

# KALAMUNDA AERONAUTICAL MODEL SOCIETY INC

## RULES OF INCORPORATION

### NAME OF SOCIETY

1. The name of the Society is **Kalamunda Aeronautical Model Society Inc.**

### DEFINITIONS

2. In these rules, unless the contrary intention appears –

“Executive Committee meeting” means meeting referred to in rule 24 (1);

“Executive Committee member” means person referred to in paragraph (a), (b), (c), (d), (e) or (f) of rule 17 (1);

“financial year” has the meaning given by section 3 (1) of the Act, a reference in that section to –

(a) “an incorporated association” or “the association” being construed as a reference to the Society; and

(b) “the Committee” being construed as a reference to the Executive Committee;

“general meeting” means meeting convened under rule 27;

“member” means member of the Society;

“ordinary resolution” means resolution other than a special resolution;

“special resolution” has the meaning given by section 24 of the Act;

“the Act” means the *Associations Incorporation Act 1987*;

“the Society” means the Society referred to in rule 1;

“the President” means –

(a) the President referred to in rule 17 (1) (a)

(b) in relation to the proceedings at an Executive Committee meeting or general meeting, the person presiding at the Executive Committee meeting or general meeting in accordance with rule 18; or

(c) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 18 (2).

“the Committee” means the Executive Committee of Management of the Society referred to in rule 17 (1);

“the Secretary” means the Secretary referred to in rule 17 (1) (b);

“the Treasurer” means the Treasurer referred to in rule 17 (1) (c);

“the Safety Officer” means the Safety Officer referred to in rule 17 (1) (d);

“the Membership Administrator” means the Membership Administrator referred to in rule 17 (1) (e);

“the Newsletter” means the Newsletter referred to in rule 35;

“the Flying Field” is the property at 71 Jackson Road, Oldbury, which is owned by the Society and is used for the activities of the Society;

“the By-Laws” of the Society are those rules relating to the activities of the Society.

### **OBJECT OF THE SOCIETY**

- 3.(1) The object of the Society is to foster and promote group activity to encompass all aspects of model aircraft.
- 3.(2) The property and income of the Society shall be applied solely towards the promotion of the objects of the Society and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

### **QUALIFICATIONS FOR MEMBERSHIP OF THE SOCIETY**

- 4.(1) Membership of the Society is open to natural persons only.

### **TYPES OF MEMBERSHIP**

- 5.(1) The Society shall consist of members divided into the following types:
  - a) Senior Members
  - b) Remote Members
  - c) Associate Members
  - d) Junior Members
  - e) Student Members
  - f) Honorary Members
- 5.(2) The number of members in each type and the total number of members shall be established by the Society.

### **SENIOR MEMBERS**

- 6.(1) “Senior Member” means a person over the age of 18 years who has been elected as a Senior Member in accordance with the provisions of these rules.
- 6.(2) Without limiting the rights conferred on a Senior Member elsewhere in these rules, a Senior Member is entitled to:

- a) attend and vote at General Meetings;
- b) Nominate for any office in the Society;
- c) Propose or second a person for any class of membership of the Society;
- d) Propose or second any member for any office of the Society;
- e) Use any facilities of the Society unless otherwise restricted by these rules, By-Laws or other proclaimed procedures or practices of the Society.

## **REMOTE MEMBERS**

- 7.(1) "Remote Member" means any person eligible for election as a Remote Member and elected to such membership in accordance with these rules.
- 7.(2) A person is not eligible for election as a Remote Member unless that person would also be eligible for election as a Senior Member of the Society.
- 7.(3) A person is only eligible for election as a Remote Member or being a Senior Member to be re-designated as a Remote Member if in the opinion of the Executive Committee the usual place of residence of that person is situated more than 100 kilometres from the Flying Field.
- 7.(4) Together with the payment of their Annual Subscription, Remote Members shall each year provide to the Treasurer proof of their usual place of residence.
- 7.(5) A Remote Member shall become a Senior Member by ceasing to be eligible for Remote membership.
- 7.(6) A Remote Member may request designation as a Senior Member notwithstanding continuing eligibility as a Remote Member.
- 7.(7) A Remote Member shall be entitled to exercise all of the rights and privileges of a Senior Member except that a Remote Member:
  - (a) may not vote at any General Meeting of the Society;
  - (b) shall be ineligible for any office in the Society;
  - (c) may not propose or second the nomination of any person for any type of membership of the society ;
  - (d) may not propose any member for any office of the society.

## **ASSOCIATE MEMBERS**

- 8.(1) "Associate Member" means a person over the age of 18 years who has been elected as an Associate Member of the Society in accordance within the provisions of these rules.
- 8.(2) An Associate Member shall be entitled to exercise all the rights and privileges of a member of the Society, except that an Associate Member:
  - (a) may not vote at any General Meeting of the Society;

- (b) shall be ineligible for election to the Executive General Committee of the Society;
- (c) may not nominate or second the nomination of any candidate for any class or type of membership in the Society;
- (d) may not propose or second the nomination of any person for any type of membership of the society ;
- (e) may not propose any member for any office of the society.
- (f) may not at any time be in charge of and/or pilot a model aircraft at the Flying Field.

## **JUNIOR MEMBERS**

- 9.(1) “Junior Member” means a person under the age of 18 years who has been elected as a Junior Member in accordance with the provisions of these rules, except that a Junior Member :
- (a) may not vote at any General Meeting of the Society;
  - (b) shall be ineligible for any office in the Society;
  - (c) may not propose or second the nomination of any person for any type of membership of the society ;
  - (d) may not propose any member for any office of the society.
- 9.(2) A Junior Member shall cease to be a Junior Member at the end of the financial year after the date on which he/she attained the age of 18 years, provided that where , prior to the end of the financial year, a nomination to become a Student Member, Senior Member, Remote Member or Associate Member has been lodged by the Junior Member in due form, the Junior Member shall remain a Junior Member until:
- (a) election as a Student Member, Senior Member, Remote Member or Associate Member, or
  - (b) election as a Student Member, Senior Member, Remote Member or Associate Member is declined, or
  - (c) the expiration of 6 months from the date of lodgement of the nomination,
- whichever shall first occur.

## **STUDENT MEMBERS**

- 10.(1) “Student Member” means a person under the age of 25 years who is a full-time student at a tertiary educational establishment and who has been elected as a Student Member in accordance with the provisions of these rules, except that a Student Member :
- (a) may not vote at any General Meeting of the Society;
  - (b) shall be ineligible for any office in the Society;

- (c) may not propose or second the nomination of any person for any type of membership of the society ;
- (d) may not propose any member for any office of the society.

- 10.(2) A Student Member shall cease to be a Student Member three months after the date of ceasing full-time studies provided that where within the said period of three months a nomination to become a Senior Member, Remote Member or Associate Member has been lodged by the Student Member in due form, the Student Member shall remain a Student Member until:
- (a) election as a Senior Member, Remote Member or Associate Member, or
  - (b) election as a Senior Member, Remote Member or Associate Member is declined, or
  - (c) the expiration of 6 months from the date of lodgement of the nomination,
- whichever shall first occur.

#### **ELECTION OF SENIOR MEMBERS, REMOTE MEMBERS, ASSOCIATE MEMBERS, JUNIOR MEMBERS AND STUDENT MEMBERS**

- 11.(1) This clause applies to the election of Senior Members, Remote Members, Associate Members, Junior Members and Student Members.
- 11.(2) A reference in this clause to “member” includes “Senior Member”, “Remote Member”, “Associate Member”, “Junior Member” and “Student Member”.
- 11.(3) In addition to any other provisions of these rules a person shall not be eligible for election as a member unless:
- (a) the candidate for election has been nominated for membership by a Senior Member and that nomination is seconded by a Senior Member;
  - (b) the nomination is in writing specifying the class or type of membership for which the candidate is nominated;
  - (c) the candidate is personally known to both the Member nominating and the Member seconding the nomination;
  - (d) the name of each of the Member nominating and Member seconding the nomination is printed thereon and is signed by each of them;
  - (e) the nomination sets out in the handwriting of the candidate the name and address of the candidate and is signed by the candidate.
  - (f) The candidate declares upon the written nomination that he or she agrees upon election to be bound by the provisions of these Rules and any By-Laws made thereunder as respectively in force at the time of such nomination and as may be thereafter added to, altered or varied from time to time.
- 11.(4) Nominations shall be in such form or forms as the Executive Committee may from time to time determine.

- 11.(5) Each nomination for membership shall be sent to the Secretary and shall be accompanied by all or such portion of the entrance fee (if any), the subscription then payable for the type of membership the subject of a nomination that the Executive Committee from time to time determines, and the appropriate Model Aircraft Association of Australia subscription.
- 11.(6) Any monies paid to the Society in respect of a nomination shall be returned to the person by whom the fee was paid if the candidate is not elected to membership.
- 11.(7) The Executive Committee shall have the right to refuse to admit any person to membership without assigning any reason for so doing.
- 11.(8) Upon acceptance by the Executive Committee the nomination for election shall be presented to the next General Meeting for ratification.
- 11.(9) Any candidate for membership who is not elected shall not have a further nomination for membership considered until the expiry of 12 months from date of rejection of the previous nomination for membership.

## **HONORARY MEMBERS**

- 12.(1) The following persons shall be eligible, by invitation, for election as Honorary Members of the Society:
  - (a) persons who, in the opinion of the Executive Committee, occupy distinguished or public positions and who may wish to visit the Society.
- 12.(2) A person referred to in sub-clause (1) may be elected by the Executive Committee of its own motion and without nomination.
- 12.(3) A person referred to in sub-clause (1) who has been elected as an Honorary Member by the Executive Committee shall cease to be an Honorary Member at the end of such period of Honorary Membership as has been determined by the Executive Committee.
- 12.(4) No person shall be eligible for election as an Honorary Member pursuant to any provisions of these Rules unless that person has also attained the age of 18 years.
- 12.(5) Honorary Members may exercise the rights and privileges of a Senior Member of the Society, except that an Honorary Member may not:
  - (a) may not vote at any General Meeting of the Society;
  - (b) shall be ineligible for any office in the Society;
  - (c) may not propose or second the nomination of any person for any type of membership of the Society.
  - (d) may not propose any member for any office of the society.
- 12.(6) The President may deem a person visiting the Society on a particular day an Honorary Member for the day or days he or she is visiting, providing the period does not exceed 14 days.

## **REGISTER OF MEMBERS OF THE SOCIETY**

- 13.(1) The Secretary shall, on behalf of the Society, keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at his or her place of residence.
- 13.(2) The Secretary shall cause the name of a person who dies or who ceases to be a member to be deleted from the register of members referred to in sub-rule (1).

## **SUBSCRIPTIONS OF MEMBERS OF THE SOCIETY**

- 14.(1) The members shall at an Annual General Meeting determine the amount of the subscription to be paid by each member.
- 14.(2) Each member shall pay to the Treasurer, annually before 1 July or such other date as the Executive Committee from time to time determines, the amount of the subscription determined under sub-rule (1).
- 14.(3) A member who is a member of another club and who has paid through that club a Model Aircraft Association of Australia subscription shall provide written evidence from the Model Aircraft Association of Australia that such subscription has been paid.
- 14.(4) A member whose subscription is not paid before the relevant date fixed by or under sub-clause (2) ceases on the expiry of that period to be a member, unless the Executive Committee decides otherwise.

## **RESIGNATION OF MEMBERS OF THE SOCIETY**

- 15.(1) A member who delivers notice in writing of his or her resignation from the Society to the Secretary or another Executive Committee member ceases on that delivery to be a member.
- 15.(2) A person who ceases to be a member under sub-rule (1) remains liable to pay to the Society the amount of any subscription due and payable by that person to the Society but unpaid at the date of that cessation.
- 15.(3) A person who resigns from the Society shall not be eligible for a refund of any monies previously paid.

## **EXPULSION OF MEMBERS OF THE SOCIETY**

- 16.(1) If the Executive Committee considers that a member should be expelled from membership of the Society because of his or her conduct being detrimental to the interests of the Society, the Executive Committee shall communicate, either orally or in writing, to the member –
  - (a) notice of the proposed expulsion and of the time, date and place of the Executive Committee meeting at which the question of that expulsion will be decided; and
  - (b) particulars of that conduct,

not less than 14 days before the date of the Executive Committee meeting referred to in paragraph (a).

- 16.(2) At the Executive Committee meeting referred to in a notice communicated under sub-rule (1), the Executive Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Executive Committee, expel or decline to expel that member from membership of the Society and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- 16.(3) Subject to sub-rule (5), a member who is expelled under sub-rule (2) from membership of the Society ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under sub-rule (2).
- 16.(4) A member who is expelled under sub-rule (2) from membership of the Society shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3).
- 16.(5) When notice is given under sub-rule (4) –
- (a) the Society in a General Meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Society in the General Meeting, confirm or set aside the decision of the Executive Committee to expel that member; and
  - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Executive Committee to expel him or her is confirmed under this sub-rule.

## **EXECUTIVE COMMITTEE**

- 17.(1) The affairs of the Society shall be managed exclusively by an Executive Committee consisting of:
- (a) a President;
  - (b) a Secretary;
  - (c) a Treasurer;
  - (d) a Safety Officer;
  - (e) a Membership Administrator
  - (f) two other persons
- all of whom shall be Senior Members of the Society elected to membership of that Committee at an Annual General Meeting or appointed under sub-rules (2) and (6).
- 17.(2) The Executive Committee shall be elected at the Annual General Meeting and will hold office for 12 months. All members of the Executive Committee must have been members of the Society for at least 12 months at the time of nomination.
- 17.(3) A person is not eligible for election to membership of the Executive Committee unless a Senior Member has nominated and seconded him or her for election by delivering notice in writing of that nomination, signed by –
- (a) the nominator; and
  - (b) the nominee to signify his or her willingness to stand for election,

to the Secretary not less than 28 days before the day on which the Annual General Meeting concerned is to be held and published in the following newsletter.

- 17.(4) The Secretary shall ensure that notice of all persons seeking election to membership of the Executive Committee is given to all members when notice is given to those members of the calling of the Annual General Meeting at which that election is to be held.
- 17.(5) If the number of persons nominated for election to membership of the Executive Committee does not exceed the number of vacancies in that membership to be filled –
- (a) the Secretary shall report accordingly to; and
  - (b) the President shall declare those persons to be duly elected as members of the Committee at,
- the Annual General Meeting concerned.
- 17.(6) When a casual vacancy within the meaning of rule 23 occurs in the membership of the Executive Committee –
- (a) that casual vacancy may be filled by a vote at a General Meeting, provided such vacancy has been notified in the preceding Society Newsletter;
  - (b) a member appointed under this sub-rule shall –
    - (i) hold office until the commencement of; and
    - (ii) be eligible for election to membership of the Executive Committee at the next following Annual General Meeting.
    - (iii) be a Senior Member of the Society for not less than 12 months.
- 17.(7) A person elected to a specific office on Executive Committee shall not hold that same office longer than 2 years consecutively.

## **PRESIDENT**

- 18.(1) Subject to this rule, the President shall preside at all General Meetings and Executive Committee Meetings.
- 18.(2) In the event of the absence of the President from a meeting, an Executive Committee member elected by the other Executive Committee members present, shall preside at the General Meeting or Executive Committee Meeting, as the case requires.

## **SECRETARY**

19.(1) The Secretary shall –

- (a) co-ordinate the correspondence of the Society;
- (b) keep full and correct minutes of the proceedings of the Executive Committee and of the Society;
- (c) comply on behalf of the Society with –
  - (i) section 27 of the Act in respect of the register of members of the Society;
  - (ii) section 28 of the Act in respect of the rules of the Society; and
  - (iii) section 29 of the Act in respect of the record of the officeholders, and any trustees, of the Society,
- (d) have custody of all books, documents, records and registers of the Society, including those referred to in paragraph (c), other than those required by rule 20 to be kept and maintained by, or in the custody of, the Treasurer;
- (e) maintain an up to date list of the By-Laws of the Society; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

## **TREASURER**

20.(1) The Treasurer shall –

- (a) be responsible for the receipt of all monies paid to or received by, or by him on behalf of, the Society and shall issue receipts for those monies in the name of the Society;
- (b) pay all monies referred to in paragraph (a) into such account or accounts of the Society as the Executive Committee may from time to time direct;
- (c) make payments from the funds of the Society with the authority of a general meeting or of the Executive Committee and in so doing ensure that all cheques are signed by any two of the President, the Secretary and the Treasurer;
- (d) comply on behalf of the Society with sections 25 and 26 of the Act in respect of the accounting records of the Society;
- (e) Submit to a monthly General Meeting a statement of income and expenditure reconciled to the bank balance;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Society, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

## **SAFETY OFFICER**

21.(1) The Safety Officer shall –

- (a) prepare safety procedures for flying activities for incorporation into the By-Laws;
- (b) record and report to Executive Committee any incidents reported by members that involve injury to persons or damage to property resulting from flying activities;
- (c) perform such other duties as are imposed by these rules on the Safety Officer.

## **MEMBERSHIP ADMINISTRATOR**

22.(1) The Membership Administrator shall –

- (a) transact and record membership renewals and new membership applications;
- (b) process members transactions through the AWA treasurer to MAA for registration;
- (c) issue and record the distribution of all keys to the premises;
- (d) issue up to date copies of the Constitution and By-Laws to new members and upon renewal of membership;
- (e) perform such other duties as are imposed by these rules on the Membership Administrator.

## **CASUAL VACANCIES IN MEMBERSHIP OF THE EXECUTIVE COMMITTEE**

23.(1) A casual vacancy occurs in the office of an Executive Committee member and that office becomes vacant if the Executive Committee member –

- (a) dies;
- (b) resigns by notice in writing delivered to the Secretary;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than –
  - (i) three consecutive Executive Committee meetings; or
  - (ii) three Executive Committee meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Executive Committee meetings; or
- (f) ceases to be a member of the Society.

- (g) a position on Executive Committee is not filled in accordance with clause 17 (1), in which case nominations shall be called for and voted upon at general meetings following the Annual General Meeting.

## **PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- 24.(1) The Executive Committee shall meet together for the dispatch of business not less than once in each calendar month and the President may at any time convene a meeting of the Executive Committee.
- 24.(2) Each Executive Committee member has a deliberative vote.
- 24.(3) A question arising at an Executive Committee meeting shall be decided by a majority of votes but, if there is an equality of votes, the person presiding at the Executive Committee meeting shall have a casting vote in addition to his or her deliberative vote.
- 24.(4) At an Executive Committee meeting five members constitute a quorum.
- 24.(5) Subject to these Rules, the procedure and order of business to be followed at an Executive Committee meeting shall be determined by the Executive Committee members present at the Executive Committee meeting.
- 24.(6) A Committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.
- 24.(7) The Executive Committee may authorise the payment of monies from the funds of the Society to an amount not in excess of \$300.00 for a single item.
- 24.(8) Subject to 7 days prior notice to the Secretary, Executive Committee meetings shall be open to attendance by members of the Society that are eligible to attend general meetings.

## **FINANCIAL YEAR**

- 25.(1) The Society's financial year shall terminate on the 31<sup>st</sup> May.

## **AUDITOR AND AUDIT**

- 26.(1) An auditor of the Society shall be appointed by a General Committee meeting.
- 26.(2) As a condition of eligibility for appointment, the auditor shall:
  - (i) be a member of the Institute of Chartered Accountants or a member of the Australian Society of Accountants;
  - (ii) not be a member of the Society.
- 26.(3) The remuneration of the auditor shall be fixed by the Executive Committee.
- 26.(4) It shall be the duty of the auditor:

- (a) to audit the books and accounts of the Society in accordance with Australian Accounting Standards;
- (b) to report to the Executive Committee such matters as the auditor is required to report in accordance with Australian Auditing Standards;
- (c) to report on the financial affairs of the Society after the completion of each Annual Audit.

## **GENERAL MEETINGS**

27.(1) The Executive Committee –

- (a) shall convene monthly general meetings;
- (b) may at any time convene a Special General Meeting;
- (c) shall convene Annual General Meetings within the time limits provided for the holding of Annual General Meetings by section 23 of the Act; and
- (d) shall, within 30 days of –
  - (i) receiving a request in writing to do so from not less than five members, convene a Special General Meeting for the purpose specified in that request; or
  - (ii) the Secretary receiving a notice under rule 16(4), convene a Special General Meeting for the purpose of dealing with the appeal to which that notice relates.

27.(2) The members making a request referred to in sub-rule (1) (d) (i) shall –

- (a) state in that request the purpose for which the Special General Meeting concerned is required; and
- (b) sign that request.

27.(3) If a Special General Meeting is not convened within the relevant period of 30 days referred to –

- (a) in sub-rule (1) (d) (i), the members who made the request concerned may themselves convene a Special General Meeting as if they were the Executive Committee; or
- (b) in sub-rule (1) (d) (ii), the member who gave the notice concerned may himself or herself convene a Special General Meeting as if he or she were the Executive Committee.

27.(4) When a Special General Meeting is convened under sub-rule (3) (a) or (b) –

- (a) the Executive Committee shall ensure that the members or member convening the Special General Meeting are supplied free of charge with particulars of all members; and
- (b) the Society shall pay the reasonable expenses of convening and holding the Special General Meeting.

27.(5) Subject to sub-rule (8), the Secretary shall give to all members not less than 14 days' notice of a General Meeting and of any motions to be moved at either a Special or Annual General meeting.

- 27.(6) A notice given under sub-rule (5) shall specify –
- (a) when and where the General Meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- 27.(7) In the case of an Annual General Meeting, the order in which business is to be transacted is –
- (a) first, the consideration of the accounts and reports of the Executive Committee;
  - (b) second, the election of Executive Committee members; and
  - (c) third, any other business requiring consideration by the Society in a general meeting.
- 27.(8) The Secretary shall give to all members not less than 21 days' notice of a General Meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- 27.(9) The Secretary may give a notice under sub-rule (5) or (8) by –
- (a) serving it on a member personally; or
  - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
- 27.(10) When a notice is sent by post under sub-rule (9) (b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

## **QUORUM IN PROCEEDINGS AT GENERAL MEETINGS**

- 28.(1) At a general meeting 15% of the Senior Members constitute a quorum.
- 28.(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 27.(5) or (8) –
- (a) as a result of a request or notice referred to in rule 27 (1) (c) or as a result of action taken under rule 27 (3) a quorum is not present, the general meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 28.(3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 28.(4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

- 28.(5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 28.(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 27 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 28.(7) At a general meeting –
- (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast;
  - (b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act;
  - (c) votes cast shall be cast by either a show of hands or by secret ballot in accordance with sub-rule (12).
- 28.(8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- 28.(9) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three or more members present in person and, if so demanded, shall be taken in such manner as the Chairperson directs.
- 28.(10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 28.(11) A poll demanded under sub-rule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.
- 28.(12) At a general meeting, a secret ballot may be demanded by a majority of members eligible to vote. Two scrutineers shall be appointed by the meeting to count the recorded votes and advise the Chairperson of the result.

## **MINUTES OF MEETINGS OF THE SOCIETY**

- 29.(1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Executive Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Executive Committee meeting, as the case requires, in a minute book kept for that purpose.
- 29.(2) The Chairperson shall ensure that the minutes taken of a general meeting or Executive Committee Meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Executive Committee meeting to which those minutes relate or of the next succeeding general meeting or Executive Committee meeting, as the case requires.
- 29.(3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that –
- (a) the general meeting or Executive Committee meeting to which they relate (in this sub-rule called “the meeting”) was duly convened and held;

- (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

### **VOTING RIGHTS OF MEMBERS OF THE SOCIETY**

- 30.(1) Subject to these rules, only Senior Members present in person at a general meeting are entitled to a deliberative vote.

### **RULES OF THE SOCIETY**

- 31.(1) The Society may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.

### **BY-LAWS**

- 32.(1) The Society may create, alter or rescind By-Laws by resolution of a majority of members at a general meeting.
- 32.(2) Alterations to existing By-Laws or the creation of new By-Laws shall be published in the Newsletter and voted on at the next general meeting following the notice in the Newsletter.
- 32.(3) An up to date list of By-Laws will be provided to each member at the time of initial payment or renewal of subscription fees.

### **COMMON SEAL OF THE SOCIETY**

- 33.(1) The Society shall have a common seal on which its corporate name shall appear in legible characters.
- 33.(2) The common seal of the Society shall not be used without the express authority of the Executive Committee and every use of that common seal shall be recorded in the minute book referred to in rule 29.
- 33.(3) The affixing of the common seal of the Society shall be witnessed by any two of the President, the Secretary and the Treasurer.
- 33.(4) The common seal of the Society shall be kept in the custody of the Secretary or of such other person as the Executive Committee from time to time decides.

### **INSPECTION OF RECORDS, ETC. OF THE SOCIETY**

- 34.(1) A Senior Member may at any reasonable time inspect without charge the books, documents, records and securities of the Society.

## **NEWSLETTER**

- 35.(1) Communication within the Society will be by means of a monthly Newsletter.
- 35.(2) Newsletters will be published and distributed to members.
- 35.(3) Newsletters shall contain minutes of the previous Executive Committee Meeting and the previous general meetings that have been held since distribution of the previous newsletter.
- 35.(4) Newsletters shall contain information likely to be of interest to members of the Society.

## **CALLS AND LEVIES**

- 36.(1) Calls and levies may from time to time be imposed upon and shall be payable by members of the Society, provided that:
  - (a) no call or levy shall be payable by an Honorary Member, Junior Member, or Student Member;
  - (b) the amount and terms of payment and the type or types of member liable to pay any such call or levy have been approved by a General meeting.
- 36.(2) If so determined in general meeting, a call or levy or such proportion or part thereof as may be determined may be respectively payable by Remote Members and/or Associate Members.

## **DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP ON THE SOCIETY**

- 37.(1) If, upon the winding up or dissolution of the Society, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred –
  - (a) to another association incorporated under the Act having objects similar to those of the Society; or
  - (b) for charitable purposes

which incorporated association or purposes, as the case requires shall be determined by the resolution of the members when authorising and directing the Executive Committee under section 33(3) of the Act to prepare a distribution plan of the surplus property of the Society.
- 37.(2) In the event of the winding up or dissolution of the Society, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.

## **38. INTERPRETATION**

Subject to the jurisdiction of the Court, the final intention of the Constitution and By-Laws shall rest with the Executive Committee.