

Last modified: February 12 2004 00:14:02.




Proposed Changes to the Constitution

Draft VIII

These changes are provided in three forms:

1. A summary of changes
2. A complete list of the proposed changes
3. A copy of the existing constitution with proposed deletions ~~struck out~~ and proposed insertions in hold.

THIS IS THE ANNEXURE OF 25 PAGES
 MARKED REFERRED TO IN THE
Notice of ALTERATION OF THE RULES FOR
 SIGNED BY ME AND DATED 13-2-04

SIGNED  ,

Summary of the changes

All of the changes are to bring the Constitution in line with new Linux Australia procedure.

1. The name of the organisation is defined more succinctly as "Linux Australia"
2. 'Life Members' and 'Honorary Life Members' added as new membership classes.
3. Affiliate groups will now have to nominate a contact person to act on the Affiliates behalf in Linux Australia matters.
4. The nomination process is to be removed to simplify the new member procedure, and lower the barrier to entry. The application procedure is also simplified so as to ensure up to date records are kept.
5. Instead of notifying members of AGMs and SGMs by registered mail, Linux Australia will be required to notify them by email.
6. All functions requiring writing (nominating proxies and the like) can be done via email.
7. Requirement for new members to be nominated by existing members have been removed.
8. The Secretary may approve or reject applications for membership unless the Secretary wishes to defer the decision to the committee. This will simplify the procedure further.
9. Members only need give one month's notice to resign their membership.
10. Instead of joining for a whole year, members will join until the next AGM. If they join more than six months after the previous AGM their membership fee for that year will be halved.
11. Nominations for committee positions do not need to be given 7 days in advance. Changed to 24 hours before election.
12. Committee members can be removed after 4 missed consecutive committee meetings (rather than 6 months).
13. The committee must meet at least once every quarter year.

14. Raised the percentage of the membership to call for an SGM from 5% to 20% or 20 persons, whichever is the lower number.
15. Online voting is made constitutionally valid.
16. Section added to define the Common Seal (required in constitution).
17. All Appendix forms are removed as processes are moved online.

List of the proposed changes

1. In PART I- PRELIMINARY, insert after " "the Regulation" means the Associations Incorporation Regulation 1994 the following definitions:

life member

means a member who does not pay annual fees, but rather a 'lifetime' fee determined at the discretion of the committee;

honorary life member

means a member who has been awarded a 'lifetime' membership for free for their contributions to the Community. This is awarded completely at the discretion of the committee;

the association

refers to the non-profit organisation registered as Linux Australia.

written

means either in writing or in email

addresses

means both email and postal address where available

vote

can be either by a show of hands, an email proxy vote sent to the secretary, online voting, or any method the committee chooses to define

present

can be physically present, or present online

2. In PART 2 MEMBERSHIP, remove "There are two classes of membership: Normal membership

open to individuals and Affiliate membership open to other organisations or groups."

3. In rule 2, MEMBERSHIP QUALIFICATIONS, remove (2)b "(i) who has been nominated for membership of the association as provided by rule 3; and", and rename point (ii) to (i).
4. Also in rule 2, MEMBERSHIP QUALIFICATIONS, remove 2a "tangible" from the sentence, and add (2)aiii "has nominated at least one contact person who will act on the Affiliates behalf in matters concerning the association."
5. In rule 3, APPLICATION FOR MEMBERSHIP, remove (1a) "a member of the association" and replace with "the applicant". In (2) insert after 'the Secretary', "is to approve the application or" and remove "must". (3) remove "If the committee determines to approve an application for membership," and replace with "If an application is approved, ". Also append clauses (5) and (6):

(5) The Committee may at their discretion accept any person for Life Membership. Fees are applicable as provided by rule 8.

(6) The Committee may at their discretion grant to any Linux Community member an Honorary Life Membership at no cost to the member in recognition of their contributions to the Community.

6. In rule 3, APPLICATION FOR MEMBERSHIP, also replace clause (4) with the following:

(4) The Secretary must ensure all required member details are kept in a central location, and are up to date on a best effort basis.

7. In rule 4 CESSATION OF MEMBERSHIP, insert clause (d) to both membership types:
(d) at the time of the Annual General Meeting, does not pay their annual fee as provided by rule 8. With the exception of Life Members.
8. In rule 6, RESIGNATION OF MEMBERSHIP, amend as follows:
Delete "first" and "of" from before and after the word "giving" in (2). also delete "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" and insert "The resignation shall be effective at the time of confirmation of resignation notice."
Append to rule 6, RESIGNATION OF MEMBERSHIP, "(4) Confirmation of Resignation notice to be sent within 7 days of receiving."
9. In rule 7, REGISTER OF MEMBERS, append "(es)" to "address"
10. In rule 8, FEES AND SUBSCRIPTIONS, delete clause (1). From clause (2) delete " In addition to any amount payable by the member under clause (1), ".

In (2) (a) insert " or (c)" following "(b)". Delete "1 July" and insert "the Annual General Meeting".

In (b), delete "1 July" and insert "six months since the conclusion of the last Annual General Meeting in any calendar year" and delete "- on becoming a member and before 1 July in each succeeding calendar year" and insert "an annual membership of half the amount specified by the committee as per 8. (1), and this shall entitle them to membership until the following Annual General Meeting"

In (c) insert "In the case of Life Membership, annual fees are not applicable."

Re-number (2) to (1)

11. In rule 15, ELECTION OF MEMBERS, delete from (1) (a) "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 insert "have the written support of 2 members of the association and the written consent of the candidate"

Delete "at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place" from (1) (b) and insert "prior to the election of the position at the Annual General Meeting"

Delete (5) and replace with "If only one person is nominated to any one position, that person is taken to be elected to that position."

Delete (3) and renumber the resulting points.

12. In rule 16. SECRETARY, append "es" in (1) to "address"
13. In rule 18. CASUAL VACANCIES, delete "6" from (g) and insert "4". Also remove from (g) "all meetings of the committee held during a period of 6 months" and add "4 consecutive meetings".
14. In rule 20. MEETINGS AND QUORUM, delete "3 times in each period of 12 months" from (1) and insert "once every quarter year".

Delete "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" from (4) and insert "other business will only be transacted at the unanimous agreement of committee members present at the meeting "

Delete "Any 3 members of the committee" from (5) and insert "A committee majority"

Delete "to the same place and at the same hour of the same day in the following week" from (6) and insert "till the next meeting"

Delete (7).

Renumber clause (8) to (7)

15. In rule 21. Delegation by committee to sub-committee, delete ", by instrument" from (1) and (6).
16. In rule 25. Special General Meetings, delete "5" from (2) and insert "20 persons or 20" and after 'members' on the same line, insert "(whichever is the lower number).".
17. In rule 26. NOTICE, in (1) delete "pre-paid post" and insert "written notice", also insert "preferred" following "at the member's"
18. In rule 27. PROCEDURE, delete "in person" from (2), append "is to be reconvened at a later date set by the attending members of no longer than one month later, with notice sent to preferred address of all members." to (3), delete clauses (3a), (3b) and (4).
19. In rule 28. PRESIDING MEMBER, delete "or unwilling to act," from (2)
20. In rule 30. MAKING OF DECISIONS, delete "on a show of hands" from (1) and replace with "by a vote", delete "how of hands" and replace with "vote", delete "on a show of hands" and replace with "by a vote". Also delete "or by" from (2) and replace with "and". Delete ":" from (3), insert "immediately" and delete (3)a and (3)b completely.
21. In rule 33. APPOINTMENT OF PROXIES, delete "to be" from (1).

Delete "The notice appointing the proxy is to be in the form set out in Appendix 3 to these rules" from (2) and insert "Written notice shall suffice for the appointment of a proxy. " at the end of the existing (2).

22. In rule 35. FUNDS SOURCE, delete "general" from (1) and insert "committee".

Insert after 'practicable', "into the organisation account." Delete "and without deduction to the credit of the association's bank account."

23. Section (3) added to 38. COMMON SEAL. "The association will have a common seal upon which its corporate name shall appear in legible characters."
24. In rule 39. CUSTODY OF BOOKS, remove "to the association" and insert "to his or her position. All other documents relating to the association are to be kept by the association committee."
25. In rule 41. SERVICE OF NOTICES, remove "either personally or", insert " or email to the preferred address or the member as " after "sending it by post" and delete "to the member at the members' address as".

Delete (2) and insert "(2) If notice is served to a person at the preferred address and it is returned, the committee will attempt to send notice to any other addresses in the registry. If the secondary notice is also returned the committee will make contact on a best effort basis."

26. All APPENDICES deleted.

Copy of the Constitution with deletions and insertions indicated

Model Rules for the Incorporation of Associations

PART 1 PRELIMINARY

1.

Definitions

(1) In these rules:

ordinary member

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

life member

means a member who does not pay annual fees, but rather a 'lifetime' fee determined at the discretion of the committee;

honorary life member

means a member who has been awarded a 'lifetime' membership for free for their contributions to the Community. This is awarded completely at the discretion of the committee;

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 (NSW);

the Regulation

means the Associations Incorporation Regulation 1994 (NSW);

the Association

refers to the non-profit organisation registered as Linux Australia;

written

means either in writing or in email;

addresses

means both email and postal address where available

vote

can be either by a show of hands, an email proxy vote sent to the secretary, online voting, or any method the committee chooses to define

present

can be physically present, or present online

(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 2 MEMBERSHIP

~~There are two classes of membership: Normal membership open to individuals and Affiliate membership open to other organisations or groups.~~

Membership qualifications

2.

A person is qualified to be a normal 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 2; and~~

(i) who has been approved for membership of the association by the committee of the association.

An organisation or group is qualified to be an affiliate member of the association if, but only if:

(a) the organisation or group has an ~~tangible~~ interest in the goals and objectives of the association and:

(i) has applied for membership of the association as provided by rule 3; and

(ii) has been approved for membership of the association by the committee of the association;

(iii) has nominated at least one contact person who will act on the Affiliates behalf in matters concerning the association.

Application for membership

3.

(1) An application by a person for normal membership of the association:

(a) must be made by ~~a member of the association~~ **the applicant** in writing; and

(b) must be lodged with the secretary of the association.

An application by an organisation or group for affiliate membership of the association:

(a) must be made by a committee or managing member of the organisation in writing; and

(b) must be lodged with the secretary of the association.

(2) As soon as practicable after receiving an application for membership, the Secretary **is to approve the application or must** refer the application to the committee which is to determine whether to approve or to reject the application.

~~(3) If the committee determines to approve an application for membership,~~**If an application is approved,** the secretary must, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.

(4) The Secretary must ensure all required member details are kept in a central location, and are up to date on a best effort basis.

(5) The Committee may at their discretion accept any person for Life Membership. Fees are applicable as provided by rule 8.

(6) The Committee may at their discretion grant to any Linux Community member an Honorary Life Membership at no cost to the member in recognition of their contributions to the Community.

Cessation of membership

4.

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

(a) dies; or

(b) resigns membership; or

(c) is expelled from the association; or

(d) at the time of the Annual General Meeting does not pay their annual fee as provided by rule 8. With the exception of Life Members.

An organisation or group ceases to be an affiliate member of the association if that organisation or group:

(a) winds up; or

(b) resigns membership; or

(c) is expelled from the association; or

(d) at the time of the Annual General Meeting does not pay their annual fee as provided by rule 8. With the exception of Life Members.

Membership entitlements not transferable

5.

A right, privilege or obligation which a person, organisation or group has by reason of being a member of the association:

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

(b) terminates on cessation of the person, organisation or group's membership.

Resignation of membership

6.

(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 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~~ The resignation is effective at the time of confirmation of resignation notice.

(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.

(4) Confirmation of Resignation notice to be sent within 7 days of receiving.

Register of members

7.

(1) The public officer of the association must establish and maintain a register of members of the association specifying the name, and address(es) of each person, organisation or group who is a member of the association together with the date on which the person, organisation or group 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.

Fees and subscriptions

8.

~~(1) A member of the association must, on admission to membership, pay to the association a fee of \$20 or, if some other amount is determined by the committee, that other amount.~~

~~(2) (1) In addition to any amount payable by the member under clause (1), a~~ A member of the association must pay to the association an annual membership fee of \$20 or, if some other amount is determined by the committee, that other amount:

- a. Except as provided by paragraph (b), or (c), before ~~1 July in~~ **the Annual General Meeting** each calendar year; or
- b. If the member becomes a member on or after ~~1 July~~ **six months since the conclusion of the last Annual General Meeting** in any calendar year ~~on becoming a member and before 1 July in each succeeding calendar year. An annual~~ **membership of half the amount specified by the committee as per rule 8 (1), and this shall entitle them to membership until the following Annual General Meeting.**
- c. **In the case of Life Membership, annual fees are not applicable.**

Members' liabilities

9.

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.

Resolution of internal disputes

10.

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.

Disciplining of members

11.

(1) A complaint may be made by any member of the association that some other 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 (4), whichever is the later.

Right of appeal of disciplined member

12.

(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 3 THE COMMITTEE

Powers of the committee

13.

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; and

(c) 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.

Constitution and membership

14.

(1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:

(a) the office-bearers of the association; and

(b) 3 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 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.

Election of members

15.

(1) Affiliate members are not eligible for election as office-bearers of the association or as ordinary members of the committee.

(2) Nominations of candidates for election as office-bearers of the association or as

ordinary members of the committee:

~~(a) must be made in writing, signed by 1 member of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);~~ **have the written support of 2 members of the association and the written consent of the candidate; and**

~~(b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place~~ **prior to the election of the position at the Annual General Meeting.**

~~(3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.~~

~~(4)~~ (3) If insufficient ~~further~~ nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

~~(5)~~ (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. **If only one person is nominated to any one position, that person is taken to be elected to that position.**

~~(6)~~ (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

~~(7)~~ (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

Secretary

16.

(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 addresses.

(2) It is the duty of the secretary to keep minutes of:

(a) all appointments of office-bearers and members of the committee;

(b) the names of members of the committee 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.

Treasurer

17.

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.

Casual vacancies

18.

For the purposes of these rules, a casual vacancy in the office of a member of the committee 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 Law; 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~~ **4 consecutive meetings**.

Removal of committee member

19.

(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.

Meetings and quorum

20.

(1) The committee must meet at least ~~3 times in each period of 12 months~~ **once every quarter year** at such place, time and medium as the committee may determine.

(2) Additional meetings of the committee may be convened by the president or by any member of the committee.

(3) 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.

(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 committee members present at the meeting unanimously agree to treat as urgent business~~ **other business will only be transacted at the unanimous agreement of committee members present at the meeting.**

(5) ~~Any 3 members of the committee~~ **A committee majority** constitute a quorum for the transaction of the business of a meeting of the committee.

(6) 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 **till the next meeting.** ~~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)~~ (7) At a meeting of the committee:

(a) the president or, in the president's 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 committee as may be chosen by the members present at the meeting is to preside.

Delegation by committee to sub-committee

21.

(1) The committee may, ~~by instrument~~ in writing, delegate to one or more sub-committees (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 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 committee 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 committee.

(6) The committee 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.

Voting and Decisions

22.

(1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee 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 (5), the committee may act despite any vacancy on the committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee 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 sub-committee.

PART 4 GENERAL MEETINGS

Annual general meetings, Holding of

23.

(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.

(3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26 (3) of the Act.

Annual general meetings, Calling of and business at

24.

(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, time and medium 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.

Special general meetings, Calling of

25.

(1) 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~~ **20 persons or 20** per cent of the total number of members (**whichever is the lower 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 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 expense is entitled to be reimbursed by the association for any expense so incurred.

Notice

26.

(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, cause to be sent by ~~pre-paid post~~ **written notice** to each member at the member's **preferred** address appearing in the register of members, a notice 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 sent to each member in the manner provided in clause (1) 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.

Procedure

27.

(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 **is to be reconvened at a later date set by the attending members of no longer than one month later, with notice sent to preferred address of all members.**

~~(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.~~

Presiding member

28.

(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.

Adjournment

29.

(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.

Making of Decisions

30.

(1) A question arising at a general meeting of the association is to be determined ~~on a show of hands~~ by a vote and, unless before or on the declaration of the ~~show of hands~~ vote a poll is demanded, a declaration by the chairperson that a resolution has, ~~on a show of hands~~ by a vote, 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~~ and 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 **† immediately**

~~(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.

Special resolution

31.

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.

Voting

32.

(1) On any question arising at a general meeting of the association an individual member has one vote only and an affiliate member has no votes.

(2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.

(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.

Appointment of proxies

33.

(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 3 to these

rules. Email shall suffice for the appointment of proxy.

PART 5 MISCELLANEOUS

Insurance

34.

- (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.

Funds source

35.

- (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~~ **committee** meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable **into the organisation account** ~~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.

Funds management

36.

- (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 any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

Alteration of objects and rules

37.

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

Common Seal

38.

(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 committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

(3) The association will have a common seal upon which its corporate name shall appear in legible characters.

Custody of books

39.

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 **his or her position to the association. All other documents relating to the association are to be kept by the association committee..**

Inspection of books

40.

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.

Service of notices

41.

(1) For the purpose of these rules, a notice may be served by or on behalf of the association on any member ~~either personally or by sending it by post~~ **or email to the preferred address of the member as shown in the register of members.**

~~(2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.~~

(2) If notice is served to a person at the preferred address and it is returned, the committee will attempt to send notice to any other addresses in the registry. If the secondary notice is also returned the committee will make contact on a best effort basis.

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SIGNED