



**AUSTRALIAN AND NEW ZEALAND THIRD SECTOR
RESEARCH INCORPORATED**

RULES OF THE ASSOCIATION

**AUSTRALIAN AND NEW ZEALAND THIRD SECTOR RESEARCH
INCORPORATED**

INDEX

OBJECTS AND PURPOSES OF ASSOCIATION

- A Objects
- B Purposes

RULES OF THE ASSOCIATION

PART 1 PRELIMINARY

- 1. Definitions

PART 2 MEMBERSHIP

- 2 Membership Qualifications
- 3 Nomination for Membership
- 4 Cessation of Membership
- 5 Membership Entitlements not Transferable
- 6 Resignation of a Membership
- 7 Register of Members
- 8 Fees and Subscriptions
- 9 Members' Liabilities
- 10 Resolution of Internal Disputes
- 11 Disciplining of Members
- 12 Right of Appeal of Disciplined Member

PART 3 THE COMMITTEE

- 13 Powers of the Committee
- 14 Constitution and Membership
- 15 Election of Members
- 16 Secretary
- 17 Treasurer
- 18 Casual Vacancies
- 19 Removal of Member
- 20 Meetings and Quorum
- 21 Delegation by Committee to Sub-Committee
- 22 Voting and Decisions

PART 4 GENERAL MEETINGS

- 23 Annual General Meetings – holding of
- 24 Annual General Meetings – calling of and business at
- 25 Special General Meetings – calling of
- 26 Notice
- 27 Procedure
- 28 Presiding member
- 29 Adjournment
- 30 Making of decisions
- 31 Special resolution
- 32 Voting
- 33 Appointment of proxies

PART 5 MISCELLANEOUS

- 34 Insurance
- 35 Funds – source
- 36 Funds – management
- 37 Alteration of Objects and Rules
- 38 Common Seal
- 39 Custody of Books
- 40 Inspection of Books
- 41 Service of Notices
- 42 Audit

APPENDIX

- (a) Form of Appointment of Proxy

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OBJECTS AND PURPOSES OF ASSOCIATION

A OBJECTS

The objects for which the Association is established are:

- (i) To encourage interest in and support for the development of research into the Third Sector. The Third Sector being non-government, nonprofit organisations, associations and clubs, and the associated phenomena of altruism, philanthropy, voluntary action and nonprofit enterprise.
- (ii) To promote research and scholarship of matters relating to the Third Sector including altruism, philanthropy, voluntary action, nonprofit enterprise and associated issues.
- (iii) To advocate the importance of the Third Sector and research and scholarship of it.
- (iv) To serve as a centre for information in regard to all aspects of the Third Sector and to publish in the field.
- (v) To convene seminars and conferences involving the issues of the Third Sector.
- (vi) To develop and maintain relations with other national and international organisations concerned with Third Sector issues.

B PURPOSES

The Association is established for the purposes set out in the Object of Association. Solely for the purpose of carrying out the aforesaid objects and not otherwise the Association shall have the following powers:

- (i) To promote, to hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith. Provided that no member of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association.
- (ii) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association. Provided that the

Association shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 2b.

- (iii) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association. Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (iv) To enter into any arrangements with any Government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Association's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (v) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Association.
- (vi) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payment towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (vii) To invest and deal with money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (viii) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- (ix) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.

- (x) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, or associations with which the Association is authorised to amalgamate.
- (xi) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies, or associations with which the Association is authorised to amalgamate.
- (xii) The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the Objects of the Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the members of the Association. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Rule on money borrowed from any members of the Association or reasonable and proper rent for premises demised or let by any member to the Association, but so that no more than one at anytime Committee Member shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any other Committee Member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.

**AUSTRALIAN AND NEW ZEALAND THIRD SECTOR RESEARCH
INCORPORATED**

RULES OF THE ASSOCIATION

PART 1 PRELIMINARY

1. Definitions

(1) In these rules:

(R1 revised)

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

Ordinary member means a member of the committee who is not an office-bearer of the association, as referred to in rule 14(2).

Secretary means:

- (a) person holding office under these rules as secretary of the association and includes an Honorary Secretary, or the
- (b) if no such person holds that office – the public officer of the association.

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.

"The Committee" means the Committee Members of the Association elected or appointed pursuant to these Rules;

"The Association" means the Australian and New Zealand Third Sector Research Incorporated;

"the seal" means the common seal of the Association;

(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.

[Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing lithography,

photography and other modes of representing or reproducing words in a visible form;]

(c) 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 2 MEMBERSHIP

2A Membership qualifications

The members of Australian & New Zealand Third Sector Research Limited and such other persons as the Committee shall admit to membership in accordance with these Rules shall be members of the Association. The classes of membership shall be:

- (a) Individual
- (b) Organisation
- (c) Student and unwaged
- (d) Life

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:
 - (i) who has been nominated for membership of the association as provided by rule 5 and
 - (ii) who has been approved for membership of the association by the committee of the association.

B. The liability of the members is limited

3 Nomination for membership

- (a) Every applicant for membership of the Association shall make their application in writing, signed by the applicant, and shall be in such form as the Committee from time to time prescribes.
- (b) At the next meeting of the Committee after the receipt of any application for membership, such application shall be considered by the Committee, which shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Committee be required to give any reason for the rejection of an applicant.

- (c) When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of their acceptance and a request for payment of their entrance fee and first annual subscription if such payment was not tendered with the application. Upon payment of their entrance fee and first annual subscription the applicant shall become a member of the Association, provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the Committee may in its discretion cancel its acceptance of the applicant for membership of the Association.

4 Cessation of membership

A person ceases to be a member of the association if the person

- (a) dies
- (b) resigns membership
- (c) is expelled from the association or
- (d) fails to pay the subscription

If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may, after notice of the default shall have been sent to them by the Secretary or Honorary Treasurer, be debarred by resolution of the Committee from all privileges of membership provided that the Committee may reinstate the member on payment of all arrears if the Committee thinks fit to do so.

5 Membership entitlements not transferable

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 a member

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule
- (2) A member may at any time, by giving notice in writing to the Secretary, resign their membership of the Association but shall continue liable for any annual subscription and all arrears due and unpaid at the date of their resignation and for all other monies due by them to the Association and in addition for any sum not exceeding ten dollars (\$10) for which that person is liable as a member of the Association under Rule 9.
- (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 public officer 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.
- (2) 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) The entrance fee and annual subscription payable by members of the Association shall be such as the Association in general meeting shall from time to time prescribe.
- (2) All annual subscriptions shall become due and payable in advance on the 30th day of June in every year.

9 Members' liabilities

- (1) Every member of the Association undertakes to contribute to the property of the Association in the event of the same being wound up while that person is a member, or within one year after that person ceases to be a member, for payment of the debts and liabilities of the Association (contracted before that person ceases to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding ten dollars (\$10).
- (2) If upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to nor distributed among the members of the Association, but shall be given or transferred to some other fund, institution or Association having objects similar to the Objects of the Association and whose Memorandum of Association or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 3 hereof, and is fund, institution or Association approved by the Commissioner of Taxation as a fund, institution or company referred to in Section 23 of the Income Tax Assessment Act, 1936 (as amended). Such institution or institutions to be determined by the members of the Association at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

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 business of the Association shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Act or these rules, required to be exercised by the Association in general meeting, subject, nevertheless, to any of these Rules, the provisions of the Act, and such directions, not being inconsistent with the

aforesaid Rules or provisions, as may be prescribed by the Association in general meeting; provided that any rule, regulation or by-law of the Association issued or made by the Committee may be disallowed by the Association in general meeting; and provided further that no resolution passed by the Association in general meeting shall invalidate any prior act of the Committee, which would have been valid if that resolution had not been passed.

14 Constitution and membership

- (1) The office-bearers of the Association shall consist of a Chair, a Deputy Chair and an Honorary Treasurer, all of whom shall be members of the Association.
- (2) The following named persons who have been Directors of Australian & New Zealand Third Sector Research Limited in April 2002 shall constitute the first Committee.
 - Dr Rosemary Leonard (Chair)
 - Dr David Robinson (Deputy Chair)
 - Dr Anne Abraham (Honorary Treasurer & Public Officer)
 - Dr John Newton-Hewitt
 - Dr Elizabeth Ozanne
 - Dr Grazyna Zajdow
 - Dr Melanie Oppenheimer
 - Dr Gianni Zappala

15 Election of members

- (1) The Committee shall consist of the office-bearers and 6 other members of the Association.
- (2) At the Annual General Meeting of the Association in 2002 and in each alternate year thereafter the office bearers and three Committee Members shall retire by rotation, commencing with the longest serving Committee Members. Retiring Committee Members and office bearers shall be eligible for re-election.
- (3) The election of office-bearers and other Committee Members shall take place in the following manner:
 - (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an office-bearer or other Committee Member.
 - (b) The nomination, which shall be in writing and signed by the member and their proposer and seconder, shall be lodged with the Secretary

at least fourteen days before the Annual General Meeting at which the election is to take place.

- (c) A list of the candidates' names, in alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the principal place of business of the Association for at least seven days immediately preceding the Annual General Meeting.
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order. Each member present at the Annual General shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
 - (e) In case there shall not be a sufficient number of candidates nominated, the Committee may fill up the remaining vacancy or vacancies.
- (4) The Association may from time to time by resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Committee.

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) The secretary shall cause minutes to be made:
 - (a) of all appointments of officers and servants;
 - (b) of the names of the Committee Members present at all meetings of the Association and of the Committee;
 - (c) of all proceedings at all meetings of the Association and of the Committee.

Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

17 Treasurer

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) The Committee shall have power at any time, and from time to time, to appoint any member of the Association as a Committee Member, either to fill a casual vacancy or as an addition to the existing office-bearers or other Committee Members, but so that the total number of office-bearers and other Committee Members shall not at any time exceed the number fixed in accordance with Rule 32. Any office-bearer or other Committee Member so appointed shall hold office only until the next Annual General Meeting for which elections are scheduled to be held.

19 Removal of member

- (1) The Association may, by ordinary resolution, remove any office-bearer or other Committee Member before the expiration of their period of office, and may, by an ordinary resolution, appoint another person in their stead; the person so appointed shall hold office only until the next following Annual General Meeting.
- (2) The office of a Committee Member shall become vacant if the Committee Member -
 - (a) becomes insolvent under administration or makes any arrangement or composition with their creditors generally;
 - (b) Dies
 - (c) ceases to be a Committee Member by operation of Rule 38;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns their office by notice in writing to the Association;
 - (f) for more than six months is absent without permission of the Committee from meetings of the Committee held during that period;
 - (g) holds any office of profit under the Association;
 - (h) ceases to be a member of the Association; or is directly or indirectly interested in any contract or proposed contract with the Association from which the person is likely to personally receive financial gain. Provided always that nothing in this sub-rule shall affect the operation of Purpose xii.

20 Meetings and quorum

- (1) The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Committee Member may at any time, and a Secretary shall, on the requisition of a Committee Member, convene a meeting of the Committee.
- (2) Subject to these Rules questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority

of the Committee Members present shall for all purposes be deemed a determination of the Committee Members. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

- (3) The quorum necessary for the transaction of the business of the Committee shall be three members of the Committee, or such greater number as may be fixed by the Committee.
- (4) The continuing Committee Members may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by Rule 47 as the necessary quorum of the Committee, the continuing Committee Members may act for the purpose of increasing the number of Committee Members to that number or of convening a general meeting of the Association, but for no other purpose.
- (5) The Chair shall preside as chairperson at every meeting of the Committee, or if there is no Chair, or if at any meeting the Chair is not present within ten minutes after the time appointed for holding the meeting, or if being present, they are unwilling to preside, the Deputy Chair shall be chairperson or if the Deputy Chair is not present at the meeting then the members may choose one of their number to be chairperson of the meeting.

21 Delegation by committee to sub-committee

- (1) The Committee may delegate any of its powers and or functions (not being duties imposed on the Committee as the Committee Members of the Association by the Act or the general law) to one or more sub-committees consisting of such member or members of the Association as the Committee thinks fit. Any sub-committee so formed shall conform to any regulations that may be given by the Committee and subject thereto shall have power to co-opt any member or members of the Association and all members of such committees shall have one vote.
- (2) The Committee may appoint one or more advisory committees consisting of such member or members of the Committee and such other member or members of the Association as the Committee thinks fit. Such advisory committees shall act in advisory capacity only. They shall conform to any regulations that may be given by the Committee and, subject thereto, shall have power to co-opt any other member or members of the Association and all members of such advisory committees shall have one vote.
- (3) Every sub-committee or advisory committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson shall have a second or casting vote.

- (4) All acts done by any meeting of the Committee, of a sub-committee or by any Committee Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Committee, sub-committee or Committee Member, or that the Committee Members or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified and was qualified to be a Committee Member.

22 Voting and decisions

- (1) If all the Committee Members have signed a document containing a statement that they are in favour of a resolution of the Committee Members in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Committee Members held on the day on which the document was signed and at the time at which the document was last signed by a Committee Member or, if the Committee Member signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Committee Member.
- (2) For the purposes of sub regulation (a), 2 or more separate documents containing statements in identical terms each of which is signed by one or more Committee Members shall together be deemed to constitute one document containing a statement in those terms signed by the Committee Members on the respective days on which they signed the separate documents.
- (3) A reference in sub regulation (a) to all the Committee Members does not include a reference to a Committee Member who, at a meeting of Committee Members, would not be entitled to vote on the resolution.
- (4) The Public Officer shall be appointed by the Committee for such term, upon such conditions as it thinks fit, and any Public Officer so appointed may be removed by it. Nothing herein shall prevent the Committee from appointing a member of Association as Public Officer and any member so appointed shall forthwith become an office-bearer of the Association and, if not already a member of the Committee ex officio a member of the Committee and any member so appointed shall be subject to the provisions in Rule 2b.

PART 4 GENERAL MEETINGS

23 Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the association, 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.

- (2) The association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.

Clauses (a) and (b) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

24 Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to rule 23, 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 and ordinary members of the committee,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25 Special general meetings – calling of

- (i) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) 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.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and

- (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 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 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) 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 expenses is entitled to be reimbursed by the association for any expense so incurred.

26 Notice

- (1) Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty one days notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Association
- (2) For the purpose of this Rule all business shall be special that is transacted at a general meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Committee Members and Auditors, the election of office-bearers and other Committee Members in the place of those retiring, and the appointment of the Auditors, if necessary.

27 Procedure

- (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided five (5) members present in person shall be a quorum. For the purpose of this Rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- (2) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine. If at the adjourned meeting a quorum is not present within half an hour from the

time appointed for the meeting, the members present (being not less than three) shall be a quorum.

28 Presiding member

- (1) The Chair shall preside as chairperson at every general meeting of the Association, or if there is no Chair, or if they are not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chair is not present or is unwilling to act, then the members present shall elect one of their number to be chairperson of the meeting.

29. Adjournment

- (1) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

30 Making of decisions

- (1) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded
 - (a) by the chairperson; or
 - (b) by at least three members present in person or by proxy.
- (2) If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.
- (3) In the case of an equality of votes whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- (4) Unless a poll is so demanded a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion

of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

31 Special resolution

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy 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) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

32 Voting

- (1) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- (2) A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by the committee or by the trustee or by such other person as properly has the management of their estate, and any such committee, trustee or other person may vote by proxy or attorney.
- (3) No member shall be entitled to vote at any general meeting if the annual subscription shall be more than one month in arrears at the date of the meeting.

33 Appointment of proxies

- (1) The instrument appointing a proxy shall be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct their own proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as they think fit.
- (2) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the principal place of business

of the Association or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. In the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll. In default the instrument of proxy shall not be treated as valid.

- (3) A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal, or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the principal place of business before the commencement of the meeting or adjourned meeting at which the instrument is used.

PART 6 MISCELLANEOUS

34 Insurance

- (1) The association must effect and maintain insurance under section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.
- (3) Every Committee Member, Auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of the office which is incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under the law in which relief is granted to them by the Court in respect of any negligence, default, breach of duty or breach of trust.

35 Funds – source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations, sale of publications 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.

36 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, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Committee Members or in such other manner as the Committee from time to time determines.
- (3) The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss accounts and balance-sheet accompanied by a copy of the Auditor's report thereon provided, however, that the Committee shall cause to be made out and laid before each Annual General Meeting a balance-sheet and profit and loss account made up to a date not more than five months before the date of the meeting.

37 Alteration of objects and rules

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

38 Common Seal

- (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The Committee shall provide for the safe custody of the seal which shall only be used by the authority of the Committee. Every instrument to which the seal is affixed shall be signed by a Committee Member and shall be countersigned by the Secretary or by a second Committee Member or by some other person appointed by the Committee for that purpose.

39 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.

40 Inspection of books

- (1) The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

41 Service of notices

- (1) Any notice required by the Act or by or under these Rules to be given to any member shall be given by sending it by post to them at their registered

address, or to the address, if any, supplied by them for the giving of notices. 'Address' includes any electronic address including facsimile and electronic mail. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

- (2) Notice of every general meeting shall be given in any manner hereinbefore authorised to –
 - (a) every member except those members for whom the Association has no registered address or other address or an address or the giving of notices to them; and
 - (b) The Auditor or Auditors for the time being of the Association.
- (3) No other person shall be entitled to receive notices of general meetings.

42 Audit

A properly qualified Auditor or Auditors shall be appointed.

APPENDIX

Form of Appointment of Proxy

The instrument appointing a proxy may be in the form or in a common or usual form as in Appendix (b).

(insert name of Association)

I of

being a member of the (insert name of Association)

hereby appoint of

or failing him/her of

as my proxy to vote for me on behalf at the (Annual General Meeting or *Special* general meeting as the case may be) of the Association to be held on the day of _ 20 and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of/ *against the following resolutions,

Signed

This day of

(Note .In the event of the member desiring to vote for or against any resolution they shall instruct the proxy accordingly. Unless otherwise instructed, the proxy may vote as they think fit).

*** Strike out whichever is not desired.**