



**variety**<sup>®</sup>  
the children's charity

## Constitution

08 December 2015

Incorporated Association IA 16832

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## Association Rules

### 1. NAME OF ASSOCIATION

The name of the Association is Variety Queensland Incorporated.

### 2. DEFINITIONS

“**Act**” means the *Associations Incorporation Act 1981*;

“**Association**” means the Association referred to in Rule 1;

“**Tent**” means an individual Variety entity;

“**Tent 76**” means the specific number given to the Association by Variety International the Children’s Charity;

“**Charter Member**” means a founding member of the Association;

“**Committee Meeting**” means a meeting referred to in Rules 10(1) or 10(2);

“**Committee Member**” means a person referred to in Rules 10(1) or 10(2);

“**Conventions**” means any meeting of the Variety International the Children’s Charity or Variety Australia Limited;

“**Financial Year**” means the period of time commencing on 1st October of each year and ending on 30th September of the following year;

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

“**Member**” means member of the Association admitted to membership of the Association pursuant to Rule 5 and includes a Charter Member, Ordinary Member, Associate Member or Life Member;

“**Ordinary Resolution**” means a resolution other than a special resolution;

“**Special Resolution**” has the meaning given by section 2 of the Act;

“**Voting Member**” means Charter Members and Ordinary Members;

“**Chairperson**” means -

- (a) in relation to the proceedings at a Committee Meeting or General Meeting, the person presiding at the Committee Meeting or General Meeting in accordance with Rule 11; or
- (b) otherwise in relation to the proceedings referred to in paragraph (a), the person referred to in Rules 10(1)(a) or 10(2)(a) or, if that person is unable to perform his or her functions, the Vice Chairperson;

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

“**Treasurer**” means the Treasurer referred to in Rules 10(1) (c) or 10(2) (c);

“**Secretary**” means the Secretary referred to in Rules 10(2) (d);

“**Vice Chairperson**” means the Vice Chairperson referred to in Rules 10(1) (b) or 10(2) (b).

### 3. OBJECTS OF ASSOCIATION

3.1 The objects of the Association are:-

- (a) to adopt the charter to be issued to the Charter Members by the international charity known as the Variety International the Children’s Charity and thereafter, as a Tent within the meaning of the constitution of the said Variety International the Children’s Charity to assume all of the rights and obligations by the said charter;
- (b) to receive an assignment of the undertaking, assets and liabilities of the Queensland region of Variety Queensland Inc.;
- (c) to raise and expend monies to support worthy charitable projects for children;

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

### 4. POWERS OF ASSOCIATION

4.1 The powers conferred on the Association by the Act are subject to the following additions, exclusions or modifications:

- (a) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith, provided that no member of the Association shall receive any prize, award or distinction or monetary value except as a successful competitor at any competition held or promoted by the Association.
- (b) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association, provided that the Association shall not subscribe for membership of or amalgamate with any association or organisation which:
  - i) does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on members of the Association under or by virtue of these rules, and
  - ii) is not a charity registered under the legislation applicable to charities in the State of Queensland.
- (c) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association or persons frequenting the Association’s premises.
- (d) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building easement or property, real and person, and any rights or privileges which may

be requisite for the purposes of or capable of being conveniently used in connection with, any of the objects of the Association provided that in case the Association may take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (e) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them and to obtain from any such Government or authority, any rights, privileges and concessions which the Association may think it desirable to obtain, and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- (f) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- (g) To subscribe or guarantee money for charitable or benevolent purposes.
- (h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, ground works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alternation or control thereof.
- (i) To invest and deal with the money of the Association not immediately required in such manner as may be determined by the Committee from time to time.
- (j) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt liability contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the Association's property (both present and future), and to purchase, redeem or pay off such securities.
- (k) To make, draw, accept endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable transferable instruments.
- (l) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (m) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- (n) To accept any gift of property whether subject to any special trust or not to fulfil any one or more of the objects of the Association but subject always to the proviso in subparagraph (d) hereof.
- (o) To take such steps by personal or written appeals, public meetings or otherwise within the State of Queensland, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- (p) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (q) To purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and tasks of any one or more of the corporations, institutions, societies or associations with which the Association is authorised to amalgamate.

- (r) To transfer and or assign any part of the property, assets liabilities and engagements of the Association to any one or more of the corporations, institutions, societies or associations with which the Association is authorised to amalgamate.
- (s) To make donations for charitable purposes.

4.2 In carrying out the business of the Association, the Association must:

- (a) not obligate Variety International the Children's Charity, Variety Australia Limited or any other Tent financially; and
- (b) not engage in any activity that would jeopardise or terminate the charitable status of the Association under laws of either Queensland or the Commonwealth of Australia.

## 5. MEMBERSHIP

5.1 Membership of the Association shall be of four classes:

- (a) Charter Members; that is, all of the members of the Queensland Region of Variety Australia Limited that were Members as at the date of incorporation of the Association;
- (b) Ordinary Members - who shall be either:
  - A. persons, of legal age of good moral character who are either:
    - (i) actively engaged in the motion picture, radio, theatrical, amusement, sport, television or allied industries and shall derive at least 50% of their livelihood therefrom or devote at least 50% of their time thereto; or
    - (ii) elected to membership by a two-thirds vote of the Committee; or
  - B. Corporations who are elected to membership by a two-thirds vote of the Committee.
- (c) Associate Members - who shall be admitted by the Committee having regard to contributions to the advancement of the objects of the Association, however do not have the right to vote at any General Meeting.
- (d) Life Members – who shall be elected to that class of membership by a two-thirds majority of the Management Committee, being persons who have in the opinion of the Management Committee demonstrated outstanding service to the Association, commitment to its values and principles and are deserving of recognition for their contribution to the Association.

5.2 The number of Charter Members shall be restricted to 65.

5.3 The number of Ordinary Members shall be unlimited.

5.4 The number of Associate Members shall be unlimited.

5.5 The number of Life Members shall be unlimited.

5.6 Every applicant for membership of the Association other than Life Membership shall be proposed by one and seconded by another Voting Member to both of whom, the applicant shall be personally known. The application for membership shall be made in writing, signed by the applicant and their proposed Voting Member and seconder and shall be in such form as the Committee from time to time prescribes.

- 5.7 At the next meeting of the Committee after the receipt of any application for membership such application shall be considered by the Committee who shall determine upon the admission or rejection of the applicant.
- 5.8 Any applicant who receives a two thirds majority of the votes of the Members present at the meeting at which such application is being considered shall be accepted as a Member to the class of membership applied for. In no case shall the Committee be required to give any reason for the rejection of an application.
- 5.9 Upon the rejection of an application for any class of membership the Chairperson shall forthwith give the applicant notice in writing of such rejection.
- 5.10 When an applicant has been accepted as a Member, the Chairperson shall forthwith send to the applicant written notice of their acceptance and a request for payment of their entrance fee and first annual donation. Upon payment of their entrance fee and first annual donation the applicant shall become a Member of the Association provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the Committee may in its discretion cancel its acceptance of the applicant for membership of the Association. Life Members are not required to pay any membership fees.
- 5.11 A person whose application for membership has been rejected may within one month of receiving written notification thereof, lodge with the Secretary written notice of the person's intention to appeal against the decision of the Committee.

Upon receipt of a notification of intent to appeal against rejection of membership the Secretary shall convene, within three months of the date of receipt by the Secretary of such notice, a general meeting to determine the appeal.

- 5.12 Life Members may be nominated by any Committee Member and may be awarded the honour of Life Membership at any Committee Meetings or Association Annual General Meeting. The Committee may by a two-third majority ratify any Life Membership purported to be previously granted.

## 6. REGISTER OF MEMBERS OF ASSOCIATION

- 6.1 The Chairperson shall on behalf of the Association keep and maintain the register of Members and that register shall be so kept and maintained at the premises of the Association.
- 6.2 The Chairperson shall cause the name of a person who dies or who ceases to be a Member under Rule 7(3), 8(1) or 9 to be deleted from the register of Members referred to in Subrule (1).

**7. SUBSCRIPTION OF MEMBERS OF ASSOCIATION**

- 7.1 The Committee shall from time to time determine the amount of the subscription to be paid by each Member.
- 7.2 Each Member shall pay to the Association annually on a date as the Committee shall determine, the amount of the subscription determined under Subrule (1).
- 7.3 Subject to Subrule (4), a Member whose subscription is not paid within 3 months after the relevant date fixed by or under Subrule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- 7.4 A Member is a financial member for the purposes of these rules if their subscription is paid on or before the relevant date fixed by or under Subrule (2) or within 3 months thereafter.

**8. RESIGNATION OF MEMBERS OF ASSOCIATION**

- 8.1 A Member who delivers notice in writing of their resignation from the Association to the Chairperson, Treasurer or another Committee Member ceases on that delivery to be a Member.
- 8.2 A person who ceases to be a Member under Subrule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

**9. EXPULSION OF MEMBERS OF ASSOCIATION**

- 9.1 If the Committee considers that a Member shall be expelled from membership of the Association because their conduct is detrimental to the interests of the Association, the Chairperson shall communicate, either orally or in writing, to the member:
- (a) notice of the proposed expulsion and of the time, date and place of the Committee Meeting at which the question of that expulsion will be decided and
  - (b) particulars of that conduct, not less than 30 days before the date of the Committee Meeting referred to in paragraph (a);
- 9.2 At the Committee Meeting referred to in a notice communicated under Subrule (1), the Chairperson may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that Member from membership of the Association and shall, forthwith after deciding whether or not so to expel that Member, direct the Chairperson to communicate that decision in writing to that Member.
- 9.3 Subject to Subrule (5), a Member who is expelled under Subrule (2) from membership of the Association ceases to be a Member 14 days after the day on which a letter communicating to them the decision to expel them is despatched by certified mail to their address appearing in the register of Members kept and maintained by the Chairperson pursuant to Rule 12.



- 9.4 A Member who is expelled under Subrule (2) from membership of the Association shall, if they wish to appeal against that expulsion, give written notice to the Chairperson of their intention to do so within the period of 14 days referred to in Subrule (3).
- 9.5 When notice is given under Subrule (4):
- (a) the Association in a General Meeting may, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting, confirm or set aside the decision of the Committee to expel that Member; and
  - (b) the Member who gave the notice under Subrule (4) does not cease to be a Member unless and until the decision of the Committee to expel them is confirmed under this Subrule.

## 10. COMMITTEE OF MANAGEMENT

- 10.1 The affairs of the Association shall be managed exclusively by a Committee of Management consisting of:
- (a) a Chairperson to be known as the Chief Barker, to be elected by the members of the Committee;
  - (b) a Vice Chairperson to be elected by the members of the Committee;
  - (c) a Treasurer to be elected by the members of the Committee;
  - (d) a Secretary to be elected by the members of the Committee; and
  - (e) no fewer than seven other persons all of whom shall be members of the Association elected at the Annual General Meeting of the Association; and
- 10.2 Except in accordance with Subrule (5), a person is not eligible for election to membership of the Committee of a position therein unless a member has been a financial member for twelve (12) months and has nominated themselves for election by delivering notice in writing of that nomination signed by the nominator and the nominee to signify their willingness to stand for election to the Chairperson not less than 21 days before the day on which the annual General Meeting concerned is to be held.
- 10.3 A person who is eligible for election or re-election under this Rule may, in accordance with the notice period and procedures concerned in relation to the Annual General Meeting, propose or second themselves for election or re-election; and vote for themselves.
- 10.4 The Chairperson shall ensure that notice of all persons seeking election to membership of the Committee is given to all members when notice is given to those members of the calling of the Annual General Meeting at which that election is held.
- 10.5 When a casual vacancy within the meaning of Rule 14 occurs in the membership of the Committee -
- (a) The Committee may appoint a Member to fill that vacancy; and
  - (b) a Member appointed under this Subrule shall -
    - (i) hold office until the commencement of the next Annual General Meeting;
    - (ii) be eligible for election to membership of the Committee at the next following Annual General Meeting; and

- (iii) if elected, assume the remaining tenure of the Committee Member that vacated the position.

10.6 The Committee by a simple majority vote may appoint up to two additional Committee Members in any year (and any more than two in any year to be by way of a three-quarters majority vote of the Committee) (“co-opted Committee Member”). A co-opted Committee Member appointed under this sub-rule shall:-

- (i) Hold office until the commencement of the next Annual General Meeting;
- (ii) Be eligible for election to membership of the Committee at the next following Annual General Meeting; and
- (iii) If elected, shall have their tenure commence from the date of the first Annual General meeting after their appointment.

10.7 A Committee Member may be expelled from the Association for conduct unbecoming by a resolution of the Committee followed by ratification at a General Meeting.

10.8 Any Committee Member may resign from membership of the Committee at any time by giving notice in writing to the Chairperson but such resignation shall take effect at the time such notice is received by the Chairperson unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a General Meeting of the Association where that Member shall be given the opportunity to fully present the Member’s case.

10.9 Notwithstanding any other provision contained herein persons nominating for the positions of Chairperson, Vice-Chairperson, Treasurer, Secretary (each of which shall be referred to hereafter as an “executive position”) must have at least 1 year of experience serving on the Committee (the “requisite experience”) or have the relevant qualifications for the position.

10.10 At each Annual General Meeting every retiring Committee Member shall be elected for a period of three (3) years and after which period of time they shall retire with the position open for election.

10.11 Committee Members shall not receive compensation for their service on the Committee.

## 11. CHAIRPERSON / VICE CHAIRPERSON

11.1 Subject to this rule, the Chairperson shall preside at all General Meetings and Committee Meetings.

11.2 Immediately upon their election as such or as soon thereafter as is practicable the Chairperson shall formulate such special and standing sub-committees as in their absolute discretion are appropriate to promote the objects of the Association and appoint thereto Chairpersons of those sub-committees.

11.3 A Chairperson shall not be entitled to hold office as such for more than two consecutive years and upon completion of any term of such office shall not be entitled to reappoint for a further

period of two years, unless resolved otherwise by the Committee and approval received from Variety International the Children's Charity.

11.4 In the event of the absence of the Chairperson from a General Meeting, the Vice Chairperson shall preside at the General Meeting, and in the event of the absence of both the Chairperson and the Vice Chairperson from a General Meeting, a Member elected by the other Members present at the General Meeting shall preside at the General Meeting.

11.5 In the event of the absence of the Chairperson from a Committee Meeting, the Vice Chairperson shall preside at the Committee Meeting, and in the event of the absence of both the Chairperson and the Vice Chairperson from a Committee Meeting, a Committee Member elected by the other Committee Members present shall preside at the Committee Meeting.

## 12. SECRETARIAL OBLIGATIONS

The Secretary shall -

- (a) co-ordinate the correspondence of the Association;
- (b) cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Committee Meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial Member who previously applies to the Secretary for that inspection;
- (c) keep on behalf of the Association:
  - (i) the register of Members of the Association;
  - (ii) the Rules of the Association; and
  - (iii) the record of the office holders, and any trustees, of the Association;
- (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by Rule 13 to be kept and maintained by, or in the custody of, the Treasurer;
- (e) perform such other duties as are imposed by these rules on the Secretary; and in their absolute discretion have the power to delegate such of these duties as required to a nominated staff member authorised by the Committee.

## 13. TREASURER

The Treasurer shall:

- (a) be responsible for the receipt of all monies paid to or received by, or by them on behalf of, the Association and shall issue, receipts for those monies in the name of the Association;
- (b) pay all monies referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques or electronic transfers are authorised by two signatories as directed by the Committee;
- (d) comply with the provisions of the Act on behalf of the Association in respect of the accounting records of the Association;
- (e) whenever directed to do so by the Chairperson, submit to the Committee 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 this Rule;
- (g) perform such other duties as are imposed by these Rules on the Treasurer;
- (h) have the power to delegate such of these duties as required to a nominated staff member authorised by the Committee.

#### 14. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee Member is the Chairperson, to the Vice Chairperson;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than –
  - (i) three consecutive Committee Meetings for which notice has been received unless specifically approved by the Chairperson; or
  - (ii) three Committee Meetings within one financial year for which they have received notice without tendering an apology to the Chairman; or
- (f) ceases to be a Member of the Association;
- (g) is expelled under Rule 10(6).

#### 15. PROCEEDINGS OF COMMITTEE

15.1 The Committee shall meet together for the dispatch of business not less than eleven (11) times per annum and the Chairperson may at any time convene a meeting of the Committee.

15.2 Each Committee member has a deliberate vote.

15.3 A question arising at a Committee Meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee Meeting shall have a casting vote in addition to their deliberative vote.

15.4 At a Committee Meeting one third plus one of the Committee Members shall constitute a quorum.

15.5 Subject to these rules, the procedure and order of business to be followed at a Committee Meeting shall be determined by the Chairperson.

#### 16. GENERAL MEETING

16.1 The Committee -

- (a) may at any time convene a Special General Meeting;
- (b) shall convene Annual General Meetings within ninety days of the end of the financial year; and
- (c) shall, within forty five days of -

- (i) receiving a request in writing to do so from not less than five members, convene a Special General meeting for the purpose specified in that request; or
  - (ii) the Chairperson receiving a notice under Rule 9(4), convene a Special General Meeting for the purpose of dealing with the appeal to which that notice relates.
- 16.2 The Members making a request referred to in Subrule (1)(c)(i) shall -
  - (a) state in that request for 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 convened within the relevant period of forty-five days referred to -
  - (a) in Subrule (1)(c)(i), the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee; or
  - (b) in Subrule (1)(c)(ii), the Member who gave the notice concerned may himself convene a Special General Meeting as if they were the Committee.
- 16.4 When a Special General Meeting is convened under Subrule (3)(a) or (b) -
  - (a) the Committee shall ensure that the Members or Member convening the Special General Meeting are supplied free of charge with particulars of all Members; and,
  - (b) the Association shall pay the reasonable expenses of convening and holding the Special General Meeting.
- 16.5 Subject to Subrule (8), the Chairperson shall give to all Members not less than fourteen day's notice of a General Meeting and of any motions to be moved at the General Meeting.
- 16.6 A notice given under Subrule (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) first, the consideration of the reports and accounts of the Committee;
  - (b) second, any other business requiring consideration by the Association in a General Meeting; and
  - (c) third, the election of Committee Members to replace outgoing Committee Members.
- 16.8 The Chairperson shall give to all members not less than twenty-one day's 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 Chairperson may give a notice under Subrule (5) or (8) by:
  - (a) serving it on a member personally; or
  - (b) sending it by post or electronically to a Member at the address of the member appearing in the register of Members kept and maintained by them.

- 16.10 When a notice is sent by post under Subrule (9)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.
- 16.11 When a notice is sent electronically under Subrule (9)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and emailed to the Member concerned to the last advised email address.

**17. QUORUM IN PROCEEDINGS OF GENERAL MEETING**

- 17.1 At a General Meeting six members present in person constitute a quorum.
- 17.2 If within thirty minutes after the time specified for the holding of a General Meeting in a notice given under Rule 16(5) or (8) -
- (a) as a result of a request or notice referred to in Rule 16(1)(c) or as a result of action taken under Rule 16(3) a quorum is not present, the General Meeting lapses;
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), a quorum is not present, 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 thirty minutes of the time appointed by Subrule (2)(b) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- 17.4 The Chairperson 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 other than 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 thirty days or more, the Chairperson 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 by a majority of votes cast on a show of hands.
- 17.8 A declaration by the Chairperson at a General Meeting that a resolution has been passed as an ordinary resolution that there shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with Subrule (9).
- 17.9 At a General Meeting, a poll may be demanded by the Chairperson at the General Meeting or by three or more Members present in person and, if so demanded, shall be taken in such manner as the Chairperson directs.
- 17.10 If a poll is demanded and taken under Subrule (9) in respect of an Ordinary Resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

- 17.11 A poll demanded under Subrule (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.
- 17.12 No Member shall be entitled to vote or speak at a General Meeting if the member's annual subscription is more than one month in arrears at the date of the meeting.

## 18. MINUTES OF MEETING OF ASSOCIATION

- 18.1 The Chairperson shall cause proper minutes of all proceedings of all General Meetings and Committee Meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Committee Meeting, as the case may be, in a minute book kept for that purpose.
- 18.2 The Chairperson shall ensure that the minutes taken of a General Meeting or Committee Meeting under Subrule (1) are checked and signed as correct by the Chairperson of the General Meeting or Committee Meeting to which those minutes relate or of the next succeeding General Meeting or Committee Meeting, as the case may be.
- 18.3 When minutes have been entered and signed as correct under this Rule, they shall, until the contrary is proved, by evidence that -
- (a) the General Meeting or Committee Meeting at which they related (in this Subrule 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. VOTING RIGHTS OF MEMBERS OF ASSOCIATION

- 19.1 Subject to these rules each Voting Member present in person or voting by postal ballot is entitled to vote.
- 19.2 A member which is a body corporate may appoint in writing a natural person, whether or not they are a Member, to represent it at a particular General Meeting or at all General Meetings.
- 19.3 An appointment made under Subrule (2) shall be so made by a resolution of the board or other governing body of the body corporate concerned:
- (a) which resolution is authenticated under the common seal of that body corporate; and
  - (b) a copy of which resolution is lodged with the Chairperson.
- 19.4 A person appointed under Subrule (2) to represent a Member which is a body corporate shall be deemed for all purposes to be a Member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular General Meeting, which appointment is not so revoked, the conclusion of that General Meeting.



**20. POSTAL VOTES OF MEMBERS OF ASSOCIATION**

- 20.1 A member may vote at any Annual General Meeting, or other General Meeting by lodging with the Secretary a postal vote in the form approved by the Committee.
- 20.2 All postal votes must be received by the Secretary of the Association at least 48 hours before the meeting is held.
- 20.3 The Chairperson may determine the validity of a postal vote lodged for the purposes of a member casting their vote at an Annual General Meeting or General Meeting.
- 20.4 Save in the case of a corporate Member executing under seal, all postal votes must be executed by the Member and witnessed by a person who is over the age of 18 years of age, the details of whom must be contained in the postal vote form, to be eligible to be relied upon by the Chairman at the meeting.
- 20.5 Any Member who elects to cast their vote by postal vote must cause a specimen of their signature to be recorded with a Register to be kept by the Secretary of the Association.

**21. SUB-COMMITTEES AND SUPPORT ORGANISATIONS**

- 21.1 A Sub-Committee Chairperson shall be a member of the Association.
- 21.2 The Sub-Committee Chairperson and any support organisations appointed by the Chairperson, shall report to the Chairperson at each Committee Meeting or otherwise as directed by the Chairperson.

**22. CONVENTIONS**

The Association shall be represented at any Convention by three delegates who shall be the Chairperson of the Committee of Management, the Vice Chairperson and the immediate Past Chairperson or their respective nominees provided any such nominees are agreed by the Committee.

**23. RULES OF ASSOCIATION**

- 23.1 The Association may alter or rescind these Rules, or make rules additional to those Rules in accordance with the procedure set out in Section 48 of the Act.
- 23.2 These Rules bind every member and the Association to the same extent as if every Member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.
- 23.3 A qualified auditor shall be appointed to conduct an annual audit.
- 23.4 However an amendment, rescission or addition is valid only if it is registered by the Chief Executive.

**24. COMMON SEAL OF ASSOCIATION**

- 24.1 The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 24.2 The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in Rule 18.
- 24.3 The affixing of the common seal of the Association shall be witnessed by any two of the Chairperson, the Vice Chairperson, the Treasurer and the Secretary.
- 24.4 The common seal of the Association shall be kept in the custody of the Chairperson or of such other person as the Committee from time to time decides.

**25. FUNDS AND ACCOUNTS**

- 25.1 The funds of the Association must be kept in the name of the Association in a financial institution decided by the Committee.
- 25.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing accurately the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 25.3 All monies shall be deposited as soon as practicable after receipt thereof.
- 25.4 Payments of \$100 or more must be made by cheque or electronic funds.
- 25.5 A negotiable instrument issued by the Association must be signed or authorised by any 2 of the following:
- (a) the Chairperson
  - (b) the Secretary
  - (c) the Treasurer
  - (d) nominated staff authorised by the Committee for the purpose.
- 25.6 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
- (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities, affecting the property of the Association at the close of that year.
- 25.7 All such statements shall be examined by the auditor who shall present a report on such audit to the Chairperson prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.

**26. INSPECTION OF RECORDS ETC OF ASSOCIATION**

A Member may at any reasonable time and upon seven day's notice in writing, inspect without charge the books, minutes, documents, records and securities of the Association.

**27. INCOME AND PROPERTY**

The income and property of the Association whensoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst Members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by the member to the Association or otherwise owing by the Association to the Member or of remuneration to any officers or servants of the Association or to any Member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any Member of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

**28. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION**

If, on the winding up of the Association, 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
- (b) for charitable or benevolent purposes;

which incorporated association or purposes, as the case requires shall be determined by resolution of the Members to prepare a distribution plan for the distributions of the surplus property of the Association.

No Member, or former Members, of the Association shall be recipients of any assets after the winding up.