

# Constitution

## Joondalup Business Association (Inc.)

(as amended up to 23 November 2011)

### 1. Name of the Association

1.1 The name of the Association is

**Joondalup Business Association (Inc.)**

### 2. Definitions & Interpretation

2.1 “**Act**” means the Association Incorporation Act 1987 (Western Australia);

“**Affected Person**” means a reference to the following classes of entities namely Members, Honorary Members, Honorary Life Members and Representatives

“**Area Of operation**” means the area encompassing the boundaries of the City of Joondalup and may include such other area as may be determined by the Board from time to time;

“**Association**” means the Association referred to in Rule 3 and has the meaning given by section 3 (1) of the Act;

“**Board**” means the Board of Management of the Association referred to in Sub-Rule 10(1);

“**Business**” means any commercial venture and shall include without derogating from the generality of the foregoing:-

(a) a business, profession (including, without derogating from the generality of the foregoing, that of full-time politician) trade or enterprise conducted by natural persons or bodies corporate or trusts; and

(b) any enterprise associated with or being part of Federal, State or Local Government;

“**Chairperson**” means the person presiding at a meeting in accordance with Rule 11;

“**Board Meeting**” means that meetings referred to in sub-rule 15 (1);

“**Constitution**” means this constitution;

“**Corporate Member**” means a Member which is incorporated under the Corporations Act or the Associations Incorporations Act 1987 (WA) or is a Federal, State or Local Government body;

“**Board Member** ” means a Board Member referred to in sub-rule 10(1)(a), and elsewhere where appropriate;

“**Financial Year**” has the meaning given by section 3(1) of the Act and shall run from 1 July in one year to 30 June in the following year;

“**General Meeting**” means a meeting convened under Rule 16;

**“Member”** means a member accepted pursuant to Rule 5.1 and who is either a Corporate Member or a Non-Corporate Member;

**“Non-Corporate Member”** means a Member who is not a Corporate Member;

**“Non-Voting Representative”** means the natural person who is the representative of the Member not entitled to exercise voting rights pursuant to Rule 5.1 (a)(ii);

**“Officers”** means those Board Members holding the position of President, Vice President, Treasurer or Secretary;

**“President”** means that Board Member elected as such under sub-rule 10(1);

**“Representative”** means a reference to both Voting Representatives and Non-Voting Representatives;

**“Rules”** means these Rules of the Association pursuant to the Constitution;

**“Secretary”** means the Board Member elected as such under sub-rule 10(1)(b);

**“Special Resolution”** has the meaning given by Section 24 of the Act;

**“Treasurer”** means the Board Member elected as such under sub-rule 10(1)(b);

**“Vice President”** means the Board Member elected as such under sub-rule 10(1);

**“Voting Representative”** means the natural person who is the representative of the Member entitled to exercise the Member’s voting rights in the Association pursuant to Rule 5.1(a).

### **3. Objects of the Association**

**3.1** To establish, maintain and conduct an Association of a recreational, social, non-political and non-sectarian nature for the following purposes in the Area of Operation:-

- (a) the promotion and fostering of :
  - (i) the exchange of business knowledge between Members;
  - (ii) a “buy local” strategy;
  - (iii) networking opportunities between Members;
- (b) communicating with Members ,whether by newsletter or otherwise, with information that may be relevant to the successful operation of their businesses;
- (c) cooperation with local authorities and bodies in advancing the interests of Members and also the wider community;
- (d) social interaction between Members ;
- (e) lobbying on behalf of Members as their represented business body on matters deemed of concern by the Board; and

- (f) such other activities which the Board or the Members by General Meeting so decide.

**3.2** The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Affected Persons, except in good faith in the promotion of those objects.

#### **4. Powers of Association**

**4.1** The powers conferred on the Association are exercised through the Board and, inclusive of those in Section 13 of the Act, are the following:-

- (a) to collect and raise funds by subscription or otherwise and to receive gifts of real or personal property for the purpose of the promotion of the objects of the Association;
- (b) to appoint, employ and pay employees and to dismiss or suspend any employee;
- (c) to become affiliated to or subscribe to any other association or body whose objects are similar to the objects of the Association and if thought fit to retire or withdraw from any such association or body;
- (d) to do all things incidental or conducive to the attainment of the objects of the Association;
- <sup>4</sup>(e) to effect such insurances as the Board may from time to time deem appropriate including, without derogating from the generality of the foregoing, insurances in relation to the property of the Association, public liability insurance and insurance of the nature of directors and officers insurance in respect of the Board Members; and
- <sup>5</sup>(f) to regulate who may be a Member

#### **5. Qualifications for Membership of the Association: Obligations of Affected persons: Classes of membership**

##### **5.1 Qualification of Members**

- (a) Membership of the Association as described in sub rule 5.3(a)(i) is open to Corporate and Non-Corporate Members, which operate a Business, in the Area of Operation.

Upon admission as a Member that Member shall forthwith nominate in writing addressed to the Secretary (together with notice in writing signed by the Voting Representative nominated that that Representative has read and understood the Constitution and has agreed to be bound thereby);

- (i) its Voting Representatives from its Business who shall be entitled to exercise one vote in the affairs of the Association and be entitled to all rights, privileges and obligations as Member of the Association; and

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<sup>4</sup> Amended 22/9/04

<sup>5</sup> Amended 22/9/04

- (ii) any number of Non-Voting Representatives from their Business, each if whom shall be entitled to attend all meetings and functions of the Association but shall have no vote or say in the affairs of the Association.

On receipt by the Secretary of the nominations in sub-rule 5.1(a)(i) above, that Member shall be entitled to one votes in the affairs of the Association.

- (b) Any person or entity wishing to become a Member shall:
  - (i) apply for membership to the Board in writing:-
    - (A) signed by the nominee and by both of the Members referred to in paragraph (ii); and
    - (B) in such form as the Board from time to time directs which form shall, inter alia, include a provision that before applying for membership the entity applying for membership has read and understood the Constitution and has agreed to be bound thereby; and
  - (ii) be proposed by one Member and seconded by another Member.
- (c) The Board shall consider each application made under sub-rule 5.1(b) at the next soonest Board meeting and shall at that Board meeting and in its sole unfettered discretion accept or reject the membership application and notify the applicant as soon as possible thereafter.

## 5.2 Obligations

- (a) A Member paying its entrance money and subscription will be considered to have committed itself and its Voting and Non-Voting Representatives to the Constitution and Rules prevailing from time to time and will become entitled to enjoy the privileges and advantages of the Association;
- (b) Honorary Members and Honorary Life Members will be subject to the Constitution and Rules prevailing from time to time;
- (c) Honorary Members have no voting rights;
- (d) The Association, its Board Members or any of them shall accept no responsibility whatsoever for the safety of any Affected Person or their invitees present or taking part in activity of the Association regardless of the cause of any accident or injury. The Personal safety of any Affected Person shall be the sole responsibility of that person. In the event of the Association establishing its own premises a public liability insurance policy shall be effected and maintained;
- (e) All Affected Persons indemnify and agree to hold harmless the Association and its Board Members in respect of any event which may occur whilst any Affected Person is participating in any of the activities of the Association including any event which may occur (to the extent that this can be the subject of indemnity) arising from the negligence of the Association or any Board Member or employee and, without derogating from the foregoing, from whatsoever other

cause and which event results in any damage to property or any injury or any loss being suffered by or occasioned to an Affected Person;

- (f) Affected Persons engaged in any Association activity are at all times to conduct themselves in a manner which brings respect to the Association and in accordance with the Rules in force from time to time.

### **5.3 Classes**

- (a) There shall be the following classes of membership:-

(i) **Members**

Members are those Members who comply with Rules 5.1 and 5.2 and whose Voting Representatives shall, apart from Honorary Life Members, be the only persons entitled to cast a vote at any meeting convened under Rule 16.

(ii) **Honorary Members**

The Board may confer honorary membership upon any visitor or other person. Such membership shall exist for a maximum of two months plus any further temporary period (beyond the two month period) on application to the Board. Honorary Members shall not be entitled to vote in the affairs of the Association.

(iii) **Honorary Life Members**

The Board may confer honorary life membership on any person if, in the opinion of the Board, that person has rendered outstanding service to the Association or to the Area of Operation or generally to the advancement of business. No more than one such membership may be conferred in any one calendar year. Honorary Life Members shall be entitled to vote in the affairs of the Association.

### **6.0 Register of Members of Association**

- 6.1 The Secretary shall on behalf of the Association keep and maintain the register of Members, Honorary Members and Honorary Life Members in accordance with section 27 of the Act.

### **7.0 Subscriptions and other amounts payable by Members and other persons**

- 7.1 The Members shall, from time to time, and on recommendation of the Board and at a General Meeting determine the amount of entrance fees (if any) subscriptions and any other amounts (if any) payable annually (collectively "the Annual Amounts") by Corporate Members and Non-Corporate Members, in respect of their Voting Representatives and Non Voting Representatives. The Board shall determine the date(s) ("the Due Date") for the payment of any of the Annual Amounts in respect of existing Members and new Members.

- 7.2 Each Member shall pay to the Treasurer, on the Due Date the Annual Amounts provided that in the case of new Members joining the Association in the months of :-

- (a) July, August and September, new Members shall pay the Annual Amounts in full;  
(b) October, November and December, new Members shall pay 75% of

- the Annual Amounts;
- (c) January, February and March, new Members shall pay 50% of the Annual Amounts;
- (d) April, May and June, new Members shall pay 25% of the Annual Amounts

**7.3** 13 New and existing Members may elect to enter into a time payment arrangement at any time by which they shall pay the Annual Amounts, (subject to 7.2 (a); (b); (c); or (d)) by instalments in accordance with such time payment arrangement.

These requirements are in addition to entrance fees or similar dues as may be set by the Board from time to time.

**7.4** Subject to sub-rule 7.4, a Member whose subscription is not paid within 30 days after Due Date shall not be entitled to any privileges of membership from the 31<sup>st</sup> day after Due Date and if the subscriptions or any other amounts due by it to the Association (Amounts Due) are not paid within a further 30 days after the initial 30 day period that Member then ceases on the expiry of that period to be a Member, unless the Board decides otherwise.

**7.5** A Member is a “Financial Member” for the purposes of these Rules if its subscriptions and all other amounts owing by it to the Association are paid on time .

**7.6** The Association shall be entitled to take such steps as are available to it for recovery of any monies owing to it by any party including a Member at any time.

## **8.0 Resignation**

**8.1** An Affected Person who delivers notice in writing of it's resignation from the Association to the Secretary ceases on that delivery to be that class of Affected Person.

**8.2** A person who ceases to be a Member under sub-rule 8.1 remains liable to pay the Association the Amounts Due by that person to the Association but unpaid at the date of that cessation.

## **9.0 Expulsion**

**9.1** The Board may by three fourths of its number decide that it proposes that an Affected Person should be expelled from being one of the classes of Affected Person because the Affected Person (whichever class applies):

- (a) has been declared bankrupt or insane or a Business associated with the Affected Person has been placed in liquidation or had a receiver or manager or voluntary administrator appointed; or
- (b) has failed to observe this Constitution or any regulation or by-law made hereunder or the Act; or
- (c) has been guilty of conduct, which in the opinion of the Board is likely to injure or discredit the Association and the Members thereof, or to defeat the objects of the Association; or
- (d) has conducted him/her/itself in a manner which, in the sole discretion of the Board, is perceived to be detrimental to the interests of the Association;
- (e) is a shareholder, director or trustee of an entity to which, in the sole opinion of the Board, any of the provisions of Rule 9.1 apply.

- 9.2** The Secretary shall, on not less than 30 days notice to the Affected Person, convene a Board meeting. The notice shall state:-
- (i) notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided;
  - (ii) particulars of the Member's conduct which is of concern to the Board; and
  - (iii) advise the Affected Person that it is entitled to be heard at that meeting and to file written representations before that meeting.
- 9.3** At the Board meeting referred to in a notice communicated under sub-rule 9.2, the Board may, by decision of three fourths of its number, expel or decline to expel that Affected Person from that class of Affected Person and shall, forthwith after so deciding, communicate that decision in writing (Expulsion Notice) to that Affected Person by email, fax or letter.
- 9.4** Subject to sub-rule 9.5, an Affected Person who is so expelled under sub-rule 9.3 shall cease to be an Affected Person 14 days after the date of the Expulsion Notice UNLESS Notice of Appeal pursuant to Sub-Rule 9.5 is lodged with the Secretary within 17 days after the date of the Expulsion Notice.
- 9.5** An Affected Person who is expelled under sub-rule 9.3 ( Appellant) shall, if it wishes to appeal against that expulsion, give notice in writing (Appeal Notice) to the Secretary of its intention to do so within a period of 17 days of the date of the Expulsion Notice.
- 9.6** When an Appeal Notice is received by the Secretary pursuant to sub-rule 9.5, the Secretary shall convene a General Meeting of the Association as soon as reasonable after receipt by the Secretary of the Appeal Notice. Once a date for that General Meeting has been fixed the Secretary shall notify the Appellant of the time, date and place of that meeting and advise him/her that he/she will have the opportunity to be heard at that meeting and to make written representations before the meeting. At that meeting the Association shall, by majority decision of those present in person or by proxy confirm or set aside the decision of the Board pursuant to Rule 9.3 to expel the Affected Person.
- 9.7** In the event of such expulsion, the expelled Affected Person shall not be entitled to any refund of any monies paid to the Association and shall have no further right of appeal under the Constitution.
- 9.8** Any expelled Affected Person shall return to the Association any books papers or other Association property in its possession within 3 days of the date of expulsion.
- 9.9** A Member shall automatically cease to be a Member of the Association and its Voting Representative shall cease to be a member of the Board (if applicable) if:-
- (a) it shall fail to pay on due date any amount owing to the Association despite written request for payment within 14 days of date of that request;
  - (b) it resigns from membership;
  - (c) it ceases to carry on its Business within the Area of Operation; or
  - (d) it is expelled pursuant to clause 9.

## 10.0 Board & Sub-Committees

### 10.1 Board

- (a) The affairs of the Association shall be managed exclusively by the following Board Members:-
- (i) a President;
  - (ii) 2 Vice Presidents;
  - (iii) a Treasurer;
  - (iv) a Secretary; and
  - (v) not less than 2 and not more than 6 other persons;

each of whom shall be a Voting Representatives of least 12 months standing. Board Members shall be elected to membership of the Board at an Annual General Meeting or appointed under sub-rule 14.3. Pursuant to sub-rule 3.1, whereby the Association is to be non-political, full-time politicians who are Members of the Association shall not be eligible for election to the Board.

- (b) The Officers of the Association shall be elected by the Board at its first meeting held after each Annual General Meeting.
- (c) No President shall hold office for more than two (2) consecutive years. However, after a lapse of one (1) further year the President may again become eligible for election as President.
- (d) The following shall apply to the appointment of Board Members, namely:-
- (i) when the Board consists of an odd number of Board Members then that number of Board Members nearest to and exceeding half of that odd number; or
  - (ii) if the Board consists of an even number of Board Members then half the number of Board Members;

who shall be chosen by the Secretary by "drawing names from a hat" shall cease to be on the Board, but shall be eligible for re-election to membership of the Board. Board Members shall hold office until they resign or are obliged to cease holding office pursuant to the Constitution.

- (e) The names of those Board Members who remain Board Members for the following year, those Board Members who must stand for re-election and those Members standing for election shall be notified to Members no less than 14 days before the Annual General Meeting.
- (f) Subject to sub-rule 10.1 (d), a proposed Board Member is not eligible for election to the Board unless a Member has nominated him/her to stand for election by delivering to the Secretary no later than 21 (twenty one) days before the date of the proposed Annual General Meeting notice in writing of that nomination , signed by:-
- (i) the nominator; and
  - (ii) the nominee to signify his/her willingness to stand for election;

- (g) Sub-Rules 10.1(f) does not apply to or in relation to a the person who is eligible for re-election under sub-rule 10.1(d) or who is appointed under sub-rule 14.3(a).
- (h) Anyone who is eligible to stand for election or re-election under this rule may at the Annual General Meeting concerned vote for himself or herself.
- (i) The Secretary shall ensure that notice of all Voting Representatives seeking to stand for election to membership of the Board is given to all members and Honorary Life Members no less than 14 days before the date of the next Annual General Meeting.
- (j) If the number of persons standing for election to the Board does not exceed the number of vacancies to be filled, the Secretary shall report accordingly to the President who shall declare those persons to be duly elected to the Board at the Annual General Meeting concerned.
- (k) The duties of the Officers shall be those laid down in the Rules amplified by the Board time to time.

## **10.2 Sub-Committees**

- (a) The Board may from time to time:
  - (i) appoint sub-committees to carry out any special duties for or on behalf of the Association; or
  - (ii) disband such sub-committees.
- (b) The President shall automatically be a member of all sub-committees.
- (c) Sub-committees shall have and exercise such powers and duties as may be delegated by the Board and shall report all of their activities to the Board.

## **11.0 Chairperson**

- 11.1 Subject to this rule, the President shall preside at all General Meeting and Board meetings.
- 11.2 In the event of the absence from a General Meeting of:-
  - (a) the President, then one of the Vice Presidents shall preside at that meeting; or
  - (b) the president and both Vice Presidents, then a Board Member elected by the Members present at the General Meeting shall preside at the General Meeting.
- 11.3 In the event of the absence from a Board meeting of:-
  - (a) the President, then one of the Vice Presidents shall preside at that Board meeting; or
  - (b) the President and both Vice Presidents from a Board meeting, than a Board Member elected by one of the other Board Members present at the Board meeting shall preside at the Board meeting.

## **12.0 Secretary**

**12.1** One of the Board Members shall act as Secretary of the Association.

**12.2** The Secretary shall either personally or by delegation to a paid employee of the Association:-

- (a)** co-ordinate the correspondence of the Association;
- (b)** keep full and correct minutes of the proceedings of the Board and of the Association;
- (c)** comply on behalf of the Association with:-
  - (i)** Section 27 of the Act in respect of the register of Members of the Association;
  - (ii)** Section 28 of the Act in respect of the Rules of the Association; and
  - (iii)** Section 29 of the Act in respect of the record of the office holders of the Association;
- (d)** have custody of all books, documents, records and registers of the association, including those referred to in sub-rule 12.2(c), other than those required by Rule 13 to be kept and maintained by, or in the custody of the Treasurer;
- (e)** perform such duties as are imposed by these Rules on the Secretary; and
- (f)** keep the following records:-
  - (i)** the correspondence of the Association;
  - (ii)** accurate minutes of all meetings both of the Board and Ordinary and Extra-Ordinary and Annual General Meetings;
  - (iii)** these Rules and any other Rules, by-laws etc promulgated from time to time by the Board which shall be available for Members' perusal. Such Rules and by laws will be binding on all Members unless charged by resolution of the Members at a General Meeting;
  - (iv)** a scrap book containing all items of publicity affecting the Association.

## **13.0 Treasurer**

**13.1** The Treasurer shall:-

- (a)** be responsible for the receipt of moneys paid to or received by, or by him on behalf of, the Association and shall either personally or by delegation to a paid employee of the Association issue receipts for those moneys in the name of the Association;
- (b)** pay all moneys referred to in sub-rule 13.1(a) into such account or accounts of the Association as the Board may from time to time direct;
- (c)** make payments from the funds of the Association only with the authority of a

General Meeting or of the Board and in so doing ensure that all cheques and like instruments are signed and where necessary endorsed by 2 Board Members other than himself or herself of which one must be an Officer;

- (d) comply on behalf of the Association with Sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in sub-rules 13.1(d) and (e); and
- (g) perform such other duties as are imposed by these Rules on the Treasurer.

#### **14.0 Casual and Other Vacancies in Membership of Board**

**14.1** A casual vacancy occurs in the office of a Board Member and that office becomes vacant if;

**14.1.1** the Board Member:-

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Board Member is the President, to one of the Vice Presidents;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill health; or
- (e) is declared bankrupt; or
- (f) is absent without tendering an apology for more than:-
  - (i) three consecutive Board meetings; or
  - (ii) any three Board meetings in the same Financial Year, of which he<sup>7</sup> or she received notice; or

<sup>8</sup>**14.1.2** the Voting Representative who is a Board Member is declared bankrupt or the Member who had nominated that Board Member as a Voting Representative is declared bankrupt (in respect of a Non-Corporate Member) or been placed in liquidation or has had a receiver or manager or voluntary administrator appointed to it (in respect of a Corporate Member) or has been expelled or has resigned or who, for any of the other reasons in these Rules, ceases to be a Member of the Association; or the Board resolves that that Board Member's position on the Board be terminated.

<sup>9</sup>**14.2** When a casual vacancy within the meaning of sub-rule 14.1 occurs in the membership of the Board:"

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<sup>7</sup> Amended 28.09.2005

<sup>8</sup> Amended 28.09.2005

<sup>9</sup> Amended 28.09.2005

- (a) the Board may appoint a Voting Representative who is of at least 12 months standing to fill that vacancy. Such Voting Representative shall have the same rights and obligations as if elected to membership of the Board at an Annual General Meeting;
- (b) the Board may appoint a Voting Representative who is not of at least 12 months standing to fill that vacancy. Such Voting Representative shall be entitled to attend and partake in discussion at Board meetings but shall have no voting rights; and
- (c) a Voting Representative appointed under this sub-rule shall hold office until commencement of the next following Annual General Meeting and be eligible to stand for election to membership of the Board at that next following Annual General Meeting.”

**14.3** If for any reason other than a “casual Vacancy” the number of members of the Board be less than 11 (eleven) then the Board may exercise the same rights of appointment of additional members to the Board as it has pursuant to sub clauses <sup>10</sup>14.2(a) and (b) above.

14.4 Irrespective of how a Board Member is elected or appointed, the Board by majority of three fourths of its number, may resolve to remove a Board Member from the Board. The same procedures as set down in Rule 9 shall be followed”

## **15.0 Proceedings of Board**

**15.1** The Board shall as herein provided meet together for the dispatch of business and the President may at any time convene a meeting of the Board.

**15.2** Each Board Member has a deliberative vote.

**15.3** A question arising at a Board meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Board meeting shall have a casting vote in addition to his or her deliberative vote.

**15.4** At a Board meeting half of all Board Members plus one constitute a quorum.

**15.5** Subject to these Rules, the procedure and order of business followed at a Board meeting shall be determined by the Board Members present at the Board meeting.

**15.6** A Board Member having any direct or indirect pecuniary interest referred to in Section 21 or 22 of the Act shall comply with that section.

**15.7** The Board shall meet not less frequently than at least ten out of 12 months in any financial Year and may refer any matter to the following ordinary meeting for decisions by the Members.

**15.8** The President of the Association shall act as Chairperson at all Board meetings and General Meetings of the Association. In his absence one of the Vice Presidents shall so act or in their absence any Officer shall so act.

**15.9** The Chairperson of the meeting shall, in addition to the Chairperson’s deliberative vote, have a casting vote in the event of there being an equal number of votes for or against

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<sup>10</sup> Amended 28.09.2005

any particular motion.

**15.10** A Board Member who is unable to attend a Board Meeting may deliver a proxy pursuant to Rule 20.2 to the Chairperson of the Meeting.

**15.11** If a quorum is not present at a Board Meeting and if a Board Member has been unable to provide a proxy then the Meeting shall nevertheless continue and any resolutions required to have been passed by a quorum present shall be deemed resolved if such resolutions in draft form are circulated to all Board Members and the majority of those Board Members who would otherwise constitute a quorum indicate their acceptance of the resolution in writing in which case resolutions so passed shall be effective as if a quorum had been present at the meeting.

## **16.0 General Meetings**

**16.1** The Board:-

- (a)** may at any time convene a Special General Meeting;
- (b)** shall convene Annual General Meetings within the time limits provided for the holdings of Annual General Meetings by Section 23 of the Act; and
- (c)** shall, within 30 days of :-
  - (i)** receiving a request in writing to do so from not less than 24 Voting Representatives call a Special General Meeting for the purpose specified in that request; or
  - (ii)** the Secretary receiving a notice under sub-rule 9.4, call a Special General Meeting for the purpose of dealing with the appeal to which that notice relates.

“call a Special General Meeting” for purposes of rule 16 means furnish no less than a 28 days notice in writing to Voting Representatives of the Special General Meeting.

**16.2** The Voting Representatives making a request referred to in sub-rule 16.1(c)(i) shall:-

- (a)** state in that request the purpose for which the Special General Meeting concerned is required; and
- (b)** sign that request.

**16.3** If a Special General Meeting is not called within the relevant period of 30 days referred to:-

- (a)** in sub-rule 16.1(c)(i), the Voting Representatives who made the request concerned may themselves call a Special General Meeting as if they were the Board; or
- (b)** in sub-rule 16.1(c)(ii), the Affected Person who gave the notice concerned may himself/herself call a special General Meeting as if he/she were the Board.

**16.4** When a Special General Meeting is convened under sub-rule 16.3(a) or (b):-

- (a)** the Board shall ensure that the Voting Representatives or Affected Person

calling the Special General Meeting are supplied free of charge with particulars of all Voting Representatives; and

- (b) the Association shall pay the reasonable expense of convening and holding the Special General Meeting.
- 16.5** The Secretary shall give all Voting Representatives not less than 28 days notice of a General meeting and any resolutions, including Special Resolutions, to be moved at the General Meeting.
- 16.6** A notice given under sub-rule 16.5 shall specify:-
- (a) when and where the General Meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- 16.7** In the case of an Annual General Meeting, the order in which business is to be transacted is:-
- (a) apologies;
  - (b) confirmation of minutes of last previous Annual General Meeting and of any intervening Special General Meeting if not previously confirmed;
  - (c) statistical report (if any) of membership and attendances;
  - (d) Presidents Report;
  - (e) Treasurer's Report and Statement of Accounts;
  - (f) Sub-committee and other reports;
  - (g) Election of the Board Members;
  - (h) Business of which notice has been given;
  - (i) Any other business requiring consideration by the Association in a General Meeting.
- 16.8** The Secretary shall give to all Voting Representatives not less than 28 days notice of a General Meeting at which a Special Resolution is to be proposed and of any other motions to be moved at that General Meeting.
- 16.9** The Secretary may give a notice under sub-rule 16.5 or 16.8 by:-
- (a) serving it on each Voting Representative personally; or
  - (b) sending it by post or electronic means to each Voting Representative care of the Member who nominated it under Rule 5.1(a)(i), at the address of that Member appearing in the register kept and maintained under Section 27 of the Act.
- 16.10** When a notice is sent by post under sub-rule 16.9(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Voting Representative concerned at the address of the Member by ordinary prepaid mail.

- 16.11(a)** In all instances the rules laid down by P F Joske QC in the latest edition from time to time of his book “Law and Procedure Meetings” (“Joske’s Book”) shall be the final authority on conduct at the General Meeting.
- (b)** Should any point not be specifically covered by Joske’s Book, the Chairman’s ruling shall be final.

## **17.0 Quorum in Proceedings at General Meetings**

- 17.1** At a General Meeting 24 Voting Representatives present in person or by proxy constitute a quorum.
- 17.2** If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under sub-rule 16.5 or 16.8:-
- (a)** as a result of a request or notice referred to in sub-rule 16.1(c) or as a result of action taken under sub-rule 16.3 a quorum is not present, the General Meeting lapses; or
- (b)** otherwise than as a result of a request, notice or action referred to in paragraph (a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 17.3** If within 30 minutes of the time appointed by sub-rule 17.2(b) for the resumption of an adjourned General Meeting a quorum is not present, the Voting Representatives who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- 17.4** The Chairperson of the meeting may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- 17.5** There shall not be transacted at an adjourned General Meeting any business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- 17.6** When a General Meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under Rule 16 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- 17.7** At a General Meeting:-
- (a)** an Ordinary Resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
- (b)** a Special Resolution put to the vote shall be decided in accordance with section 24 of the Act.
- 17.8** A declaration of the Chairperson of the meeting at a General Meeting that a resolution has been passed as an Ordinary Resolution thereat shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 17.9.
- 17.9** At a General Meeting, a poll may be demanded by the Chairperson at the General Meeting or by three or more Voting Representatives present in person or by Proxy and, if so demanded, shall be taken in such a manner as the Chairperson directs.

- 17.10** If a poll is demanded and taken under sub-rule 17.9 in respect of an Ordinary Resolution, a declaration by the Chairperson of the results of the poll is evidence of the matter so declared.
- 17.11** A poll demanded under sub-rule 17.9 on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

## **18.0 Minutes of Meetings of Association**

- 18.1** The Secretary shall cause proper minutes of all proceedings of all General Meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Board meeting, as the case required, in a minute book kept for that purpose.
- 18.2** The President shall ensure that the minutes taken of a General Meeting or Board meeting under sub-rule 18.1 are checked and signed as correct by the Chairperson of the General Meeting or Board meeting to which those minutes relate or of the next succeeding General Meeting or Board meeting, as the case requires.
- 18.3** When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:-
- (a)** the General Meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - (b)** all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
  - (c)** all appointments or elections purporting to have been made at the meeting have been validly made.

## **19.0 Voting Rights**

- 19.1** Subject to these Rules, each Voting Representative present in person or by proxy at a General Meeting is entitled to a deliberative vote.

## **20.0 Proxies**

- 20.1** A Voting Representative (in this rule called "the Appointing Voting Representative") may appoint in writing another Voting Representative to be the proxy of the Appointing Voting Representative and to attend, and vote on behalf of the Appointing Voting Representative at, any General Meeting.
- 20.2** A Board Member (in this rule called "the Appointing Board Member") may appoint in writing another Board Member to be the proxy of the Appointing Board Member and to attend and vote on behalf of the Appointing Board Member at any Board meeting.
- 20.3** Proxy Forms shall clearly indicate whether the proxy can exercise his/her own discretion on behalf of the Appointor or whether the proxy is to vote in a specific manner on any matter(s) to be voted on at the Meeting.
- 20.4** Proxy Forms shall be lodged with the person presiding at the Meeting no later than 15 minutes before the start of the Meeting.

- 20.5** When voting by show of hands at a General Meeting a proxy shall clearly indicate to the person presiding at the meeting how many votes his/her show of hands is meant to represent.

## **21.0 Rules of Association**

- 21.1** The Association may alter or rescind these Rules, or make Rules additional to these Rules, in accordance with the procedures set out in Section 17, 18 and 19 of the Act.
- 21.2** These Rules bind every Affected Person and the Association to the same extent as if every Affected Person and the Association had signed and sealed these Rules and agreed to be bound by all their provisions. All Members and aspiring Members are deemed to have read, understood and be bound by the Rules as amended from time to time.

## **22.0 Common Seal of Association**

- 22.1** The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 22.2** The common seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minute book referred to in rule 18.
- 22.3** The affixing of the common seal of the Association shall be witnessed by any two of the Officers of which one shall be the President or a Vice President.
- 22.4** The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides.
- 22.5** All deeds, instruments or other documents required to be executed by the Association or for or on behalf of the Association shall be executed by the common seal of the Association being affixed thereto in the manner prescribed by sub-rule 22.3.

## **23.0 Inspection of Records of Association**

- 23.1** A Voting Representative may at any reasonable time and on reasonable notice first furnished to the Secretary inspect without charge the books, documents, records and securities of the Association.

## **24.0 Distribution of Surplus Property on Winding Up of Association**

- 24.1** If, on the winding up of the Association, either by voluntary winding up pursuant to Section 30 of the Act or winding up by the Court pursuant to Section 31 of the Act, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed:-

(a) to another incorporated association having objects similar to those of the Association; or

<sup>11</sup>(b) for charitable purposes (referred to in this Rule 24.1 as “Purposes”);

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<sup>11</sup> Amended 28.09.2005

Which incorporated association Purposes, as the case requires, shall be determined by Special Resolution the Members when authorising and directing the Board under Section 33(3) of the Act to prepare and distribution of the surplus property of the Association.

## **26.0 Responsibility of Officers**

- 26.1** Officers of the Association who, upon authority of the Association, accept or incur any financial or other obligations on behalf of the Association are hereby indemnified by the Association against any personal loss in respect thereof.

## **27.0 Income and Property**

- 27.1** The income and property of the Association shall be applied solely to the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of pecuniary profit to any Affected Persons, provided that remuneration may be paid in good faith to any Affected Person or any servants of the Association or other persons in return for services actually rendered to the Association and also for the provision of amenities for social functions.

## **28.0 Affiliated Association or Clubs**

- 28.1** Any association or club established in Australia and having objects similar wholly or in part to the objects of the Association shall be entitled to apply to become affiliated with the Association. All applications for affiliation shall be in writing and signed by the president and secretary of the applicant club or association and forwarded to the Secretary of the Association who shall submit such application to the next meeting of the Board. If at such a meeting of the Board it shall be resolved by a two-thirds majority of the Board Members that the applicant club or association shall be granted affiliation such affiliated club or association shall be entitled to appropriated privileges under conditions set out by the Board.

## **29.0 Construction of Rules**

- 29.1** No resolution of a Board meeting or a General Meeting shall be declared invalid upon the grounds that the notice of such meeting may have not been posted to or been received by any Member, so long as the failure to post any such notice shall have been due to accident or mischance and the Board and Secretary shall have acted in good faith in complying with these Rules.

## **30.0 Pecuniary Interests**

- 30.1** Any Affected Person who may have a pecuniary interest on any matter before the Association shall so declare such interest and the nature of such interests. This declaration shall be entered in the minutes and the Voting Representative declaring such interest shall not vote or debate on that matter.

I, Stuart Redmond, Secretary, being duly authorised thereto, hereby certify that this page and the preceding 18 pages are a true copy of the Constitution of the Association as last amended on 23 November 2011.

Signed: 