

# OBJECTS AND RULES OF THE HISTORY COUNCIL OF NEW SOUTH WALES INC

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As at 28 February 2014

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## **PART I - PRELIMINARY**

### **1. DEFINITIONS**

1.1 The name of the association is the History Council of New South Wales Inc (referred to in these rules as "the association").

1.2 The objects of the association are:

- (a) to provide a forum for identifying and responding to issues of relevance to the practice of history;
- (b) to encourage and strengthen recognition of history in policy and practice within the activities of government, business and the general community;
- (c) to foster and encourage culturally diverse approaches to the pursuit of history;
- (d) to raise awareness and appreciation of Aboriginal people's history and Aboriginal perspectives on history;
- (e) to celebrate the diversity of and encourage excellence in historical practice;
- (f) to promote communication within the history community.

1.3 In these rules:

"Aboriginal member" means a member whose Aboriginality is recognised by an Aboriginal community and who indicates Aboriginality on the membership application form;

"Aboriginal organisation" means an association, body or group comprised, or substantially comprised, of Aboriginal persons having as its principal objects the furtherance of interests of Aboriginal people;

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

"the committee" means the Executive Committee of the association constituted under Part III of these rules;

"Corporate Member" means a legally constituted organisation;

"councillor" means a member of the General Council who is not an office holder of the association, as referred to in rule 19;

"General Council" means the Council constituted under Part III of these rules;

"Individual Member" means an individual who is a member of the organisation;

"Secretary" means:

- (a) the person holding office under these rules as secretary of the association; or
- (b) if no such person holds that office - the public officer of the association;

"special general meeting" means a general meeting of the association other than an annual general meeting;

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

1.4 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, if the function is a duty, a reference to the performance of the duty.

1.5 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 II - MEMBERSHIP**

### **2. MEMBERSHIP QUALIFICATIONS**

Membership of the association will be in the categories of corporate or individual. A person, or group of persons, is qualified to be a member/s 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:
  - (i) who has been nominated for membership of the association as provided by rule 3; and
  - (ii) who has been approved for membership of the association by the General Council of the association.

### **3. NOMINATION FOR MEMBERSHIP**

3.1 A nomination of a person for membership of the association:

- (a) must be made by a member of the association in writing; or
- (b) must be made in the form of an application on the part of the person wishing to join the association; and
- (c) must be lodged with the Secretary of the association.

3.2 As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the General Council which must determine whether to approve or to reject the nomination.

3.3 If the General Council determines to approve a nomination for membership, the Secretary must, as soon as practical after that determination, notify the nominee of that approval and request the nominee to pay (within 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.

3.4 The Secretary must, on payment by the nominee of the amounts referred to in clause 3.3, within the period referred to in that clause, enter the nominee's name in the register of members and, on the same being entered, the nominee becomes a member of the association.

### **4. CESSATION OF MEMBERSHIP**

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

- (a) dies; or
- (b) resigns that membership; or
- (c) is expelled from the association

### **5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

A right, privilege and 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.

### **6. RESIGNATION OF MEMBERSHIP**

6.1 A member of the association is not entitled to resign that membership except in accordance with this rule.

6.2 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 Secretary written notice of at least one month (or such other period as the General Council may determine) of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

6.3 If a member of the association ceases to be a member under clause 6.2, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## 7. REGISTER OF MEMBERS

7.1 The Public Officer of the association must 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.

7.2 The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.

## 8. FEES, SUBSCRIPTIONS, ETC

8.1 A member of the association must, upon admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the General Council, that other amount.

8.2 In addition to any amount payable by the member under clause 8.1 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 General Council, that other amount -

(a) except as provided by paragraph (b), before 1st July in each calendar year, or

(b) if the member becomes a member on or after 1st July in any calendar year - upon becoming a member and before 1st July in each succeeding year.

## 9. 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, 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 8.

## 10. RESOLUTION OF INTERNAL DISPUTES

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 centre for mediation in accordance with the Community Justices Centres Act 1983.

## 11. DISCIPLINING OF MEMBERS

11.1 A complaint may be made by any member of the association that some other member of the association:

(a) has persistently refused or neglected to comply with a provision or provisions of these rules; or  
(b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.

11.2 On receiving such a complaint the General Council:

(a) must cause notice of the complaint to be served on the member concerned; and

(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the General Council in connection with the complaint; and

(c) must take into consideration any submissions made by the member in connection with the complaint.

11.3 The General Council may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

11.4 If the General Council expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the General Council for having taken that action and of the member's right of appeal under rule 12.

11.5 The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or

(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 12.4 whichever is the later.

## 12. RIGHT OF APPEAL OF DISCIPLINED MEMBER

12.1 A member may appeal to the association in a general meeting against a resolution of the General Council under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

12.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

12.3 On receipt of notice from a member under clause 12.1, the Secretary must notify the General Council which must convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

12.4 At a general meeting of the association convened under clause 12.3:

(a) no business other than the question of the appeal must be transacted;

(b) the General Council and the member 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.

12.5 If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **PART III - GOVERNANCE**

### **13. THE GENERAL COUNCIL AND THE EXECUTIVE COMMITTEE**

13.1 The members of the association shall elect from the membership sufficient members to form a General Council. The members of the General Council shall be known as Councillors.

13.2 The Councillors shall elect from amongst themselves the office holders and two other members of the association who may or may not be Councillors, to form the Executive Committee of the association.

13.3 There shall be a permanent standing committee of the General Council named the Executive Committee.

### **14. FUNCTIONS OF THE GENERAL COUNCIL**

The Council is to be called the General Council 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) elect the office holders and other members of the Executive Committee;
- (b) approve, upon recommendation by the Executive Committee, expenditure of sums of money greater than \$20,000 or a figure to be determined by the General Council;
- (c) set strategic directions for the association;
- (d) develop policy for the association;
- (e) set the annual and other regular priorities for the association;
- (f) develop general planning for the activities of the association;
- (g) consider any issues referred to the General Council by the Executive Committee.

### **15. FUNCTIONS OF THE EXECUTIVE COMMITTEE**

The committee is to be called the Executive 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) is to control and manage the affairs of the association; and
- (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 the Council or 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.

### **16. CONSTITUTION AND MEMBERSHIP OF THE GENERAL COUNCIL**

16.1 The General Council is to consist of 20 councillors each of whom is to be elected at, or whose election is to be confirmed at, the annual general meeting of the association under rule 15.

16.2 The office holders of the association will be -

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

16.3 Each Councillor is, subject to these rules, to hold office for a two year period until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election provided that they have attended at least 60% of General Council meetings during the period or, in the case of less than 60% attendance, have been granted leave of absence for exceptional circumstances as determined by the General Council.

16.4 In the event of a casual vacancy occurring in the membership of the General Council, the General Council may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

16.5 In the case that an elected Councillor can no longer represent the Corporate Member which has nominated them, that Corporate Member may nominate another representative to sit on the General Council for the remainder of the elected term. If a replacement nomination is not received two weeks prior to the next scheduled meeting of the General Council, the position will be considered a casual vacancy.

## 17. CONSTITUTION AND MEMBERSHIP OF THE EXECUTIVE COMMITTEE

17.1 The Executive Committee is to consist of six members of the association each of whom is to be elected, subject to Rule 17.7, at the first meeting of the General Council following its election each year.

17.2 The committee will consist of the four office holders and two other members of the association.

17.3 Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election or co-option, but is eligible for re-election or co-option provided that they have attended at least 60% of committee meetings during the year or, in the case of less than 60% attendance, have been granted leave of absence for exceptional circumstances as determined by the committee.

17.4 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 is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

17.5 The maximum term in office of any one member as an office holder will be six years.

17.6 The maximum term in office of any one member as a member of the Executive Committee shall be six consecutive years.

17.7 The Executive Committee may co-opt up to two additional members of the association as members of the committee.

## 18. ELECTION OF COUNCILLORS

18.1 The Council will comprise 20 *persons*, 18 of whom will be elected by the corporate and individual membership and 2 of whom will be elected by the Aboriginal membership of the association. The 18 councillors elected by the corporate and individual membership will comprise 15 elected by the corporate membership and 3 elected by the individual membership. *The 15 people elected by the corporate membership will be the nominated representatives of Corporate Members.* The 2 Aboriginal councillors are to be nominated by Aboriginal members (corporate or individual) of the association, or by Aboriginal organisations (not necessarily members of the association). If there are more than two nominees, Aboriginal members of the association will be asked to select their preferred two councillors.

18.2 Nominations for candidates for election for the General Council:

- (a) must be made in writing signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) must not exceed 2 nominations from each corporate member

(c) must be delivered to the Secretary of the association not less than 7 days before the date fixed for the holding of the annual general meeting if the election is to take place on that date.

(d) must be delivered to the Secretary of the association not less 28 days before the date fixed for the holding of the annual general meeting if the election is to take place by postal ballot.

18.3 If insufficient nominations are received to fill all vacancies on the General Council the candidates nominated are taken to be elected and further nominations must be received at the annual general meeting.

18.4 If insufficient further nominations are received any vacant positions remaining on the General Council must be deemed to be casual vacancies.

18.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be deemed to be elected.

18.6 If the number of nominations received exceeds the number of vacancies to be filled a ballot must be held.

18.7 The ballot for the election of the General Council is to be conducted either at the general meeting or by a postal ballot conducted prior to the general meeting in such usual and proper manner as the committee directs.

18.8 The office holders of the association will be elected from and by the General Council at the first meeting of the General Council following the annual general meeting.

18.9 The result of the ballot for the 15 members of the General Council elected by the corporate membership shall be determined before the counting of votes for the 3 councillors elected by the individual membership, and the method of the election will be according to a system of compulsory preferential voting.

18.10 Each of the Aboriginal positions will be on an alternate delegate status. The two alternate councillors will be nominated at the time of the declaration of the results of the election. Each of the two alternate councillors will have observer rights when not representing one of the elected councillors.

18.11 The ballots for the election of councillors shall be conducted every second year, with the first such ballot to be held for the election of the councillors that will take office in 2009.

## 19. ROLES AND RESPONSIBILITIES OF COUNCILLORS

19.1 Corporate councillors are elected as representatives of corporate Members to provide input on issues from the perspective of the Corporate Member they represent. As such, it is the responsibility of corporate councillors to report back to the Corporate Member on the activities of the association.

19.2 If a corporate councillor is unable to attend a meeting, a replacement from that Corporate Member may be sent as a substitute.

## 20. THE OFFICE HOLDERS

20.1 The maximum term in office of any one member as the holder of the office of President, Vice President, Secretary or Treasurer shall be six consecutive years.

### 20.2 THE PRESIDENT

The President of the association shall:

- (a) chair all meetings of the General Council, the Executive Committee and general meetings unless otherwise provided for,
- (b) in the case of an equality of votes at any meeting of the General Council, the committee or a general meeting, exercise an additional casting vote,
- (c) act as the public spokesperson or advocate for the association,
- (d) assist and advise, the chair of any working party or sub-committee under Rules 24 and 25 in their functions as chair.

### 20.3 THE VICE-PRESIDENT

The Vice-President of the association shall

- (a) undertake all the functions of the President in the absence, incapacity or refusal of the President,
- (b) serve the remainder of any term of office held by the President should the office of President become vacant under Rule 20,
- (c) generally assist the President in the functions of that office if requested.

### 20.4 THE SECRETARY

20.4.1 The Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

20.4.2 It is the duty of the Secretary to keep minutes of:

- (a) all appointments of office-holders and members of the committee;
- (b) the names of councillors present at a Council meeting, members of the committee present at a committee meeting and members of the association present at a general meeting; and
- (c) all proceedings at Council, committee and general meetings.

20.4.3 Minutes of proceedings at a meeting must be signed by the chair of the meeting or by the chair of the next succeeding meeting.

### 20.5 THE TREASURER

It is the duty of the Treasurer of the association to ensure that:

- (a) all money due to the association is collected and received and that all payments authorised by the association are made; and
- (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.

### 21. CASUAL VACANCIES

For the purpose of these rules, a casual vacancy in the office of a councillor or 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 Law;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under rule 22;
- (f) becomes a mentally incapacitated person; or
- (g) is absent without consent from all meetings of the General Council or the committee held during a period of 6 months.

### 22. REMOVAL OF MEMBER

22.1 The association in a general meeting may by resolution remove any member of the General Council or the committee from their office before the expiration of the councillor's or member's term of office and may by resolution appoint another person to hold office until the expiration for the term of office of the councillor or member so removed.

22.2 If a member of the General Council or committee to whom a proposed resolution referred to in clause 22.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the Secretary or the President may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## 23. MEETINGS AND QUORUM OF THE GENERAL COUNCIL

23.1 The General Council must meet at least 3 times in each period of 12 months at such place and time as the General Council may determine.

23.2 The first meeting of the General Council shall be held within 21 days of the annual general meeting.

23.3 A meeting schedule of the General Council will be confirmed annually at the first meeting after the annual general meeting.

23.4 Additional meetings of the General Council may be convened by the President.

23.5 Oral or written notice of a meeting must be given by the Secretary to each member of the General Council at least 48 hours (or such other period as may be unanimously agreed on by the Councillors) before the time appointed for the holding of the meeting.

23.6 Notice of a meeting given under clause 22.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the councillors present at the meeting a majority of two thirds agree to treat as urgent business.

23.7 Any 10 councillors constitute a quorum for the transaction of the business of a meeting of the General Council.

23.8 No business is to be transacted by the General Council 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 is to stand adjourned to the same place at the same hour of the same day in the following week.

23.9 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

23.10 At a meeting of the General Council:

- (a) the President, or in the President's absence, the Vice-President must preside; or
- (b) if the President or Vice-President are absent or unwilling to act such one of the remaining councillors as may be chosen by the councillors present at the meeting is to preside.

## 24. MEETINGS AND QUORUM OF THE EXECUTIVE COMMITTEE

24.1 The first meeting of the Executive Committee shall be within 21 days after election.

24.2 The Executive Committee must meet at least 4 times in each period of 12 months at such place and time as the committee may determine.

24.3 A meeting schedule of the Executive Committee will be confirmed annually at the first meeting after the annual general meeting.

24.4 Additional meetings of the committee may be convened by the President or any member of the committee.

24.4 Oral or written notice of a meeting must be given by the Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

24.5 Notice of a meeting given under clause 23.4 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the members of the committee present at the meeting unanimously agree to treat as urgent business.

24.6 Any 4 committee members constitute a quorum for the transaction of the business of a meeting of the committee.

24.7 No business is to 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 is to stand adjourned to the same place at the same hour of the same day in the following week.

24.8 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

24.9 At a meeting of the committee:

- (a) the President, or in the President's absence, the Vice-President must preside; or
- (b) if the President or 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 is to preside.

## 25. DELEGATION BY THE GENERAL COUNCIL TO A WORKING PARTY

25.1 The General Council may, by instrument in writing, delegate to one or more working parties (consisting of such councillors or members of the association as the General Council thinks fit), or to the Executive Committee, the exercise of such of the functions of the General Council as are specified in the instrument, 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.

25.2 A function the exercise of which has been delegated to a working group under this rule may, while the delegation remains unrevoked, be exercised from time to time by the working group in accordance with the terms of the delegation.

25.3 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.

25.4 Despite any delegations under this rule the General Council may continue to exercise any function delegated.

25.5 Any act or thing done or suffered by a working group 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 General Council.

25.6 The General Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.

25.7 A working group may meet and adjourn as it thinks proper.

25.8 A member of a working group shall be nominated by the other members to chair its meetings and report back to the General Council.

25.9 A member of the working group shall be nominated by the other members to keep an accurate record of the proceedings and decisions of the working party.

## 26. DELEGATION BY THE EXECUTIVE COMMITTEE TO SUB-COMMITTEE

26.1 The Executive Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such 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 duty imposed on the committee by the Act or by any other law.

26.2 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.

26.3 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.

26.4 Despite any delegations under this rule the committee may continue to exercise any function delegated.

26.5 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.

26.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

26.7 A sub-committee may meet and adjourn as it thinks proper.

26.8 A member of a sub-committee shall be nominated by the other members to chair its meetings and report back to the committee.

26.9 A member of the sub-committee shall be nominated by the other members to keep an accurate record of the proceedings and decisions of the sub-committee.

## 27. VOTING AND DECISIONS

27.1 Questions arising at a meeting of the General Council or a working party appointed by the General Council, or of the committee or of any sub-committee appointed by the committee must be determined by a majority of the votes of members of the General Council, working party, committee or sub-committee present at the meeting.

27.2 Each member present at a meeting of the General Council, working party 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 may exercise a second or casting vote.

27.3 Subject to rule 23.6 the General Council or the committee may act despite any vacancy on the General Council or the committee.

27.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the General Council or a working group, or 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 General Council, working group, committee or sub-committee.

## **PART IV - GENERAL MEETINGS**

### **28. ANNUAL GENERAL MEETINGS - HOLDING OF**

28.1 With the exception of the first annual general meeting of the association, the association must, 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.

28.2 The association must 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.

28.3 Clauses 28.1 and 28.2 have effect subject to any extension or permission granted by the Commission under section 26 (3) of the Act.

### **29. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT**

29.1 The annual general meeting of the association must, subject to the Act and to rule 28, be convened on such date and at such place and time as the General Council thinks fit.

29.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting must be:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the General Council reports upon the activities of the association during the last preceding financial year;
- (c) to receive and consider the statement which is required to be submitted to members pursuant to section 26 (6) of the Act.

29.3 Every alternate annual general meeting shall elect councillors of the General Council or confirm the results of a postal ballot held to elect councillors of the committee effective from the annual general meeting of 2009.

29.4 An annual general meeting must be specified as such in the notice convening it.

### **30. SPECIAL GENERAL MEETINGS - CALLING OF**

30.1 The General Council may, whenever it thinks fit, convene a special general meeting of the association.

30.2 The General Council must, on the requisition in writing of not less than 5 percent of the total number of members, convene a special general meeting of the association.

30.3 A requisition of members for a special general meeting:

- (a) must state the purpose or purposes of the meeting;
- (b) must be signed by the members making the requisition;
- (c) must be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

30.4 If the General Council fails to convene a special general meeting to be held within 1 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.

30.5 A special general meeting convened by a member or members as referred to in clause 29.4 must be convened as nearly as practicable in the same manner as general meetings are convened by the General Council and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

## 31. NOTICE

31.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, notice of general meetings must be given in the association's newsletter which is sent to all financial members. The notice must specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

31.2 When the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, 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 clause 10.1 specifying, in addition to the matter required under clause 30.1, the intention to propose the resolution as a special resolution.

31.3 No business other than that specified in the notice convening a general meeting must be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 29.2.

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

## 32. PROCEDURE

32.1 No item of business must 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.

32.2 Ten members 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.

32.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members is to be dissolved; and
- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the 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.

32.4 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) are to constitute a quorum.

## 33. ADJOURNMENT

33.1 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 may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

33.2 Where a general meeting is adjourned for 14 days or more, the Secretary must 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.

33.3 Except as provided in clauses 32.1 and 32.2, 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.

#### 34. MAKING OF DECISIONS

34.1 A question arising at a general meeting of the association must be determined on a show of hands and, unless before or on 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, 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.

34.2 At a general meeting of the association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.

34.3 Where a poll is demanded at a general meeting, the poll must 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 must be deemed to be the resolution of the meeting on that matter.

#### 35. SPECIAL RESOLUTION

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 was given in accordance with these rules; or
- (b) where it is made to appear to the Commission 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 Commission.

#### 36. VOTING

36.1 Upon any question arising at a general meeting of the association a corporate member has two votes and an individual member has one vote only.

36.2 All votes must be given personally or by proxy but no member may hold more than 5 proxies.

36.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

36.4 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.

#### 37. APPOINTMENT OF PROXIES

Each member must be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

## **PART V - THE WORKPLACE**

### **38. EMPLOYEES**

The Executive Committee may employ, contract or otherwise engage a person or persons to perform such function or functions of the association as the Executive Committee deems necessary.

## **PART VI - CODE OF CONDUCT**

### **39. CODE OF CONDUCT**

39.1 The General Council may adopt, and from time to time revise, a Code of Conduct.

39.2 Members and any person engaged under rule 38 will abide by the Code of Conduct.

## **PART VII MISCELLANEOUS**

### **40. INSURANCE**

40.1 The association must effect and maintain insurance pursuant to section 44 of the Act.

40.2 In addition to the insurance required under clause 40.1, the association may effect and maintain other insurance.

### **41. FUNDS - SOURCE**

41.1 The funds of the association must be derived from entrance fees and annual subscriptions of members, donations, grants, sponsorship, bequests, gifts and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

41.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

41.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

41.4 A public fund will be maintained to which gifts of money or property can be made. All money received as gifts or donations, including interest accrued thereon will be made to this fund.

41.5 The public fund will be opened exclusively for the purpose of receiving gifts and donations.

41.6 In the event of the public fund being wound up, any surplus assets remaining after the payment of liabilities of the relief fund shall be transferred to some other fund, authority or institution having objects similar to the objects of this public fund and that are eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997*, and are listed on the Register of Cultural Organisations maintained under the Act.

### **42. FUNDS - MANAGEMENT**

42.1 Subject to any resolution passed by the association in general meeting, the income and assets of the association must be used in pursuance of the objects of the association in such manner as the General Council determines.

42.2 The public fund will be administered exclusively by a subcommittee of the General Council, the majority of whom will meet the persons of responsibility criteria (as outlined in paragraph 9 (f) of Taxation Ruling TR 95/27).

42.3 The assets and income of the public fund and the organisation in general shall be applied exclusively to further the objects of the association and no portion shall be paid or distributed directly or indirectly to the members or office bearers of the association except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or organisation, or proper remuneration for administrative services.

42.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the General Council or employees of the association, being members or employees authorised to do so by the committee.

42.5 The financial year of the association shall run from January 1 to December 31.

42.6 The association must nominate an auditor for the coming financial year at the annual general meeting.

#### 43. ALTERATION OF OBJECTS AND RULES

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

#### 44. COMMON SEAL

44.1 The common seal of the association must be kept in the custody of the Public Officer.

44.2 The common seal must not be affixed to any instrument except by the authority of the General Council and the affixing of the common seal must be attested by the signatures either of 2 members of the General Council or of 1 member of the General Council and of the Public Officer or Secretary.

#### 45. CUSTODY OF BOOKS

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

#### 46. INSPECTION OF BOOKS

The records, books and other documents of the association must be open to inspection, free of charge, by any members of the association at any reasonable hour.

#### 47. SERVICE OF NOTICES

47.1 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.

47.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document must, 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.

#### 48. DISSOLUTION

In the event of the organisation being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the organisation in accordance with its powers to any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.