong CBD.

(4) At the time of acceptance of this Constitution, the Association also has chapters which operate in the Southern Wollongong and Shellharbour Local Government Area, together with a chapter operating in the Northern Illawarra.

(5) The Association may establish other chapters following the same principles of governance, or change the operating location or geographic coverage of a chapter, without the need to vary this Constitution.

(6) A person is qualified to be a Member of the Association if, but only if:

(a) The person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a Member of the Association at any time after incorporation of the Association under the Act, or

(b) The person is a natural person or corporation:

(i) who does not offer the same or similar services and/or products of the type an existing Member of the Association offers in the particular chapter they have applied to join, and

(ii) who has been nominated for membership of the Association as provided by Rule 3, and

(iii) who has been approved for membership of the Association by

the Membership Committee of the Association.

(c) Where, a corporation is a Member of the Association ("Corporate Member") then, that Corporate Member:

(i) Must nominate a representative ("Nominated Representative") who shall attend chapter meetings as required by these Rules or, pursuant to such direction as may be made by the Committee from time to time,

(ii) Only the Nominated Representative of the Corporate Member may attend and vote at General Meetings unless the Corporate Member is given permission to appoint a proxy in lieu of the Nominated Representative in a form approved by the Committee from time to time,

(iii) If the Nominated Representative of a Corporate Member is elected as a Member of the Committee, the Corporate Member may not send another employee or officer of that corporation to any Meeting of the Association and vote on any issue. The Corporate Member may however appoint another financial Member from the chapter attended by the Corporate Member to attend any meeting of the Association.

(iv) In the event that the Nominated Representative of a Corporate Member changes, the Corporate Member shall notify the Membership Subcommittee as soon as practical in writing as to the change in Nominated Representative.

3. Nomination for Membership

(1) An application for membership of the Association:

(a) Must be made in writing, in the format determined by the Management Committee from time to time, and

(b) Must be lodged with the Secretary of the Association.

(2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Membership Subcommittee who shall determine if the nomination satisfies the criteria provided by Rule 2.

(3) If the application does not satisfy the criteria provided in Rule 2, subject to 3 (4) below, the nomination shall be rejected, and the applicant shall be notified in writing.

(4) Where the application does not meet the criterion of business exclusivity set out in Rule 2 (b)(i) for the requested chapter, the Membership Subcommittee will review whether membership of the Association in another chapter is feasible.

(5) If the Membership Committee determines the application satisfies the criteria provided in Rule 2, or that it does not but membership of the Association in another chapter is feasible as set out in Rule 3 (4), the applicant will be notified

in writing that their application for membership has been accepted and the applicable chapter.

(6) The applicant will be issued with an invoice for membership of the Association which is due and payable within 21 days of issue.

(7) On payment of the membership invoice, the Secretary will enter the applicant's name in the Register of Members and, on the name being so entered, the applicant becomes a Member of the Association.

4. Cessation of Membership

(1) A person ceases to be a Member of the Association if the person:

(a) Dies, or

(b) Resigns membership, or

(c) Misses three (3) chapter or General Meetings in a period of three (3) months, whether consecutive or otherwise, except at the discretion of the Committee, or

(d) Falls a full financial quarter behind in the payment of their membership or other fees as applicable from time to time, or

(e) Is expelled from the Association.

(2) A Member may send a substitute to a chapter meeting provided that the substitute is generally recognised as an employee or another representative of their business. This constitutes "attendance".

(3) In the case where a Member misses three meetings in a period of three months, the Membership Committee shall write to the Member concerned seeking the reason for non-attendance within 14 days of the written request.

(4) (4) For the purposes of this Rule 4, the three-month periods will be financial quarters.

(5) If the Member fails to reply to the written request referred to in Clause (3) above within 14 days, the Member shall be informed in writing that their membership has been ceased.

(6) If the Member replies to the written request referred to in Clause (2) above within 14 days, the Committee shall determine whether or not the reason provided is reasonable in all the circumstances and if not, shall inform the Member in writing that their membership has been ceased.

(7) If a Member falls a full financial quarter behind in the payment of their membership or other fees as applicable from time to time, the Member shall be informed in writing that they have 14 days to make payment. Except where otherwise deemed reasonable by the Committee due to extenuating circumstances, if payment is not received within 14 days, the Member shall be informed in writing that their membership has been ceased.

5. Membership Entitlements Not Transferable

(1) A right, privilege or obligation which a person has by reason of being a Member of the Association:

(a) is not capable of being transferred or transmitted to another person, and

(b) terminates on cessation of the person's membership.

6. Resignation of Membership

(1) A Member of the Association is not entitled to resign their membership except in accordance with this rule.

(2) A Member of the Association, who has paid all amounts payable by the Member to the Association in respect of the Member's membership may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as the Committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.

(3) If a Member of the Association ceases to be a Member under Clause (2), and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the Register of Members recording the date on which the Member ceased to be a Member.

7. Register of Members

(1) The Secretary of the Association must establish and maintain a Register of Members of the Association specifying the name and address of each person who is a Member of the Association together with the date on which the person became a Member.

(2) The Register of Members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.

(3) A Member of the Association may obtain a copy of any part of the register on payment of a fee of $1 for each page copied or, if some other amount is determined by the committee, that other amount.

8. Fees and Subscriptions

(1) A Member of the Association must, on admission to membership, pay to the Association a fee of $50.00 or, if some other amount is determined by the Committee, that other amount.

(2) In addition to any amount payable by the member under Clause (1), a Member of the Association must pay to the Association an annual membership fee, if any, determined by the Committee:

(a) Except as provided by paragraph (b), before 1 July in each calendar year, or

(b) If the Member becomes a member on or after 1 July in any calendar year - on becoming a Member and before 1 July in each succeeding calendar year.

9. Members' Liabilities

(1) The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 8.

(2) As to liability between Members of the Association, there is no liability owed between Members of the Association towards other Members of the Association for acts done

by Members of the Association to other Members of the Association.

10. Resolution of Internal Disputes

(1) Disputes between members (in their capacity as Members) of the Association, and disputes between Members and the Association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

(2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11. Disciplining of Members

(1) A complaint may be made to the Committee by any person that a Member of the Association:

(a) has persistently refused or neglected to comply with a provision or provisions of these rules, or

(b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.

(2) On receiving such a complaint, the Committee:

(a) Must cause notice of the complaint to be served on the Member concerned, and

(b) Must give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and

(c) Must take into consideration any submissions made by the Member in connection with the complaint.

(3) The Committee may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

(4) If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Committee for having taken that action and of the Member's right of appeal under Rule 12.

(5) The expulsion or suspension does not take effect:

(a) Until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or

(b) If, within that period, the Member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 12 (5), whichever is the later.

12. Right of Appeal of Disciplined Member

(1) A Member may appeal to the Association in general meeting against a resolution of

the Committee under Rule 11, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

(3) On receipt of a notice from a Member under clause (1), the Secretary must notify the Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.

(4) At a general meeting of the association convened under Clause (3):

a) No business other than the question of the appeal is to be transacted, and

b) The Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and

c) The Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 4 - THE COMMITTEE

13. Powers of the Committee

(1) The Committee is to be called the Committee of Management of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting:

(a) Is to control and manage the affairs of the Association, and

(b) May exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of Members of the Association,

(c) Shall ensure that Membership Officers elected under these Rules form the Membership Subcommittee, and

(d) Has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

14. Constitution and Membership

(1) Subject in the case of the first members of the Committee to Section 21 of the Act, the Committee is to consist of The Office-Bearers of the Association, each of whom is to be elected at the Annual General Meeting of the Association under Rule 15.

(2) The Office-Bearers of the association are to be:

(a) the President;

(b) the Treasurer;

(c) the Secretary;

(d) the Marketing/Promotions Officer; and

(e) One Membership Officer from each Chapter.

(3) Each member of the Committee is, subject to these rules, to hold office until the conclusion of the Annual General Meeting following the date of the member's election but is eligible for re-election.

(4) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member of the Association to fill the vacancy and the Member so appointed is to hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

(5) A Member of the Committee may not serve in a particular role for longer than two (2) consecutive years however, Members may, in the event that there are insufficient Members nominated for positions on the Committee, resolve to permit a Member to serve as a Member of the Committee for greater than two (2) years to give effect to the obligations of the Association at law.

15. Election of Members

(1) Nominations of candidates for election as office-bearers of the Association:

a) Must be made in writing, signed by 2 members of the Association and endorsed accompanied by the written consent of the candidate (which may be on the form of the nomination).

(2) Nominations for all vacancies on the Committee may be received at any time until the election process is held at the Annual General Meeting.

(3) If insufficient nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected; subject to the requirement to have one Membership Officer from each chapter.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(6) The ballot for the election of Office-Bearers of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

16. Secretary

(1) The Secretary of the association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.

(2) It is the duty of the Secretary to keep Minutes of:

(a) all appointments of Office-Bearers,

(b) the names of members present at a Committee meeting or a general meeting,

and

(c) all proceedings at Committee meetings and general meetings.

(3) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

(4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

17. Treasurer

(1) It is the duty of the Treasurer of the Association to ensure:

(a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and

(b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

18. Casual Vacancies

(1) For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if the Member:

(a) dies;

(b) ceases to be a Member of the Association, or

(c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or

(d) resigns office by notice in writing given to the Secretary, or

(e) is removed from office under rule 19, or

(f) becomes a mentally incapacitated person, or

(g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

19. Removal of Member

(1) The Association in general meeting may, by resolution, remove any member of the Committee from the office of member before the expiration of the member's term of office and may, by resolution, appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a member of the Committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Meetings and Quorum

(1) The Committee must meet at least three times in each period of twelve months at such

place and time as the Committee may determine.

(2) Additional meetings of the Committee may be convened by the President or by any member of the Committee, providing that the Association must call a minimum of three (3) General Meetings each year, one (1) every three (3) months, excluding the Annual General Meeting of the Association.

(3) Each Member of the Committee shall present a formal report at each Meeting of the Committee, including and not limited to, any Special General Meetings called by Members as may be relevant to an issue being discussed by Members and, otherwise at the AGM.

(4) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

(5) Notice of a meeting given under clause (4) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

(6) Any four (4) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee. At least one (1) representative from each chapter of the Association must be present and attend a meeting of the Committee. In the event that a Member of the Committee is unable to attend a meeting of the Committee then, that Member may appoint a proxy to attend on his or her behalf, providing that the proxy is from the same chapter as the Member who is unable to attend the Meeting.

(7) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

(8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(9) At a meeting of the Committee:

(a) the President or, in the President's absence, the Secretary is to preside, or

(b) if the President and the Secretary are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the Members present at the meeting is to preside.

(c) Each Member of the Committee shall present a formal report at each Meeting of the Committee including and not limited to any Special General Meetings called by Members as may be relevant to an issue being discussed by Members and otherwise at the AGM.

21. Membership Subcommittee

(1) The Membership Subcommittee shall consist of one Office Bearer and the Member

Officer from each chapter.

(2) The Membership Subcommittee shall meet as required to consider nominations for membership of the Association and to consider other issues as set out in these rules.

22. Delegation by Committee to Subcommittee

(1) The Committee may, by instrument in writing, delegate to one or more Subcommittees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:

(a) This power of delegation, and

(b) A function which is a duty imposed on the Committee by the Act or by any other law.

(2) A function the exercise of which has been delegated to a Subcommittee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Subcommittee in accordance with the terms of the delegation.

(3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Despite any delegation under this rule, the Committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a Subcommittee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.

(6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(7) A Subcommittee may meet and adjourn as it thinks proper.

23. Voting and decisions

(1) Questions arising at a meeting of the Committee or of any Subcommittee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or Subcommittee present at the meeting.

(2) Each Member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to rule 20 (6), the Committee may act despite any vacancyon the Committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Subcommittee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Subcommittee.

PART 5: MEETINGS

24. Fortnightly Chapter Meetings

(1) Each Chapter shall hold a fortnightly meeting at a time to be determined by the Association members allocated to that Chapter.

(2) Attendance records are to be kept for fortnightly chapter meetings and forwarded to the Secretary of the Association.

(3) Formal decisions are not made at chapter meetings and therefore no minutes are required.

(4) Provided that the Objects of the Association are upheld, the format of the Chapter meetings may be determined by the Association members allocated to that Chapter.

(5) Any dispute that arises within a Chapter or between members of a Chapter in relation to the timing or format of Chapter meetings is to be referred to the Management Committee for resolution.

25. Annual General Meetings - Holding Of

(1) The Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its Members.

26. Annual General Meetings - Calling Of And Business At

(1) The Annual General Meeting of the Association is, subject to the Act and to rule 25, to be convened on such date and at such place and time as the Committee thinks fit.

(2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:

(a) to confirm the Minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting;

(b) to receive from the Committee reports on the activities of the Association during the last preceding financial year,

(c) To elect Office-Bearers of the Association,

(d) To receive and consider any financial statement or report which is required to be submitted to Members under the Act.

(3) An Annual General Meeting must be specified as that type of meeting in the notice convening it.

27. Special General Meetings - Calling Of

(1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.

(2) The Committee is to convene a special general meeting of the Association each Wednesday fortnight or, if some other date and/or dates is/are determined by a special general meeting of the Association, that other date and/or dates.

(3) The Committee must, on the requisition in writing of at least 5 per cent of the total number of Members, convene a special general meeting of the Association.

(4) A requisition of Members for a special general meeting:

(a) Must be in writing;

(b) Must state the purpose or purposes of the meeting,

(c) Must be signed by the Members making the requisition,

(d) Must be lodged with the Secretary, and

(e) May consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

(5) If the Committee fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.

(6) A special general meeting convened by a Member or Members as referred to in Clause (5) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any Member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

28. Notice

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under rule 26 (2).

(4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

29. Procedure

(1) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Five Members present in person (being Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of Members, is to be dissolved, and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 3) is to constitute a quorum.

30. Presiding Member

(1) The President or, in the President's absence, the Secretary, is to preside as Chairperson at each general meeting of the Association.

(2) If the President and the Secretary are absent or unwilling to act, the Members present must elect one of their number to preside as Chairperson at the meeting.

31. Adjournment

(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in Clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. Making of Decisions

(1) A question arising at a general meeting of the Association is to be determined by:

(a) A show of hands or, if the meeting is being conducted in different locations using technology, any appropriate corresponding method that the Committee may determine, or

(b) If on the motion of the Chairperson or if 5 or more members present at the meeting decide that the question should be decided by a written ballot – a written ballot.

(2) If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or

proportion of the votes recorded in favour of or against that resolution.

(3) Subclause (2) applies to a method determined by the committee under subclause (1)(a) in the same way as it applies to a show of hands.

(4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33. Special Resolution

(1) A resolution of the Association is a special resolution:

(a) if it is passed by a majority which comprises at least three-quarters of the votes cast by such Members of the Association as, being entitled under these rules so to do, vote at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or

(b) if it is made otherwise in accordance with Section 39 of the Act.

34. Voting

(1) On any question arising at a general meeting of the Association a member has one vote only.

(2) In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

(3) A Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

(4) A member who is unable to attend a general meeting of the Association may nominate a proxy in writing, in a format to be determined by the Committee from time to time. The proxy may only be given to another eligible member of the Association as defined under in Rule 34 (4).

35. Postal or electronic ballots

(1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).

(2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

36. Use of technology at Committee and General meetings

(1) A committee or General meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members in the case of a committee meeting, or each of the Association's members, in the case of a general meeting, a reasonable opportunity to participate.

(2) A committee member who participates in a committee meeting or an Association member who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART 6: MISCELLANEOUS

37. Insurance

The Association may effect and maintain insurance.

38. Funds - Source

(1) The funds of the Association are to be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.

(2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

(3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

39. Funds - Management

(1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised signatories.

40. Association is non-profit

(1) Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

41. Distribution of property on winding up of Association

(1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

(2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

42. Alteration of Objects and Rules

(1) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

43. Custody Of Books

(1) Except as otherwise provided by these rules, the Public Officer must keep in his or her custody, or under his or her control all records, books and other documents relating to the Association.

45. Inspection Of Books

(1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

(a) records, books and other financial documents of the association,

(b) this constitution,

(c) minutes of all committee meetings and general meetings of the association.

(2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than $1 for each page copied.

(3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

46. Service of notices

(1) For the purpose of this constitution, a notice may be served on or given to a person:

(a) by delivering it to the person personally, or

(b) by sending it by pre-paid post to the address of the person, or

(c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

(a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

(b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

47. Financial year

(1) The financial year of the association is each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.