



## **CONSTITUTION**

### **RULES OF CUMBERLAND COMMUNITY RADIO INCORPORATED**

#### **Part 1 PRELIMINARY**

##### Name

1. [a] The name of the association shall be Cumberland Community Radio Incorporated.
- [b] Reference throughout these rules to the association shall be read as a reference to Cumberland Community Radio Incorporated.

##### Objects

2. The objects of the association shall be:
  - [a] To develop community media activities in the local government areas of Parramatta, Holroyd and Baulkham Hills
  - [b] To furnish and equip studios and production facilities of professional quality for use by the community
  - [c] To produce, and to assist members of the community to produce, material suitable for transmission by electronic media
  - [d] To produce material and engage in activities aimed at the furtherance of these objectives
  - [e] To promote and encourage innovative and experimental use of media
  - [f] To promote and encourage the use of media by special interest and disadvantaged groups
  - [g] To encourage the full participation of all members of the association in all aspects of the association's activities.
  - [h] To undertake financial transactions and to make legal arrangements conducive to achieving any or all of the above objectives
  - [i] To engage in any or all operations, activities and publications conducive to any or all of the above objects solely or in conjunction with other individuals or entities.



## Interpretation

- 3.
- [a] In these rules, except insofar as the context or subject matter indicates or requires - "Ordinary member" means a member of the Board who is not an office bearer of the association as referred to in clause 15[b]
  - [b] "Secretary" means –
    - [i] The person holding office under these rules as secretary of the association, or
    - [ii] Where no such person holds that office - the public officer of the association
  - [c] "Special general meeting" means a meeting of the association convened for a particular purpose.
  - [d] "The Act" means the Associations Incorporation Act 2009
  - [e] "The Regulations" means the Associations Incorporation Regulation 2010
  - [f] In these rules –
    - [i] A reference to a function includes a reference to a power and authority and duty and
    - [ii] A reference to the exercise of a function includes, where the function is a duty; a reference to the performance of the duty.
  - [g] The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **PART 2 - MEMBERSHIP**

### Membership Qualifications

4. A person is qualified to be a member of the association if, but only if –
- [a] The person is a person referred to in section 15 [1] [a], [b] or [c] of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act, or
  - [b] The person is a natural person who
    - [i] has applied for membership of the association as provided by clause 5, and
    - [ii] has been approved for membership of the association by the Board of the association, or a general meeting.



- [c] The person is a co-operative, incorporated association, unincorporated association or company [however described and/or registered] who,
  - [i] has applied for membership of the association as provided by clause 5, and
  - [ii] has been approved for membership of the association by the Board of the association or a general meeting.

### Application for Membership

5. [a] An application for membership of the association
- [i] must be made in writing (including by email or other electronic means, if the Board so determines) in the form determined by the Board, and
  - [ii] must be lodged (including by electronic means, if the Board so determines) with the secretary of the association, accompanied by the prescribed fee
- [b] As soon as practicable after receiving an application for membership the secretary, shall refer the application to the Board which shall determine whether to approve or defer the application. An application may only be rejected if
- [i] there are reasonable grounds to believe that the applicant would not abide by the rules and objectives of the Association; or
  - [ii] required by law; or
  - [iii] the applicant has been convicted of an indictable offence;
- or
- [iv] there are reasonable grounds to believe that the applicant would not abide by the Community Broadcasting Code of Practice; or
  - [v] there are reasonable grounds to believe that the applicant would pose a security risk to members or premises of the association
- [c] Where the Board resolves to reject an application for membership, the applicant shall have the right of reply and appeal under rule 5[g] and 5[h]. Where the applicant exercises the right of reply the resolution of the Board is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after the service on the applicant of a notice under clause 5[g] [1], confirms the resolution in accordance with this rule.
- [d] Where the Board determines to approve the application for membership, the Secretary shall, as soon as is practicable, after that determination notify the

- applicant of that approval.
- [e] The secretary shall upon approval of membership enter the applicant's name in the register of members, and upon the name being so entered, the applicant becomes a member of the association.
  - [f] The secretary shall upon resolution of the Board to reject an application being overturned on reply or appeal and payment of the required membership fee by the applicant, enter the applicant's name in the register of members, and, on the name being entered, the applicant becomes a member of the association.
  - [g] Right of reply of rejected applicant or disciplined member
    - [1] Where the Board passes a resolution under rule 5[b], the secretary shall as soon as practicable, cause a notice in writing to be served on the applicant subject to the resolution
      - [a] setting out the resolution of the Board and the grounds on which it is based;
      - [b] stating that the applicant subject of the resolution may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
      - [c] stating the date, place and time of that meeting; and
      - [d] informing the applicant subject of the resolution that he may do either or both of the following:
        - [i] attend and speak at the meeting;
        - [ii] submit to the Board at or prior to the date of that meeting written representations relating to the resolution
    - [2] At a meeting of the Board held as referred to in clause [1] the Board shall
      - [a] give the applicant subject of the resolution an opportunity to make oral representations
      - [b] give due consideration to any written representations submitted to the Board by the applicant subject to the resolution at or prior to the meeting, and;
      - [c] by resolution determine whether to confirm or revoke the resolution
    - [3] Where the Board confirms a resolution under clause [2], the secretary shall within 7 days after that confirmation, by notice in writing inform the applicant subject of the resolution reasons for the confirmation and right of appeal under rule 5[h]
    - [4] A resolution confirmed by the Board does not take effect:

[a] until the expiration of the period within which the applicant subject of the resolution is entitled to appeal against the resolution where the applicant subject of the resolution does not exercise the right of appeal within that period; or

[b] where within that period the applicant subject of the resolution exercises the right of appeal, unless and until the association confirms the resolution under rule 5[h][4], whichever is the later.

#### [h] Right of Appeal of Rejected Applicant

[1] A rejected applicant may appeal to the association at a general meeting under rule 5[c], within 7 days after the notice of the resolution is served on the rejected applicant, by lodging with the secretary a notice to that effect.

[2] The notice may, but need not, be accompanied by a statement of the grounds on which the rejected applicant intends to rely for the purpose of the appeal.

[3] On receipt of a notice from the rejected applicant or member under clause [1], the secretary must notify the Board which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

[4] At a general meeting of the association convened under clause [3]:

[a] no business other than the question of the appeal is to be transacted; and

[b] the Board and the rejected applicant must be given the opportunity to state their respective cases orally or in writing or both; and

[c] the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

[5] If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed

#### Cessation of membership

6. A person ceases to be a member of the Association if the person-
  - [a] dies
  - [b] resigns that membership, or
  - [c] is expelled from the association
  - [d] fails to pay the annual membership fee as provided for under rule 10[d]



### Membership entitlement not transferable

7. 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 a person's membership.

### Resignation of membership

8. [a] A member of the association is not entitled to resign that membership except in accordance with this rule.

[b] 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 notice [being not less than 1 month or not less than such other period as the Board may determine] in writing to the Secretary of the member's intention to resign and, upon expiration of that period of notice, the person ceases to be a member.

[c] Where a member of the association ceases to be a member pursuant to sub-clause [b] and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### Register of members

9. [a] The Public Officer of the association 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 each person became a member.
- [b] The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association.

### Fees, subscriptions etc.

10. [a] A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the Board that other amount.
- [b] In addition to any amount payable by the member under subclause [a], a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the Board, that other amount:
- [i] except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
  - [ii] if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming

a member and before the first day of the financial year of the association in each succeeding calendar year.

[iii] Members who are due to renew their memberships shall not have their memberships terminated where they pay the prescribed annual membership fee on or before 31st July.

[c] The annual membership fee payable, and fee structure, shall be determined at the Annual General Meeting or Special General Meeting.

[d] Members who are due to renew their memberships shall not have their memberships terminated where they pay the prescribed annual membership fee on or before 31<sup>st</sup> July.

### Members' liabilities

11. The liabilities of the members of the association to contribute towards the payment of 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 clause 10.

### Disciplining of members

12. [a] Where the Board is of the opinion that a member of the association -

[i] has persistently refused or neglected to comply with a provision or provisions of these rules, or

[ii] has persistently and willfully acted in a manner prejudicial to the interests of the association, or

[iii] has committed a most serious breach of conduct justifying suspension from involvement in any or all of the activities of the Association, suspension from membership or expulsion from the Association

the Board may, by resolution –

[ iii]expel the member from the association, or

[iv] suspend the member from membership of the association for a specified period and to a maximum of 6 months or

[v] immediately suspend a member from involvement in any or all of the activities of the association including for the duration of any appeal

[vi] or caution the member or decide to take no further action

[b] A resolution of the Board under sub-clause [a] is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after the service on the member of a notice under sub-clause [c], confirms the resolution

in accordance with this rule.

- [c] Where the Board passes a resolution under sub-clause [a], the Secretary shall, within 7 days, cause a notice in writing to be served on the member
  - [i] setting out the resolution of the Board and the grounds on which it is based
  - [ii] stating that the member and/ or the member's representative may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice
  - [iii] stating the date, place and time of that meeting, and
  - [iv] informing the member that the member may do either or both of the following -
    - [1] attend and speak personally and/or through a representative at that meeting
    - [2] submit to the Board at or prior to the date of that meeting written representation relating to the resolution.
- [d] At a meeting of the Board held as referred to in sub-clause [c] the Board shall –
  - [i] give to the member and/or his/her representative a chance to make oral representations
  - [ii] give due consideration to any written representations submitted to the Board by the member at or prior to the meeting, and
  - [iii] by resolution determine whether to confirm or revoke the resolution.
- [e] Where the Board confirms a resolution under sub-clause [d] the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under clause 13.
- [f] A resolution under sub-clause 12 [a] [iii] and [iv] confirmed by the Board under sub-clause [d] does not take effect –
  - [i] until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period, or





- [ii] where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to clause 13[d]

### **Right of appeal of disciplined members**

13. [a] A member may appeal to the association in general meeting against a resolution of the Board which is confirmed under clause 12[d], within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- [b] Upon receipt of a notice from a member under sub-clause [a], the Secretary shall notify the Board which shall convene a special general meeting of the association to be held within 21 days after the date on which the Secretary received the notice.
- [c] At a general meeting of the association convened under sub-clause [b]
- [i] no business other than the question of the appeal shall be transacted
  - [ii] the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and
  - [iii] the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- [d] If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.



### 13A Resolution of Internal Disputes.

- [a] Disputes between members [in their capacity as members] of the association shall be dealt with in accordance with the provisions of rule 25.
- [b] Disputes between members and a committee established by the Board shall be dealt with by the Board.
- [c] Disputes between members and the association are to be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983
- [d] If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration

## **PART 3 - THE BOARD**

### Powers of the Board

- 14. The Board shall be called the Board of Management of the association and subject to the Act, the Regulations and these rules and to any resolutions 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 Board to be necessary or desirable for the proper management of the affairs of the association.

### Constitution and membership

- 15. [a] Subject in the case of the first members of the Board to section 21 of the Act, the Board shall consist of –
  - [i] the office bearers of the association, and
  - [ii] five ordinary members

each of whom shall be elected at the annual general meeting of the association pursuant to clause 16.

- [b] The office bearers of the Association shall be –
  - [i] the chairperson
  - [ii] the deputy chairperson
  - [iii] the treasurer
  - [iv] the secretary
- [c] Each member of the Board shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election
- 15. [d] In the event of a casual vacancy occurring in the membership of the Board, the Board 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 conclusion of the annual general meeting next following the date of the appointment.

### **Election of Members**

- 16 [a] Nomination of candidates for election as office-bearers of the association or ordinary members of the Board –
  - [i] 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
  - [ii] shall be delivered to the returning officer of the association not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- [b] If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- [c] If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be casual vacancies.
- [d] 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.
- [e] If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held



- [f] The ballot for the election of office-bearers and ordinary members shall be conducted at the annual general meeting by optional preferential voting.
- [g] A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another office at the same election.

### Secretary

17. [a] The Secretary of the association shall, as soon as practicable after being appointed as Secretary, lodge notice with the association of his or her address.
- [b] it is the duty of the Secretary to keep minutes of –
- [i] all appointments of office-bearers and members of the Board
  - [ii] the names of members of the Board present at a Board meeting or general meeting, and
  - [iii] all proceedings at Board meetings and general meetings.
- [c] Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting

### Treasurer

18. It is the duty of the Treasurer of the Association to assure that –
- [i] all money due to the association is collected and received and that all payments authorised by the association are made, and
  - [ii] correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association

### Casual vacancies

19. For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member –
- [a] dies
  - [b] ceases to be a member of the Association
  - [e] resigns office by notice in writing given to the Secretary
  - [d] is removed from office under clause 20



- [e] becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health
- [f] is absent without leave of the Board from three consecutive meetings of the Board, or
- [g] becomes an insolvent under administration within the meaning of the Corporations Law.

### Removal of Member

20. [a] The association in general meeting may by special resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- [b] Where a member of the Board to whom a proposed resolution referred to in sub-clause [a] relates makes representation in writing to the Secretary or Chairperson [not exceeding a reasonable length] and requests that the representation be notified to the members of the association, the Secretary or the Chairperson may send a copy of the representation to each member of the association or, if they are not so sent, the member is entitled to require that the representation be read out at the meeting at which the resolution is considered.

### Meeting and Quorum

21. [a] The Board shall meet at least once in each calendar month at such place and time as the Board may determine.
- [b] Additional meetings of the Board may be convened by the Chairperson or by any member of the Board.
- [c] Oral or written notice of a meeting of the Board shall be given by the Secretary to each member of the Board at least 48 hours [or such other period as may be unanimously agreed upon by the members of the Board] before the time appointed for the holding of the meeting.
- [d] Notice of a meeting under sub-clause [c] 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 Board members present at the meeting unanimously agree to treat as urgent business.

- [e] Any 5 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- [f] No business shall be transacted by the Board 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 an appropriate place at the earliest convenient time.
- [g] 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.
- [h] At a meeting of the Board –
  - [i] the Chairperson or, in the Chairperson's absence, the Deputy Chairperson shall preside, or
  - [ii] if the Chairperson and the Deputy Chairperson are absent or unwilling to act as such, one of the remaining members of the Board as may be chosen by the members present at the meeting shall preside.

#### Delegation by Board to Committees

22. [a] The Board may, by instrument in writing, delegate to one or more Committees [consisting of such member or members of the association as the Board think fit] the exercise of such of the functions of the Board as are specified in the instrument, other than –
- [i] this power of delegation, and
  - [ii] a function which is a duty imposed on the Board by the Act or by any other law.
- [b] A function the exercise of which has been delegated to a Committee under this rule may, while the delegation remains unrevoked be exercised from time to time by the Committee in accordance with the terms of the delegation.
- [c] A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

- [d] Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- 22.
- [e] Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
  - [f] The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
  - [g] A Committee may meet and adjourn as it thinks proper.

### **Voting and Decisions**

- 23.
- [a] Questions arising at a meeting of the Board or of any Committee appointed by the Board shall be determined by a majority of the votes of members of the Board or Committees present at the meeting.
  - [b] Each member present at the meeting of the Board or of any Committee appointed by the Board [including the person presiding at the meeting] is entitled to one vote and in the event of an equality of votes the question shall be resolved in the negative.
  - [c] Subject to clause 21[e], the Board may act notwithstanding any vacancy on the Board.
  - [d] Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or a Committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or Committee

### **PART 4 - PUBLIC OFFICER**

#### **Appointment and Functions of:**

- 24.
- [a] The Board shall ensure that a member is appointed as Public Officer.
  - [b] The Board may, at any time, remove the Public Officer and appoint a new Public Officer.
  - [c] The Public Officer shall be deemed to have vacated his or her position if he or she –

- [i] dies
  - [ii] resigns in writing, given to the Board
  - [iii] is removed by the Board or a General Meeting
  - [iv] becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit.
  - [v] becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, or
  - [vi] attains residency outside New South Wales
- [d] When a vacancy occurs in the position of Public Officer, the Board shall within 14 days, notify the Office of Fair Trading, by lodgment of the prescribed form and appoint a new Public Officer.
- [e] The Public Officer is required to notify the Office of Fair Trading by lodgment of the prescribed form, of the following circumstances and within the periods indicated –
- [i] his or her appointment [within 28 days]
  - [ii] a change of residential address [within 28 days]
  - [iii] a change in the association's objects or rules [within 28 days]
  - [iv] the association's financial affairs [within one month of the annual General Meeting] and
  - [v] a change in the association's name [within 28 days]
- [f] The Public Officer may be a Board member [normally the Secretary] or any member of the association regarded as being suitable for the position by the Board

## **PART 5 - COMMITTEES**

### Disputes Committee

25. [a] There shall be a Disputes Committee which shall function to identify and resolve disputes between members within the association by reference from the Board.





- [b] The Disputes Committee shall be comprised of –
  - [i] a representative appointed by the Board who shall chair Disputes Committee meetings, and
  - [ii] one representative from each of the disputing parties.
- [c] The Chairperson of the Disputes Committee shall convene meetings, prepare and distribute agenda and supporting papers and keep minutes of meetings.
- [d] Resolutions of the Disputes Committee shall be binding on all parties to the dispute where the decision of the committee is unanimous. Otherwise appeals shall lie with the Board.
- [e] The Board may decide not to refer a dispute to the Disputes Committee, and may seek to resolve any dispute.
- [f] The Disputes Committee shall meet within 2 weeks of the appointment of the Chairperson and proceedings shall be conducted in conformity with these rules. Meetings of the Disputes Committee shall be closed.

#### Production Committee

26. \*\*\*\*\*

#### Engineering Committee

27. \*\*\*\*\*

### **PART 6 – GENERAL MEETINGS**

#### Annual General Meeting - Holding of

- 28. [a] With the exception of the first Annual General Meeting of the association, the association shall, within the period of 6 months of the expiration of each financial year (1st July to 30th June) convene an Annual General Meeting of its members.
- [b] The association shall hold its first Annual General Meeting -



- [i] within the period of 18 months after its incorporation under the Act, and
  - [ii] within the period of 2 months after the expiration of the first financial year of the Association.
- [c] Sub-clauses [a] and [b] have effect subject to any extension or permission granted by the Office Of Fair Trading.

#### Annual General Meeting - Calling of and Business at

29. [a] The Annual General Meeting of the association shall, subject to the Act and to clause 28, be convened on such date and at such place and time as the Board thinks fit.
- [b] in addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be –
- [i] To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meetings held since that meeting.
  - [ii] to receive from the Board reports upon the activities of the association during the last preceding financial year.
  - [iii] to elect office-bearers, of the association and ordinary members of the Board
  - [iv] To receive and consider the association's financial statements or report required to be submitted to members under the Act and
  - [v] to conduct other business of which notice has been given to the members
- [c] An Annual General Meeting shall be specified as such in the notice convening it.

#### General Meetings- Calling of

30. [a] The Board shall convene a minimum of three General Meetings of the association in each membership year, such meetings to be held at least one calendar month apart.
- [b] The agenda for a General Meeting shall include financial and activities reports', matters referred to by the Board and matters raised from the floor or in correspondence.

#### Special General Meetings - Calling of

31. [a] The Board may, whenever it thinks fit, convene a Special General Meeting of the association.
- [b] The Board shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a Special General Meeting of the association.
- [c] A requisition of members for a Special General Meeting –
- [i] shall state the purpose or purposes of the meeting
  - [ii] shall be signed by the members making the requisition
  - [iii] shall be lodged with the Secretary, and
  - [iv] may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- [d] If the Board fails to convene a Special General Meeting to be held within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- [e] A Special General Meeting convened by a member or members as referred to in sub-clause [d] shall be convened as nearly as practicable in the same manner as General Meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

### Notice

- 32.[a] Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the association, the Secretary shall, at least 7 days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post, or other equivalent means as determined to be acceptable by the Board, to each member at the member's address appearing in the register of members, a notice specifying the date, place and time of the meeting and the nature of the business to be transacted at the meeting.
- [b] Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the association, the Secretary shall, at least 21 days before the date fixed for the date of the holding of the General Meeting, cause notice to be sent to each member in the manner provided in sub clause [a] specifying in addition to the matter required under sub-clause [a], the intention to propose the resolution as a special resolution.

- [c] No business other than that specified in the notice of the General Meeting shall be transacted at the meeting except, that in the case of an Annual General Meeting, business which may be transacted pursuant to clause 29[b].
- [d] A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

### Procedure

- 33
- [a] 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.
  - [b] 15 members or 20 per cent of the membership, whichever is the lesser, present in person [being members entitled under these rules to vote at a General Meeting] constitute a quorum for the transaction of the business of a General Meeting.
  - [c] If within half an hour of 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 an appropriate place at the earliest convenient time.
  - [d] 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 meeting shall lapse.

### Presiding Member

- 34.
- [a] The Chairperson or, in the Chairperson's absence, the Deputy Chairperson, shall preside at each General Meeting of the association.
  - [b] If the Chairperson and the Deputy Chairperson are absent from a General Meeting or unwilling to act, the members present shall elect one of their number to preside at the meeting.

### Adjournment

- 35.
- [a] The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of the 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 of which the adjournment took place.
  - [b] Where a General Meeting is adjourned for 14 days or more, the Secretary shall give at least 7 days' written 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.

[c] Except as provided in sub-clause [a] and [b], notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### Making of Decisions

36. [a] 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 a 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, 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.

[b] At a General Meeting of the association, a poll may be demanded by the Chairperson or by not less than 2 members present in person or by proxy at the meeting.

[c] Where a poll is demanded at a General Meeting, the poll shall be taken immediately, and unless a secret ballot is resolved to be conducted, the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

[d] Notwithstanding the provisions of sub-clause [c], all resolutions involving expulsion from the association shall be resolved by secret ballot.

[e] Where a secret ballot is taken the resolution of the secret ballot shall be deemed to be the resolution of the meeting on that matter.

### Special Resolutions

37. A resolution of the association is a special resolution if –

[a] it is passed by a majority which comprises not less than 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 not less than 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 Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in sub-clause [a] - the resolution is passed in a manner specified by the Commissioner.

### Voting



38. [a] Upon any question arising at a General Meeting of the association a member has one vote only.
- [b] All votes shall be given personally with the exception of proxy votes as outlined in clause 39.
- [c] In the case of an equality of votes on a question at a General Meeting the matter shall be resolved in the negative. In the case of an election the matter shall be resolved by draw from a hat.
38. [d] Group members, as defined in clause 4[c], shall be entitled to one vote only. This vote shall be exercised by a person whose name has been forwarded to the association, in writing, by that group member.
- [e] No person shall be entitled to cast a vote on behalf of more than one group member of the association.

#### Appointment of Proxies

39. [a] There shall be available the appointment of proxy votes as prescribed in this section.
- [b] Proxy votes shall be limited to meetings which are either Special General Meetings or the Annual General Meeting.
- [c] A proxy holder shall deliver to the Secretary or in his/her absence, the Chairperson, a proxy form before the commencement of the meeting for which the proxy is applicable.
- [d] A proxy form shall indicate –
- [i] the name and address of the eligible voting member and shall be signed by the eligible voting member
  - [ii] the name of the member in attendance to whom the vested right of the proxy is granted and the meeting at which the proxy is to be exercised, and
  - [iii] restrictions, if any, on the vested right of the proxy holder.
- [e] The maximum number of proxy votes which may be held by an individual member at a meeting shall be one.
- [f] A proxy vote shall not be determinative for the purpose of establishing a quorum.



## **PART 7 – MISCELLANEOUS**

### **Insurance**

40. [a] The association shall affect and maintain insurance as considered necessary.

### **Funds – Source**

41. [a] The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations, grants, sponsorship and subject to any resolution passed by the association in General Meeting, such other sources as the association determines.

[b] 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.

[c] The association shall, as soon as practicable after receiving any money, issue an appropriate receipt, if requested.

### **Funds – Management**

42. [a] 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 association determines, and no portion shall be distributed directly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

[b] All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of four members of the Board nominated by resolution of the Board.

### **Alteration of Objects and Rules**

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

### **Common Seal**

44. [a] The common seal of the association shall be kept in the custody of the Secretary.

[b] The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested



by the signatures either of 2 members of the Board or of one member of the Board and of the Public Officer or Secretary.

#### Custody of Books etc.

45. Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records books and other documents relating to the association.

#### Inspection of Books etc.

46. The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association.

#### Returning Officer

47. [a] The Returning Officer of the association shall be appointed by the Board.
- [b] The Returning Officer shall conduct all ballots of the association.
- [c] If unable or unwilling to conduct any ballot the Board or a General Meeting may appoint a pro- tem returning officer.

#### Service of Notices

48. [a] For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally by sending it by post, or by an equivalent means as determined by the Board, to the member at the member's address shown in the register of members.
- [b] Where a document is sent to a person by properly addressing, pre-paying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose 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.

#### Surplus Property

49. In the event of the winding up or the cancellation of the incorporation of the association, the surplus property of the association shall be distributed in accordance with a special resolution of the association and with the approval of the Office of Fair Trading.





## Disclosure of interests

50.(1) If:

- (a) a board member has a direct or indirect interest in a matter being considered or about to be considered at a meeting, and
- (b) the interest appears to raise a conflict with the proper performance of the board member's duties in relation to the consideration of the matter,

the board member must, as soon as possible after the relevant facts have come to the board member's knowledge, disclose the nature of the interest at the meeting.

- (2) A disclosure by a board member at a meeting that the board member:
  - (a) is a member, or is in the employment, of a specified company or other body, or
  - (b) is a partner, or is in the employment, of a specified person, or
  - (c) has some other specified interest relating to a specified company or other body or to a specified person,

is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person that may arise after the date of the disclosure and that is required to be disclosed under subsection (1).

(3) Particulars of any disclosure made under this section must be recorded by the secretary in a book kept for that purpose and that book must be open at all reasonable hours to inspection by any member of the association without fee.

(4) The book must be kept at the same address as the register of board members.

(5) After a board member has disclosed the nature of an interest in any matter, the board member must not, unless the board otherwise determines:

- (a) be present during any deliberation by the board or the members with respect to the matter, or
- (b) take part in any decision of the board or the members with respect to the matter.

(6) For the purposes of the making of a determination by the board or members' meeting under subsection (5), a board member who has a direct or indirect interest in a matter to which the disclosure relates must not:

- (a) be present during any deliberation of the meeting for the purpose of making the determination, or
- (b) take part in the making by the board or members of the determination.

(7) A contravention of this section does not invalidate any decision of the board or meeting.