

New South Wales  
Associations Incorporation Act 1984  
An incorporated association

**Rules**  
**of**  
**The Bursars' Association**  
**of New South Wales Incorporated**

**Amended 24<sup>th</sup> February, 2006.**



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New South Wales  
Associations Incorporation Act 1984

an incorporated association

## **RULES**

of

# **The Bursars' Association of New South Wales Incorporated**

### **PART 1: INTERPRETATION**

1.1 In these Rules;

**ASBA** means the Association of School Bursars and Administrators Limited;

**Act** means the Associations Incorporation Act 1984;

**Association** means The Bursars' Association of New South Wales Incorporated;

**Bursar** means the person, by whatever name called, having responsibility for the financial and business management of an educational establishment;

**Committee** means the Committee of the Association;

**Director-General** means the Director-General of the Department of Fair Trading.

**Educational establishment** means an educational institution whether primary, secondary or tertiary and by whomsoever established, controlled, operated or conducted;

**Honorary Secretary** means:

- (a) the person holding office under these Rules as Honorary Secretary of the Association; or
- (b) where no such person holds that office - the President 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 15(2);

**Public Officer** means the person designated as the Public Officer of the Association under the Act and includes the person holding office as Public Officer from time to time;

**Regulation** means the Associations Incorporation Regulation, 1999;

1.2 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 duty, a reference to the performance of the duty.

1.3 The provisions of the Interpretation Act, (NSW) 1987, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

## **PART II: OBJECTS OF THE ASSOCIATION**

- 2. (a) To promote education by encouraging and developing efficiency in the provision of education and in the administration of educational establishments.
- (b) To promote education by encouraging and developing the professional knowledge, skills and experience of Bursars and others engaged in the financial and business management of educational establishments by all appropriate means including the conduct of professional development courses, seminars and workshops, the production of manuals and newsletters, the commissioning of reports and surveys, and the collection and dissemination of information.
- (c) To promote, become a member of, affiliate with, appoint representatives to or cooperate with, any other institution, association or organisation, whether incorporated or not, whose objects are in whole or in part similar to those of the Association.

## **PART III: MEMBERSHIP**

### **3 Membership Qualifications**

- 3.1 There shall be four categories of membership of the Association, namely Full, Associate, Honorary and Honorary Life.
- 3.2 A person is eligible to be a Full member of the Association if the person is the Bursar in an educational establishment in New South Wales or the Australian Capital Territory.
- 3.3 A person who is not the Bursar in an educational establishment in New South Wales or the Australian Capital Territory is eligible to be an Associate member of the Association if the person performs and carries out some of the financial and business management of an educational establishment in New South Wales or the Australian Capital Territory.
- 3.4 A person is eligible to be an Honorary member if the person holds a position in an educational establishment outside New South Wales and the Australian Capital Territory the same as or similar to the position of Bursar.
- 3.5 A person is eligible to be an Honorary Life member of the Association if the person is a past or present member of the Association.

#### **4 Application for Full or Associate Membership**

##### **4.1 Application for Full or Associate membership of the Association:**

- (a) shall be made in writing in such form as the Committee may from time to time determine; and
- (b) shall be lodged with the Honorary Secretary.

4.2 As soon as practicable after receiving an application for Full or Associate membership, the Honorary Secretary shall refer the application to the Committee which shall determine whether to approve the application and, if so, whether to admit the person to Full or Associate membership of the Association, or whether to reject the application.

4.3 Where the Committee determines to approve an application, the Honorary Secretary shall, as soon as practicable after that determination, notify the applicant of that approval and whether the applicant has been admitted to Full or Associate membership of the Association.

4.4 The Honorary Secretary shall enter the approved applicant's name in the Register of Members and, upon the name being so entered, the applicant becomes a member of the Association.

4.5 The Committee may accept or reject any application for membership of the Association without giving any reasons for such acceptance or rejection.

#### **5 Admission to Honorary Membership**

The Committee may invite any person eligible to be an Honorary member in accordance with Rule 3.4 to become an Honorary member of the Association and may admit any such person to Honorary membership of the Association for such period as the Committee may determine.

#### **6 Admission to Honorary Life Membership**

Honorary Life membership of the Association may be granted to past or present members of the Association upon the recommendation of the Committee and with the approval of a special resolution of a general meeting of members.

#### **7 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.

## **8 Cessation of Membership**

- 8.1 Subject to Rules 8.2 and 8.3, a person ceases to be a member of the Association:
- (a) if the person dies;
  - (b) if the person resigns membership;
  - (c) in the case of a Full or Associate member - if the person ceases to be eligible for admission as a Full or Associate member as the case may be;
  - (d) in the case of an Honorary member - upon expiration of the period for which the Committee determined he or she should be admitted to Honorary membership; or
  - (e) if the person is expelled from the Association.
- 8.2 If a Full member ceases to be eligible for admission as a Full member but becomes eligible for admission as an Associate member or an Associate member ceases to be eligible for admission as an Associate member but becomes eligible for admission as a Full member, the membership of the Full or Associate member as the case may be shall not cease if the member notifies the Honorary Secretary in writing of his or her change of eligibility and the Committee determines that his or her category of membership be changed to that category for which his or her changed circumstances then make him or her eligible. As soon as practicable thereafter, the Honorary Secretary shall notify the member of the Committee's determination and make such change in the Register of Members as may be appropriate.
- 8.3 When a member who has resigned or otherwise left a position which carries an entitlement to membership subsequently resumes a position that entitles membership of the Association within six (6) months of leaving the first position that person shall notify the Honorary Secretary in writing of their changed employment and the Committee shall determine the eligibility for membership. As soon as practicable thereafter, the Honorary Secretary shall notify the member of the Committee's determination and make such change in the Register of Members as may be appropriate.

In such cases an additional entrance fee (as referred to in Rule 11.1) will not be required to be paid in respect of that member.

## **9 Resignation of Membership**

- 9.1 A member of the Association is not entitled to resign that membership except in accordance with this Rule.
- 9.2 A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the Honorary Secretary written notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

## **10 Register of Members**

- 10.1 The Honorary Secretary shall establish and maintain a Register of Members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- 10.2 The Register of Members shall be kept at the educational establishment in which the Honorary Secretary is employed, and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 10.3 Where a member of the Association ceases to be a member, the Honorary Secretary shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.
- 10.4.1 A member of the Association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Committee, that other amount.

## **11 Fees and Subscriptions**

- 11.1 A Full or Associate member of the Association shall, upon admission to membership, pay to the Association an entrance fee as determined by the Committee.
- 11.2 Subject to Rule 11.3, in addition to any amount payable under Rule 11.1, a Full or Associate member shall pay to the Association an annual membership fee as determined by the Committee.
- 11.3 A person admitted to membership as a Full or Associate member on or after 1 July in any year shall be required to pay only one-half of the annual membership fee otherwise payable by a Full or Associate member in relation to that year.
- 11.4 No entrance fee or annual membership fee shall be payable by an Honorary member or an Honorary Life member.

## **12 Members' Liabilities**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 11.

## **13 Disciplining of Members**

- 13.1 Subject to Rule 13.2 the Association shall have power at a general meeting to expel by special resolution any member from the Association if in the opinion of those members present and voting the member has by conduct forfeited the right to remain a member.
- 13.2 At a general meeting of the Association convened for the purposes of Rule 13.1:
  - (a) no business other than the question of the expulsion shall be transacted;

- (b) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the members present and eligible to vote shall vote by secret ballot on the question.

### **13A Resolution of internal disputes**

13A(i) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice center for mediation in accordance with the Community Justice Centres Act 1983.

13A(ii) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **PART IV: THE COMMITTEE**

### **14 Powers of Committee**

The Committee shall be called the Committee of the Association and, subject to the Act, the Regulation, and these Rules and to any resolution passed by the Association in general meeting:

- (a) shall control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by a general meeting of members of the Association; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

### **15 Constitution and Membership**

15.1 Subject in the case of the first members of the Committee to section 21 of the Act, the Committee shall consist of:

- (a) the office bearers of the Association;
- (b) 6 ordinary members of whom at least 3 shall be Full members of the Association;
- (c) the immediate Past President of the Association (ex officio); and
- (d) The Association's director of ASBA if that member is not otherwise a member of the Committee under the preceding paragraphs of this Rule.

15.2 The office bearers of the Association shall be Full members of the Association and shall consist of:

- (a) the President;

- (b) the Vice President;
- (c) the Honorary Treasurer; and
- (d) the Honorary Secretary.

- 15.3 Each member of the Committee shall, subject to these Rules, hold office until the conclusion of the second Annual General Meeting following the date of the member's election, but is eligible for re-election.
- 15.4 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the completion of the retiring committee member's term of office. Whenever possible, the member appointed to fill the casual vacancy shall have the same qualifications for membership of the Committee as were held by the member of the Committee whose place he or she is to fill.
- 15.5 Where at any time there is a vacancy in the office of Public Officer of the Association, the Committee of the Association will, within 14 days after the vacancy arises:
- (a) given notice of the occurrence of the vacancy to the Director-General in an approved form; and
  - (b) appoint a person to fill the vacancy in accordance with Rule 15.4.

## **16 Election of Office Bearers, Committee Members and ASBA Director**

- 16.1 Nominations of candidates for election as office-bearers of the Association, ordinary members of the Committee and directors of ASBA:
- (a) shall be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) shall be delivered to the Honorary Secretary of the Association not less than 21 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 16.2 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.
- 16.3 If insufficient further nominations are received any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- 16.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 16.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 16.6 The ballot for the election of office-bearers, 6 ordinary members of the Committee and one director of ASBA (who has served at least one term on the Committee during the five preceding years) shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct. The Association's directors of ASBA shall

comprise ex officio the President of the Association and one other who shall have served at least 1 term on the Committee during the 5 preceding years. Two alternate Directors shall be appointed by the Committee at the first meeting following the Annual General Meeting each year. The Directors and alternate Directors shall hold office for one year but are eligible for reelection or reappointment.

- 16.7 No member may occupy the office of President for more than 2 consecutive terms or the office of Vice President for more than 2 consecutive terms.
- 16.8 A member may hold office as a director of ASBA simultaneously with another office of the Association, but otherwise may not simultaneously hold more than one office of the Association.

## **17 Honorary Secretary**

- 17.1 The Honorary Secretary of the Association shall, as soon as practicable after being appointed as Honorary Secretary, lodge notice with the Association of his or her address.
- 17.2 It is the duty of the Honorary Secretary to:
- (a) keep minutes of all appointments of office-bearers and members of the Committee;
  - (b) keep minutes of the names of members of the Committee present at a Committee meeting or a general meeting;
  - (c) keep minutes of all proceedings at Committee meetings and general meetings;
  - (d) conduct the Association's correspondence;
  - (e) maintain the Register of Members; and
  - (f) perform and carry out such other functions and duties as may be assigned by the Committee.
- 17.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the next succeeding meeting.
- 17.4 The Honorary Secretary shall be ex officio the Public Officer and shall do all acts and exercise all those powers and functions required or permitted of the Public Officer by the Act.

## **18 Honorary Treasurer**

It is the duty of the Honorary Treasurer of the Association to ensure that:

- (a) all moneys due to the Association are collected and received and that all payments authorised by the Association are made;
- (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association;

- (c) the funds of the Association are in his or her custody or under his or her control and are lodged with the Association's bank in its name or invested as authorised by this Rule; and
- (d) so much of the funds of the Association as is determined by the Committee is invested as directed by the Committee in any investment for the time being authorised by the laws of the Commonwealth of Australia or any State or Territory thereof for the investment of trust funds.

## **19 Casual Vacancies**

For the purposes of these Rules, a casual 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) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth.
- (d) resigns office by notice in writing given to the Honorary Secretary;
- (e) is removed from office under Rule 20;
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Committee from all meetings of the Committee held during any period of 6 consecutive months.

## **20 Removal of a Member of the Committee**

- 20.1 The Association in a general meeting may by resolution remove any member of the Committee from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed. Whenever possible, the member so appointed shall have the same qualifications for membership of the Committee as the person so removed.
- 20.2 Where a member of the Committee to whom a proposed resolution referred to in Rule 20.1 relates makes representations in writing to the Honorary Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Honorary Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member is entitled to require that the representations be read out at the general meeting at which the resolution is considered.

## **21 Meetings and Quorum**

- 21.1 The Committee shall meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- 21.2 Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- 21.3 Oral or written notice of a meeting of the Committee shall be given by the Honorary Secretary to each member of the Committee as early as practicable before the time appointed for the holding of the meeting.

- 21.4 Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 21.5 No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 21.6 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 21.7 At a meeting of the Committee:
- (a) the President or, in the President's absence, the Vice President shall preside; or
  - (b) if the President and the Vice President are absent or unwilling to act such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

## **22 Delegation by Committee to Sub Committee**

- 22.1 The Committee may, by resolution, delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the resolution, other than:
- (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- 22.2 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.
- 22.3 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 resolution of delegation.
- 22.4 Despite any delegation under this Rule, the Committee may continue to exercise any function delegated.
- 22.5 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.
- 22.6 The Committee may, by resolution, revoke wholly or in part any delegation under this Rule.
- 22.7 A sub-committee may meet and adjourn as it thinks proper.
- 22.8 A sub-committee shall keep and make available to the Committee minutes of its proceedings.

## **23 Voting and Decisions**

- 23.1 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- 23.2 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding shall not have a second or casting vote.
- 23.3 Subject to Rule 21 the Committee may act despite any vacancy on the Committee.
- 23.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

## **PART V: GENERAL MEETINGS**

### **24 Annual General Meetings - Holding of**

- 24.1 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 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- 24.2 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 2 months after the expiration of the first financial year of the Association.
- 24.3 Rules 24.1 and 24.2 have effect subject to any extension or permission granted by the Director-General under Section 26(3) of the Act.

### **25 Annual General Meetings - Calling of and Business at**

- 25.1 The Annual General Meeting of the Association shall, subject to the Act and to Rule 24, be convened on such date and at such place and time as the Committee thinks fit.
- 25.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any general meetings held since that meeting;
  - (b) to receive from the Committee reports upon the activities of the Association during the last preceding financial year;
  - (c) to elect office-bearers of the Association, ordinary members of the Committee and one director of ASBA;

- (d) to appoint an Honorary Auditor; and
- (e) to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act.

25.3 An Annual General Meeting shall be specified as such in the notice convening it.

25.4 The Public Officer will, within 1 month after the date of each Annual General Meeting, lodge with the Director-General in an approved form, verifies as prescribed in the Regulation, the statement and items referred to in section 27(1) of the Act.

## **26 General Meetings - Calling of**

26.1 The Committee may, whenever it thinks fit, convene a general meeting of the Association.

26.2 The Committee shall, on the requisition in writing of at least 5 per cent of the total number of members, convene a general meeting of the Association.

26.3 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 Honorary Secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

26.4 If the Committee fails to convene a general meeting to be held within 4 months after the date on which a requisition of members for the meeting is lodged with the Honorary Secretary, any one or more of the members who made the requisition may convene a general meeting to be held not later than 6 months after that date.

26.5 A general meeting convened by a member or members as referred to in Rule 26.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

## **27 Notice**

27.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Honorary Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

27.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Honorary Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Rule 27.1, the intention to propose the resolution as a special resolution.

27.3 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 Rule 25.2.

27.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Honorary Secretary, who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **28 Procedure**

28.1 No item of business shall be transacted at a general meeting unless a quorum of members is present during the time the meeting is considering that item.

28.2 Eight members present in person shall constitute a quorum for a general meeting.

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 the same day in the following week at the time and (unless another place is specified at the time of the adjournment by person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

28.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) shall constitute a quorum.

## **29 Presiding Member**

29.1 The President or, in the President's absence, the Vice-President, shall preside as chairperson at each general meeting of the Association.

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

## **30 Adjournment**

30.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

30.2 Where a general meeting is adjourned for 14 days or more, the Honorary Secretary 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.

30.3 Except as provided in Rules 30.1 and 30.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **31 Making of Decisions**

- 31.1 A question 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 chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Association, shall be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 31.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting having the right to vote at the meeting on the question.
- 31.3 Where a 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 chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **32 Special Resolution**

A resolution of the Association is a special resolution if:

- (a) it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or
- (b) where it is made to appear to the Director-General that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Director-General.

## **33 Voting**

- 33.1 Upon any question arising at a general meeting of the Association a member has one vote only except on questions to be determined by special resolution on which questions only Full members shall be entitled to vote and shall have one vote each.
- 33.2 All votes shall be given personally or by proxy but no member (other than the chairperson) may hold more than 5 proxies.
- 33.3 In the case of an equality of votes on a question at a general meeting the chairperson shall not have a second or casting vote.

- 33.4 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 the proxy to the Association has been paid, other than the amount of the annual membership fee payable in respect of the then current year.

### **34 Appointment of Proxies**

- 34.1 Each member shall be entitled to appoint another member as proxy by notice given to the Honorary Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 34.2 The notice appointing the proxy shall be in such form as the Committee may from time to time prescribe or accept.

## **PART VI: MISCELLANEOUS**

### **35 Insurance**

The Association may effect and maintain insurance.

### **36 Funds - Source**

- 36.1 The funds of the Association shall be derived from entrance fees and annual membership fees of members, donations and, subject to any resolution passed by the Association at a general meeting, such other sources as the Committee may from time to time determine.
- 36.2 All money received by the Association shall be deposited as soon as practicable and without deduction (except as required by law) to the credit of the Association's bank account.
- 36.3 If required by law or if so requested, the Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **37 Funds - Management**

- 37.1 The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association.
- 37.2 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 or employees authorised to do so by the Committee.

**38 Auditor**

- 38.1 At each Annual General Meeting of the Association, the members present shall appoint as the Auditor of the Association a person who is a member of a recognised accountancy body or institute in Australia.
- 38.2 A person so appointed shall hold office until the Annual General Meeting next after that at which he or she is appointed, and is eligible for re-appointment.
- 38.3 The first Auditor of the Association may be appointed by the Committee before the first Annual General Meeting and, if so appointed, shall hold office until the first Annual General Meeting, unless previously removed by an ordinary resolution of the members in general meeting, in which case the members at that meeting may appoint an Auditor to act until the first Annual General Meeting.
- 38.4 If an appointment is not made at an Annual General Meeting the Committee shall appoint an Auditor of the Association for the then current financial year of the Association.
- 38.5 Except as provided in Rule 38.3, the Auditor may only be removed from office by special resolution of the members in general meeting.
- 38.6 If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Association, the Committee may appoint a person as Auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

**39 Audit of Statutory Statement**

- 39.1 Once at least in each financial year of the Association the statement required to be submitted to members pursuant to Section 26(6) of the Act shall be examined by the Auditor.
- 39.2 The Auditor shall certify as to the correctness of the statement and shall report to the members present at the Annual General Meeting on the statement.
- 39.3 The Auditor:
- (a) has a right of access to the accounts, books, records, vouchers and documents of the Association;
  - (b) may require from the servants of the Association such information and explanations as may be necessary for the performance of his or her duties as Auditor;
  - (c) may employ persons to assist him or her in the performance of his or her actions as Auditor; and
  - (d) may, in relation to the statement, examine any member of the Committee or any servant of the Association.

**40. Amendment of Objects and Rules**

- 40.2 The statement of objects set out in Rule 2 and these Rules may be amended, rescinded or added to only by a special resolution of the members of the Association passed at a general meeting.
- 40.1 The Public Officer will, within one month after the passing of a special resolution altering the statement of objects or these Rules, lodge with the Director-General of the Department of Fair Trading notice in an approved form, verified as prescribed and accompanied by the prescribed fee, setting out particulars of the alteration.

#### **41 Common Seal**

- 41.1 The common seal of the Association shall be kept in the custody of the Honorary Secretary.
- 41.2 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 of 2 members of the Committee.

#### **42 Custody of Books, etc.**

Except as otherwise provided by these Rules, the Honorary Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

#### **43 Inspection of Books. etc.**

The Register of Members, records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

#### **44 Service of Notices**

- 44.1 For the purpose of these Rules, a notice may be served on or given to a person:
- (a) by delivering to the person personally;
  - (b) by sending it by pre-paid post to the address of the person; or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 44.2 For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served;
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course by post; and

- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indication that the notice was sent on a later date, on that date.

#### **45 Surplus Property**

If upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities any property whatsoever the property shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the Association and which shall also prohibit the distribution of its or their income and property among its or their members such institution or institutions to be determined by the members of the Association at or before the time of dissolution or, in default thereof, by application to the Supreme Court of New South Wales for determination.