

**THE CONSTITUTION AND RULES OF
PARKES & DISTRICT NEIGHBOURHOOD
AND COMMUNITY INFORMATION
CENTRE INCORPORATED.**

2009

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Contents

PART 1 DEFINITIONS	3
1A THE OBJECTS OF THE ASSOCIATION	3
PART 2 MEMBERSHIP	5
2. MEMBERSHIP QUALIFICATIONS.....	5
3. NOMINATION FOR MEMBERSHIP	5
4. CESSATION OF MEMBERSHIP.....	5
5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	6
6. RESIGNATION OF MEMBERSHIP.....	6
7. REGISTER OF MEMBERS	6
8. FEES AND SUBSCRIPTIONS.....	6
9. MEMBERS' LIABILITIES	7
10. RESOLUTION OF INTERNAL DISPUTES.....	7
11. DISCIPLINING OF MEMBERS	7
12. RIGHT OF APPEAL OF DISCIPLINED MEMBER	8
PART 3 THE BOARD OF MANAGEMENT	9
13. POWERS OF THE BOARD OF MANAGEMENT.....	9
14. CONSTITUTION AND MEMBERSHIP	9
15. ELECTION OF MEMBERS	10
16. ROLE OF OFFICE BEARERS.....	10
17. CASUAL VACANCIES.....	11
18. REMOVAL OF MEMBER.....	11
19. MEETINGS AND QUORUM.....	12
20. DELEGATION BY BOARD OF MANAGEMENT TO A SUB-COMMITTEE	12
21. VOTING AND DECISIONS	13
22. CONFLICTS OF INTEREST.....	13
PART 4 GENERAL MEETING	15
24. ANNUAL GENERAL MEETINGS – HOLDING OF.....	15
25. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT	15
26. SPECIAL GENERAL MEETINGS – CALLING OF	15
27. NOTICE	16
28. PROCEDURE.....	16
29. PRESIDING MEMBER	17
30. ADJOURNMENT.....	17
31. MAKING OF DECISIONS	17
32. SPECIAL RESOLUTION.....	17
33. VOTING	18
34. APPOINTMENT OF PROXIES	18
PART 5 MISCELLANEOUS	19
35. INSURANCE.....	19
36. FUNDS – SOURCE	19
37. FUNDS – MANAGEMENT	19
38. ALTERATION OF OBJECTS AND RULES	19
39. COMMON SEAL	19

40. CUSTODY OF BOOKS.....	19
41. INSPECTION OF BOOKS.....	20
42. SERVICE OF NOTICES	20
43. INDEMNITY	20
44. DISSOLUTION CLAUSE	20
APPENDIX 1	21

Part 1 Definitions

(1) In these rules:

Association means Parkes and District Neighbourhood and Community Information Centre Incorporated.

Commissioner means the Commissioner of the Office of Fair Trading.

'ordinary member' means a member of the Board of Management who is not an office-bearer of the Association, as referred to in rule 14(2).

'ordinary member of the Association' means a member of the Association unless a specific class of membership is referred to in these rules.

'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.

'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.

(4) The Model Rules apply to this constitution except to the extent they are varied or modified herein.

1A The objects of the Association

(1) The objects for which the Association is established are:

- a) To provide community services for the direct relief of poverty, sickness, suffering, distress, misfortune, disability or helplessness.
- b) To provide support and practical help to people in crisis and to disadvantaged communities, families and individuals through the initiation, co-ordination and development of community services.
- c) To network with other agencies to provide a comprehensive and integrated range of services, activities and self-help initiatives to strengthen the capacity of individuals and families to develop and maintain control of their lives.

- d) To identify and articulate areas of need by gathering and analysing information on local issues of concern, by consulting with other service providers, welfare groups, Government bodies and other organisations, and to conduct further research as necessary as a basis for the development and organisation of community services and facilities.
- e) To make available information on issues of local concern in ways that will initiate and facilitate appropriate action.
- f) To promote the community's knowledge and use of existing facilities and services, means of participation and access to resources.

Part 2 Membership

2. Membership qualifications

Membership is open to all individuals and organisations who accept the objects and rules of the Association.

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 who:
 - i. has been nominated for membership of the Association as provided by rule 3, and
 - ii. has been approved for membership of the Association by the Board of Management of the Association.

An employee cannot be a member of the Association.

3. Nomination for membership

(1) An eligible person may apply for membership of the Association in writing in the form determined by the Board of Management from time to time and which 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 Board of Management which is to determine whether to approve or to reject the nomination.

(3) As soon as practicable after the Board of Management makes that determination, the secretary must:

- a) notify the nominee, in writing, that the Board of Management approved or rejected the nomination (whichever is applicable), and
- b) if the Board of Management approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.

(4) The secretary must, on payment by the nominee of the amounts referred to in clause (3)(b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

4. Cessation of membership

A person ceases to be a member of the Association if the person:

- a) dies, or
- b) resigns membership of the Association, or
- c) is expelled from the Association, or

d) ceases to be a member of the Association for whatever reason.

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 membership

(1) A member of the Association is not entitled to resign that 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 the member's intention to resign, and upon receipt by the secretary of the notice of resignation the member ceases to be a member of the Association or the Board of Management.

(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 and the date of cessation of membership.

(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 Board of Management, that other amount.

8. Fees and subscriptions

(1) An annual fee may be charged for membership and may be varied from time to time by resolution at the Annual General Meeting.

(2) A member of the Association must, on admission to membership, pay to the Association such fee as is determined by the Board of Management from time to time.

(3) Membership fees shall fall due on the first day of each financial year of the Association. The financial year of the Association shall be from July 1 to June 30 or such period as determined by the Board of Management.

9. Members' liabilities

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.

10. Resolution of internal disputes

(1) In the event of a dispute arising between members (in their capacity as members), or between a member and the Association, or a member and the Board of Management, the following procedure shall apply.

- a) With the agreement of both parties within 14 days (or such other period as they may agree upon) the dispute shall be referred to an accredited mediator for mediation.
- b) If the dispute is not resolved by the above procedures it shall be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- c) 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 Board of Management 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 Board of Management:

- 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 Board of Management in connection with the complaint, and
- c) must take into consideration any submissions made by the member in connection with the complaint.

(3) The Board of Management may, by resolution, expel the member from the Association or suspend the member from membership of the Association if and, 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 Board of Management 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 Board of Management 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 Board of Management 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 Board of Management 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 Board of Management 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 3 The Board of Management

13. Powers of the Board of Management

The Board of Management, 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, and
- c) has power to perform all such acts and do all such things as appear to the Board of Management 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 Board of Management to section 21 of the Act, the Board of Management is to consist of a maximum of 9 members, namely:

- a) the 4 office-bearers of the Association, and
- b) no more than 5 ordinary members,

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 vice-president
- c) the treasurer, and
- d) the secretary

(3) Each member of the Board of Management is, subject to these rules, to hold office for a period of two years following the date of the member's election, expiring at the conclusion of the annual general meeting, but is eligible for re-election.

(4) At the second annual general meeting and at every second annual general meeting thereafter 5 members of the Board of Management shall retire in rotation of four and five. The members to retire in any year shall (subject to the provision as to filling casual vacancies – clause (5) be those who have been the longest in office since their last election.

(5) In the event of a casual vacancy occurring in the membership of the Board of Management, the Board of Management 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.

(6) No person is eligible to be elected or appointed as a member of the Board of Management if they are a current employee of the Association. An employee who resigns cannot become a member of the Board until a period of two years has elapsed after their resignation.

15. Election of members

(1) Prior to an annual general meeting the Board of Management shall determine the number of vacancies that will arise upon the rotation in accordance with rule 14.

(2) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Board of Management:

- a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- b) must be delivered to the secretary of the Association at a date determined by the Board of Management from time to time prior to the date fixed for the holding of the annual general meeting at which the election is to take place.

(3) If insufficient nominations are received to fill all vacancies on the Board of Management, the candidates nominated are taken to be elected and any vacant positions remaining on the Board of Management 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.

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

(6) The election of office-bearers shall be carried out by the elected Board of Management at the first Board of Management meeting held after the annual general meeting (or any adjourned meeting).

(7) Office bearers can hold an executive position for a maximum of two years. After two years they must take a break of one year before holding the same executive position again unless the Board of Management vote to the contrary.

(8) No member of the Board of Management shall be appointed to any salaried office of the organisation or any office of the organisation paid by fees and no remuneration or other benefits in money or monies worth shall be given by the organisation to any members of the Board of Management except repayment for out of pocket expenses

(9) The Board of Management shall take all reasonable steps to recruit applicants, which may include placing advertisements in relevant newspapers and any other media outlet to fill the vacant positions at the next annual general meeting.

16. Role of Office Bearers

President

The role of President shall be as identified in the Policies and Procedures of the Association.

Vice President

The role of the Vice-President shall be as identified in the Policies and Procedures of the Association.

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 and members of the Board of Management,
- b) the names of members of the Board of Management present at a Board of Management meeting or a general meeting, and
- c) all proceedings at Board of Management 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.

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.

17. Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the Board of Management occurs if the member:

- a) dies, or
- 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 Board of Management from three successive Board of Management meetings.

18. Removal of member

(1) The Association in general meeting may by resolution remove any member of the Board of Management 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 next annual general meeting.

(2) If a member of the Board of Management to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or chairperson (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the secretary or the chairperson 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.

19. Board meetings and quorum

(1) The Board of Management must meet as often as necessary to conduct the business of the Association but not less than 6 times each year at such place and time as the Board of Management may determine.

(2) Additional meetings of the Board of Management may be convened by the President or by any two members of the Board of Management.

(3) Oral or written notice of a meeting of the Board of Management must be given by the secretary to each member of the Board of Management at least 48 hours (or such other period as many be unanimously agreed on by the members of the Board of Management) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under clause (3) 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 Board of Management members present at the meeting unanimously agree to treat as urgent business.

(5) Any 5 members of the Board of Management, one being an office bearer constitute a quorum for the transaction of the business of a meeting of the Board of Management.

(6) No business is to be transacted by the Board of Management 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.

(7) 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.

(8) At a meeting of the Board of Management:

- a) the President, or in the Presidents absence, the Vice-President is to preside, or
- b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Board of Management as may be chosen by the members present at the meeting is to preside.

20. Delegation by Board of Management to a sub-committee

(1) The Board of Management may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Board of Management thinks fit and non members of the Association provided that each sub-committee is chaired by a member of the Board) the exercise of such of the functions of the Board of Management as are specified in the instrument, other than:

- a) this power of delegation, and
- b) a function which is a duty imposed on the Board of Management by the Act or by any other law.

(2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee 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 Board of Management may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee 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 Board of Management.

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

(7) A sub-committee may meet and adjourn, as it thinks proper.

(8) A sub-committee or the Board of Management delegate shall provide a report to the Board of Management about its operations in the format and frequency specified by the Board of Management.

(9) Members of a sub-committee should declare any conflict of interest or any pecuniary interest when discussing issues and should not vote on matters involving such issues.

(10) Staff of the organisation that are members of a sub-committee do not have voting rights.

21. Voting and decisions

(1) Questions arising at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management are to be determined by a majority of the votes of members of the Board of Management or sub-committee present at the meeting.

(2) Each member present at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management (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 (5), the Board of Management may act despite any vacancy on the Board of Management.

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

22. Conflicts of interest

(1) A member of the Board of Management who has a material direct or indirect interest in a matter that relates to the affairs of the Association must give the other members of the Board of Management notice of his/her interest.

(2) A member of the Board of Management with a material direct or indirect interest in a matter that relates to the affairs of the Association is not required to give notice if all of the following conditions are met:

- a) The member of the Board of Management has already given notice of the nature and extent of the interest and its relation to the affairs of the Association,
- b) If a person who was not a member of the Board of Management at the time the notice was given, is appointed as a member of the Board of Management, the notice is given to that person and
- c) The nature or extent of the interest has not materially increased above that disclosed in the notice or
- d) If the member of the Board of Management has given a notice of the nature and extent of the interest and the notice is still effective in relation to the interest or
- e) As otherwise permitted under the Act.

(3) Notices of material direct or indirect given by the member of the Board of Management must:

- a) give details of the nature and extent of the member's interest and the relation of the interest to the affairs of the Association,
- b) be given at a Board of Management meeting as soon as practicable after the member of the Board of Management becomes aware of the interest in the matter and
- c) be recorded in the minutes of the Board of Management meeting at which the notice is given.

(4) A member of the Board of Management who has a material direct or indirect interest in a matter that is being considered at a Board of Management meeting must not be present whilst the matter is being considered at the meeting nor vote on the matter.

23. Establishment of Advisory Committees

The Board of Management may approve the establishment of an Advisory Committee for the purpose of providing advice to a Service Coordinator and facilitating interaction and communication with clients and stakeholders of the Service. The Board of Management may require that an Advisory Committee include a member of the Board of Management.

Part 4 General meeting

24. Annual general meetings – holding of

- (1) The financial year of the Association ends on the 30th June.
- (2) 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.
- (3) 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.
- (4) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

25. 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 Board of Management 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 Board of Management reports on the activities of the Association during the last preceding financial year,
 - c) to elect ordinary members of the Board of Management,
 - 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.

26. Special general meetings – calling of

- (1) The Board of Management may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Board of Management must, on the requisition in writing of at least 5 per cent of the total number of members or five association members whichever is the greater number, 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 Board of Management 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 Board of Management and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

27. 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 24 (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.

28. 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.

29. Presiding member

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

(2) If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

30. 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.

31. Making of decisions

(1) A motion at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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.

(2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.

(3) If a poll is demanded at a general meeting, the poll must be taken;

- a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
- b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

32. 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 Commissioner 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 Commissioner, or as prescribed in the regulations.

33. Voting

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

(2) All votes must be given personally or by proxy but no member may hold more than 1 proxy.

(3) 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.

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

34. Appointment of proxies

(1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy is to be in the form set out in Appendix 1 to these rules or such other form as determined by the Board of Management from time to time.

Part 5 Miscellaneous

35. Insurance

The Association may effect and maintain insurance.

36. Funds – source

(1) The funds of the Association are to be derived from membership fees and annual subscriptions of members, government and non government funding, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board of Management 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.

37. 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 Board of Management determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board of Management or employees of the Association, being members or employees authorised to do so by the Board of Management.

38. 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.

39. Common seal

(1) The common seal of the Association must be kept in the custody of the public officer.

(2) The common seal must not be affixed to any instrument except by the authority of the Board of Management and the affixing of the common seal must be attested by the signatures either of 2 members of the Board of Management or of 1 member of the Board of Management and of the public officer or secretary.

40. Custody of books

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.

41. Inspection of books

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.

42. Service of notices

(1) For the purpose of these rules, 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 these rules, 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.

43. Indemnity

Every office bearer, member of the Board of Management or servant of the Association shall be indemnified by the Association as permitted by law, with respect to all costs, expenses and losses which any such persons may incur or become liable to by reason of any act or thing undertaken bona fide in good faith in the discharge of their duties, and all such persons shall be indemnified out of the funds of the Association against all liability incurred in defending any proceeding, whether civil or criminal, in which judgement is given in their favour of in which they are acquitted.

44. Dissolution clause

In the event of the Association being wound up, any surplus assets remaining after the payment of the Association's liabilities shall be transferred to another organisation in Australia which is a public benevolent institution for the purpose of any Commonwealth Taxation Act.

Appendix 1

(Rule 3 (1))

FORM OF APPOINTMENT OF PROXY

I,of
(full name) *(address)*

being a member of
(name of incorporated Association)

hereby appoint of
(full name of proxy) *(address)*

being a member of that incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....
(month and year)

and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

* to be inserted if desired.

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the Association.