

## TABLE OF PROVISIONS

### **PART I      PRELIMINARY**

1. Interpretation
- 1A. Objects
- 1B. Powers
- 1C. Application of income for objects only
- 1D. Winding up and cancellation

### **PART II     MEMBERSHIP**

2. Membership qualifications
3. Nomination for membership
4. Membership entitlements not transferable
5. Cessation of membership
6. Resignation of membership
7. Fee, subscriptions etc.
8. Members' liabilities
9. Disciplining of members
10. Right of appeal of disciplined member

### **PART III    THE COMMITTEE**

11. Powers of the committee
12. Constitution and committee membership
13. Election of office bearers
14. Executive director
15. Treasurer
16. Vacancies
17. Removal of committee members
18. Committee meetings and quorum

19. Delegation by committee to sub-committee
20. Voting and decisions

#### **PART IV GENERAL MEETINGS**

21. Annual general meetings-holding of
22. Annual general meetings-calling of and business at
23. General meetings-calling of
24. Notice
25. General meetings-procedure and quorum
26. Presiding member
27. Adjournment
28. Making of decisions
29. Voting
30. Appointment of proxies

#### **PART V MISCELLANEOUS**

31. Funds-source
32. Funds-management
33. Alteration of objects and rules
34. Common seal
35. Custody of books
36. Inspection of books
37. Service of notices
38. Surplus property

#### **APPENDIX 1 APPLICATION FOR MEMBERSHIP OF ASSOCIATION**

#### **APPENDIX 2 FORM OF APPOINTMENT OF PROXY**

## PART I - PRELIMINARY

### 1. Interpretation

- (1) In these rules, unless a contrary intention appears-
- “association” means Australian Science Innovations Incorporated being an incorporated association described in these rules and established under the Act with Registration number A01906;
- "financial year" means the year ending on 31 December;
- “Income Tax Assessment Act” means the Income Tax Assessment Act 1997 (Cth);
- "member" means a member, however described, of the association;
- “ordinary member” means a member of the committee who is not an office-bearer of the association as referred to in rule 12 (2);
- “public fund” means the public fund of the association adopted by the association under the ‘Australian Science Innovations Deductible Gift Recipient Public Fund Rules’;
- "executive director" means the person holding office under these rules as executive director of the association or, where no such person holds that office, the public officer of the association;
- "the Act" means the Associations Incorporation Act 1991;
- "the Regulations" means the Associations Incorporation Regulations.
- (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, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (3) The provisions of the *Legislation Act 2001* 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.

### 1A. Objects

The objects for which the association is established are to advance education including by:

- (a) fostering and promoting Australian participation in the International Biology, Chemistry, Earth Science and Physics Olympiads;
- (b) organising Australian Biology, Chemistry, Earth and Environmental Science and Physics Olympiads and related activities; and
- (c) engaging in other activities designed to encourage science excellence in secondary education.

### 1B. Powers

The association has the legal capacity and powers of an individual and also has all the powers of a body corporate under the Act.

**1C. Application of income for objects only**

- (1) The income and the property of the association, however derived, including the public fund:
  - (a) must be applied solely towards the promotion of the objects of the association as set out in rule 1A during its operation and on winding up of the association or the public fund; and
  - (b) may not be paid or transferred to the members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.
- (2) Subrule (1) does not prevent payment in good faith to a member, or to a firm of which a member is a partner:
  - (a) of reasonable remuneration for services to the association;
  - (b) for goods supplied in the ordinary course of business;
  - (c) of fair and reasonable interest on money borrowed from a member at a rate not exceeding that fixed for the purposes of this subrule (2) by the association in a general meeting; or
  - (d) of reasonable rent for premises let by a member.

**1D. Winding up and cancellation**

- (1) The association may be wound up by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the association, the surplus assets of the association must not be distributed to any members or former members.
- (3) Subject to the Act, the public fund and any court order made under section 90 of the Act, the surplus assets must be given or transferred to one or more funds or institutions:
  - (a) that has charitable objects similar to, or inclusive of, the association; and
  - (b) is a not-for-profit entity whose rules or governing document prohibit the distribution of its income and assets among its members to an extent at least as great as imposed on the association under these rules.
- (4) Subject to the Act and rule 38, the funds or institutions to which the surplus assets are to be given must be decided by special resolution at or before the time of dissolution.

## PART II - MEMBERSHIP

### 2. Membership qualifications

A person is qualified to be a member if-

- (a) the person is a person referred to in section 21 (2) (a) or (b) 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-
  - (i) has been nominated for membership in accordance with subrule 3 (1); and
  - (ii) has been approved for membership of the association by the committee of the association.

### 3. Nomination for membership

- (1) A nomination of a person for membership of the association-
  - (a) shall be made by a member of the association in writing in the form set out in Appendix 1 to these rules; and
  - (b) shall be lodged with the executive director of the association.
- (2) As soon as is practicable after receiving a nomination for membership, the executive director shall refer the nomination to the committee which shall determine whether to approve or to reject the nomination.
- (3) When the committee determines to approve a nomination for membership, the chairperson shall as soon as practicable after that determination notify the nominee of that approval and request the nominee to confirm their acceptance of membership.
- (4) The executive director shall, on confirmation by the nominee of acceptance of membership as referred to in subrule (3), and after receipt of any fees / subscriptions as referred to in rule 7, enter the nominee's name in the register of members. Upon the name being so entered, the nominee shall become a member of the association.

### 4. Membership entitlements not transferable

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

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

### 5. Cessation of membership

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

- (a) dies or, in the case of a corporation, is wound up;
- (b) resigns from membership of the association;

- (c) is expelled from the association;
- (d) fails to renew membership of the association; or
- (e) must retire from the committee pursuant to these rules.

## **6. Resignation of membership**

- (1) A member is not entitled to resign from membership of the association except in accordance with this rule.
- (2) A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (of not less than 1 month or, if the committee has determined a shorter period, that shorter period) in writing to the executive director of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.
- (3) Where a person ceases to be a member, the executive director shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **7. Fee, subscriptions etc.**

- (1) Entrance to the association does not incur a fee until such time that an amount has been determined by resolution of the committee. Thereafter the fee will be that amount.
- (2) Annual membership fees of the association do not exist until such time that an amount has been determined by resolution of the committee. Thereafter the annual membership fees will be that amount.
- (3) Any annual membership fee (as defined in rule 7 (2)) is payable -
  - (a) except as provided by paragraph (b), before 1 January in each calendar year; or
  - (b) where a person becomes a member on or after 1 January in any calendar year, before 1 January in each succeeding calendar year.

## **8. Members liabilities**

The liability of a member 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 relation to membership of the association as required by rule 7.

## **9. Disciplining of members**

- (1) Where the committee is of the opinion that a member-
  - (a) has persistently refused or neglected to comply with a provision of these rules; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association,the committee may, by resolution-

- (c) expel the member from the association; or
  - (d) suspend the member from such rights and privileges of membership of the association as the committee may determine for a specified period.
- (2) A resolution of the committee under subrule (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under subrule (1), the executive director shall, as soon as practicable, cause a notice in writing to be served on the member-
- (a) setting out the resolution of the committee and the grounds on which it is based;
  - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the committee mentioned in subrule (2), the committee must-
- (a) give to the member mentioned in subrule (1) an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the committee by that member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution of the committee made under subrule (1).
- (5) If the committee confirms a resolution under subrule (4), the executive director must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under rule 10.
- (6) A resolution confirmed by the committee under subrule (4) does not take effect-
- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution in accordance with subrule 10 (4).

## **10. Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the committee that is confirmed under subrule 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the executive director a notice to that effect.
- (2) Upon receipt of a notice under subrule (1), the executive director must notify the committee which must call a general meeting of the association to be held within 21 days after the date on which the executive director received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the association called under subrule (2)-
  - (a) no business other than the question of the appeal may be transacted;
  - (b) the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the members present must vote by secret ballot on the question of whether the resolution made under subrule 9 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 9 (4), that resolution is confirmed.

## **PART III - THE COMMITTEE**

### **11. Powers of the committee**

The committee, subject to the Act, the Regulations, these rules, and to any resolution passed by the association in general meeting-

- (a) comprises the members of the association;
- (b) shall control and manage the affairs of the association;
- (c) 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 the association in general meeting; and
- (d) 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.

### **12. Constitution and committee membership**

- (1) The committee shall consist of -
  - (a) the office-bearers of the association;
  - (b) a maximum of 9 ordinary committee members each of whom shall be elected in pursuance to rule 13 or appointed in accordance with subrule (4).



- (2) The office-bearers of the association (who as a sub-committee may delegate matters as required to the executive director) shall be -
  - (a) the chairperson
  - (b) the deputy-chairperson
  - (c) the immediate past chairperson
  - (d) the treasurer.
- (3) Subject to rule 13(2) and 13(3), each member of the committee –
  - (a) must, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, and is eligible for re-election in accordance with subrule (3) (b);
  - (b) may serve a maximum term in office of three years, upon which time that member can either retire from the committee, or may, at the invitation of the board, serve a second, third or fourth three year term in office. A person may serve a maximum of twelve years as a member of the committee, including any time spent serving as an office-bearer.
- (4) In the event of a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment, and the time from the appointment to the conclusion of the next annual general meeting shall not count towards the term of office pursuant to subrule (3) (b).
- (5) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (6) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be vacancies.
- (7) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (8) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (9) The ballot for the election of office-bearers and ordinary committee members shall be conducted at the annual general meeting in such manner as the committee may direct.

### **13. Election of office bearers**

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members-
  - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - (b) must be given to the chairperson of the association not less than seven days before the date fixed for the annual general meeting at which the election is to take place.

- (2) The chairperson shall be elected for two years, which may be extended, at the invitation of the board, to a maximum three year term and, upon election to this office, shall be entitled to serve the term for this office, regardless of the time already served as an ordinary member as outlined in rule 12 (3) (b) provided that the chairperson shall not serve more than twelve years whether in the capacity of an office bearer or ordinary member
- (3) The deputy-chairperson and treasurer shall be elected for two years, which may be extended, at the invitation of the board, for further two year terms and, upon election to these offices, shall be entitled to serve the term for these offices, regardless of the time already served as an ordinary member as outlined in rule 12 (3) (b) provided that the deputy-chairperson and treasurer shall not serve more than twelve years whether in the capacity of an office bearer or ordinary member.
- (4) In the event of the premature resignation of the chairperson, the deputy-chairperson shall hold the office of chairperson, subject to these rules, until such time as the next committee meeting, whereupon an election for both positions shall occur.

#### **14. Executive Director**

- (1) The executive director of the association shall, as soon as practicable after being appointed as executive director, notify the association of his or her address.
- (2) The executive director shall attend committee meetings as non-voting executive officer to the committee.
- (3) The committee may delegate to the executive director certain responsibilities pertaining to the administration of the association. The executive director shall be responsible for the keeping of the minutes of -
  - (a) all elections and appointments of office-bearers and ordinary 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.
- (4) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

#### **15. Treasurer**

- (1) The treasurer of the association shall be responsible for, and may delegate to the executive director as required -
  - (a) the collection of all moneys due to the association and the making of all payments authorised by the association; and
  - (b) the keeping of correct accounts and books showing the financial affairs of the association will full details of all receipts and expenditure connected with the activities of the association.

#### **16. Vacancies**

- (1) For the purposes of these rules, a vacancy in the office of a member of the committee occurs if the member-
  - (a) dies;
  - (b) ceases to be a member of the association;
  - (c) resigns the office or retires according to rule 12 (3) (b);
  - (d) is removed from office pursuant to rule 17;
  - (e) becomes bankrupt or personally insolvent;
  - (f) suffers from mental incapacity;
  - (g) is disqualified from office under section 63 (1) of the Act or is subject to a disqualification order under section 63A of the Act; or
  - (h) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

#### **17. Removal of committee members**

The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

#### **18. Committee meetings and quorum**

- (1) The committee shall meet at such place, time and by such medium, as the committee may determine. Meetings of the committee may include meeting face to face, electronic or telephone meetings.
- (2) The committee shall meet at least three times in each calendar year.
- (3) Written notice of a meeting of the committee must be given by the executive director or chairperson to each member of the committee as least 48 hours (or such other period as may unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting. Written notice includes by email.
- (4) Notice of a meeting given under subrule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) The quorum for the transaction of the business of a meeting of the committee is half the number of members of the committee (rounded up to the next whole number if not a whole number) who are:
  - (a) present in person at the place determined by the committee under subrule (1); or
  - (b) capable of hearing, and being heard in relation to, the meeting by the use of a telephone or other electronic means. Whilst a member is capable of hearing, and being heard in relation to, the meeting they are taken to be present for the purpose of subrules (6), (7) and (8) and rule 20.

- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to a time and place at the discretion of the chairperson.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At meetings of the committee-
  - (a) the chairperson, or in the absence of the chairperson the deputy-chairperson, shall preside;  
or
  - (b) if the chairperson and the deputy- chairperson are absent, 1 of the remaining members of the committee may be chosen by the members to preside.

## **19. Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to 1 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 function imposed on the committee by the Act, by any other law of the Territory, or by resolution of the association in general meeting.
- (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 rule 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) Notwithstanding 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.

## **20. Voting and decisions**

- (1) Decisions arising at a meeting of the committee or any sub-committee appointed by the committee shall be determined by a majority of the votes of the members of the committee or sub-committee cast, personally and by proxy, at the meeting.

- (2) Each member of the committee 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 1 vote personally and 1 vote for any member of the committee for whom they are proxy but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (2A) A member of the committee who is not present at a meeting of the committee, and a member of any sub-committee who is not present at a meeting of that sub-committee, is entitled to appoint another member of the committee or that sub-committee as proxy by notice in writing given to the executive director.
- (3) Subject to subrule 18 (5), the committee may act notwithstanding 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 notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## PART IV - GENERAL MEETINGS

### **21. Annual general meetings - holding of**

- (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall 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 5 months after the expiration of the first financial year of the association.
- (3) Subrules (1) and (2) have effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

### **22. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the association shall, subject to the Act, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be-
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

- (b) to receive the chairperson's report on the activities of the association during the last preceding financial year;
  - (c) to elect members of the committee, including office-bearers; and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73 (1) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 24.
- (4) An annual general meeting shall be conducted in accordance with the provisions of this Part.

### **23. General meetings - calling of**

- (1) The committee may, whenever it thinks fit, convene a general meeting of the association.
- (2) The committee shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a general meeting of the association.
- (3) A requisition of members for a general meeting-
- (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the executive director; and
  - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the committee fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the executive director, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A general meeting convened by a member or members referred to in subrule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

### **24. Notice**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the executive director shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by email or post to each member 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) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the executive director shall, 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 subrule (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to subrule 22 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the executive director who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **25. General meetings - procedure and quorum**

- (1) No item of business shall 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) The quorum for the transaction of the business of a general meeting is half the number of members (rounded up to the next whole number if not a whole number) who are members entitled under these rules to vote at a general meeting and who are:
  - (a) present in person at the place determined by the committee under subrule 22 (1); or
  - (b) capable of hearing, and being heard in relation to, the general meeting by the use of a telephone or other electronic means. Whilst a member is capable of hearing, and being heard in relation to, the general meeting they are taken to be present for the purpose of subrules (1), (3) and (4), and rules 26 to 28.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to a time and place at the discretion of the chairperson.
- (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 not less than 3) shall constitute a quorum.

## **26. Presiding member**

- (1) The chairperson, or in the absence of the chairperson, the deputy-chairperson, shall preside at each general meeting of the association.
- (2) If the chairperson and the deputy-chairperson are not present at a general meeting, the members present shall elect 1 of their number to preside at the meeting.

## **27. Adjournment**

- (1) The person presiding at 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the executive director shall 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 subrules (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.

## **28. Making of decisions**

- (1) A decision arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken-
- (a) immediately in the case of a poll which relates to the election of the person to preside at 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 person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **29. Voting**

- (1) Subject to subrule (3), upon any question arising at a general meeting of the association a member has 1 vote only.
- (2) All votes shall 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 person presiding 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.

## **30. Appointment of proxies**

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the executive director 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 shall be in the form set out in Appendix 2 to these rules.

---

# **PART V - MISCELLANEOUS**



**31. Funds - source**

- (1) The funds of the association shall be derived from participation fees, donations, corporate sponsorships and government grants, and, subject to any resolution passed by the association in general meeting and subject to Rule 114 of the Act, such other sources as the committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

**32. Funds - management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall 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 shall be signed by any 2 members of the committee or employees of the association, being members of the committee or employees authorised to do so by the committee.

**33. Alteration of objects and rules**

Neither the objects of the association referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

**34. Common seal**

- (1) The common seal of the association shall be kept in the custody of the executive director.
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the executive director.

**35. Custody of books**

Subject to the Act, the Regulations and these rules, the executive director shall keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

**36. Inspection of books**

The records, books and other documents of the association shall be open to inspection at a place in the Territory, free of charge, by a member of the association at any reasonable hour.

**37. Service of notice**

- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed 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.

**38. Surplus property**

- (1) At the first general meeting of the association, the association shall pass a special resolution nominating-
  - (a) another association for the purpose of paragraph 92 (1) (a) of the Act; or
  - (b) a fund, authority or institution for the purpose of paragraph 92 (1) (b) of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the association.
- (2) An association nominated under paragraph (1) (a) must fulfill the requirements specified in subsection 92 (2) of the Act.

**APPENDIX 1**

**Subrule 3**

**APPLICATION FOR MEMBERSHIP OF ASSOCIATION**

.....Incorporated  
(incorporated under the Associations Incorporation Act 1991)

I, .....  
(full name of applicant)

of .....  
(address)

.....  
(occupation)

hereby apply to become a member of the abovenamed incorporated association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

.....  
(Signature of applicant)

Date .....

I, .....  
(full name)

a member of the association, nominate the applicant, who is personally known to me, for the membership of the association.

.....  
(Signature of Proposer)

Date .....

I, .....  
(full name)

a member of the association, second the nomination of the applicant, who is personally known to me, for membership of the association

.....  
(Signature of seconder)

Date .....

**APPENDIX 2**

**Subrule 30**

**FORM OF APPOINTMENT OF PROXY**

I, .....  
(full name)

of.....  
(address)

being a member of .....  
(name of incorporated association)

hereby appoint .....  
(full name of proxy)

of.....  
(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on the .....day of .....20..... and at any adjournment of that meeting.

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

(\*To be inserted if desired.)

.....  
(Signature of member appointing proxy)

Date.....

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