



International Association  
of Business Communicators  
Canberra

# **Constitution**

of

# **IABC Canberra**

As at 30 January 2023

***Under the Associations Incorporation Act 1991***

## Contents

Constitution	1	
Under the Associations Incorporation Act 1991		1
Contents	2	
Part 1 - Preliminary	17	
1. Name of Association		17
2. Definitions and Interpretation		17
3. Objects		18
4. Income and Property		18
Part 2 - Membership	19	
5. Eligibility for Membership		19
6. Application for Membership		19
7. Member Rights		19
8. Members must not act inconsistently with the Objects		20
9. Membership entitlements not transferable		20
10. Cessation of membership		20
11. Resignation of membership		20
12. Register of members		21
13. Membership dues		21
14. Members' liabilities		21
15. Disciplining of members		21
16. Right of appeal of disciplined member		22
Part 3 - The IABC Canberra Board	24	
17. Powers of the Board		24
18. Composition and membership of Board		24
19. Election or Appointment of Board members		25
20. Roles and Responsibilities of Office-Bearers of the Association		25
21. Casual vacancies		26
22. Removal of Board members		27
23. Board meetings and quorum		27
24. Delegation by Board to sub-committee		28
25. Voting and decisions		28
Part 4 - General meetings	30	
26. Annual general meetings - holding of		30
27. Annual general meetings - calling of and business at		30
28. Special general meetings - calling of		30
29. Notice		31
30. Quorum for general meetings		31
31. Presiding member		31
32. Adjournment		32
33. Making of decisions		32
34. Special resolutions		32

35. Voting	32
36. Appointment of Proxies	32
Part 5 - Miscellaneous	33
37. Indemnity and Insurance	33
38. Funds - source	33
39. Funds - management	33
40. Common seal	33
41. Change of name, Objects and constitution	33
42. Custody of books etc.	34
43. Inspection of books etc.	34
44. Service of notices	34
45. Financial year	34
46. Alteration of Objects and rules	34
47. Association not for profit	35
48. Dissolution of Association	35
49. Surplus property	35

## Part 1 - Preliminary

### 1. *Name of Association*

- (1) The name of the Association is IABC Canberra.
- (2) IABC Canberra is a Chapter of the International Association of Business Communicators (IABC), with headquarters in San Francisco, California, USA and:
  - (a) forms a group of Members meeting the requirements of and chartered by the IABC Board;
  - (b) is affiliated with IABC and bound by its bylaws, policies, and rules, and by the IABC Code of Ethics for Professional Communicators;
  - (c) will organise itself to serve its members in any appropriate manner that does not contravene the bylaws, policies, or rules of IABC or the IABC Code of Ethics for Professional Communicators; and
  - (d) is committed to remaining in good standing, as defined by IABC bylaws, policies, and procedures.
- (3) The geographic area served by IABC Canberra includes the city of Canberra and surrounds, as the Board may define from time to time.

### 2. *Definitions and Interpretation*

- (1) In this constitution:

***financial year*** means the year ending on 30 June.

***Board*** means the governing Board of the Association.

***IABC*** means the International Association of Business Communicators, the head office of which is at 155 Montgomery Street, Suite 1210, San Francisco, California, 94104 USA or any other address as notified to the Association in writing.

***member*** means a member, however described, of the Association.

***ordinary Board member*** means a member of the Board who is not an office-bearer of the Association.

***secretary*** means:

- (a) the person holding office under this constitution 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 Act*** means the [Associations Incorporation Act 1991](#) of the Australian Capital Territory.

***the Regulation*** means the [Associations Incorporation Regulation 1991](#).

- (2) In this constitution:

- (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.
- (3) The Act applies to these rules in the same way as it would if they were an instrument made under the Act.

### **3. *Objects***

IABC Canberra is where communicators in the nation's capital come together for insight, connection and professional development. We are part of a global network of communication professionals committed to fostering excellence in communication. The Objects of the Association are to:

- (1) provide lifelong learning opportunities that give IABC members and other communication practitioners the tools and information they need to be the best in their chosen disciplines;
- (2) share among our membership the best global communication practices, ideas, and experiences that will enable the development of highly ethical and effective performance standards for the profession;
- (3) shape the future of the profession through advocacy, academic partnerships, and research;
- (4) champion the communication profession to business leaders; and
- (5) unite the communication profession in the Canberra region in one diverse, multifaceted organisation under the banner of the International Association of Business Communicators.

### **4. *Income and Property***

The income and property of the Association will be applied solely to the promotion of the Objects specified in Rule 3, and no part will be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of pecuniary profit to the Members. However, this rule does not prevent the appropriate remuneration of employees of the Association or other persons in return for services actually rendered to the Association.

## **Part 2 - Membership**

### **5. *Eligibility for Membership***

- (1) A person is eligible to be a member of the Association if:
  - (a) the person is a professional who values ethical, effective, and efficient communications in their business practices;
  - (b) the person is an individual and not an organisation (see 5.2);
  - (c) the person is a person who was a member of the group proposing to form the Association for which the certificate was issued under section 19 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;
  - (d) the person has been nominated and approved for membership of the Association in accordance with section 7 of the constitution.
- (2) Corporate or group membership is available to organisations, but the membership is to be attributed to individuals in that organisation who satisfy the eligibility requirements specified above, and, in which case:
  - (a) these individuals will have the same rights as Regular Members;
  - (b) the membership is not transferable if a member leaves the Association, but the organisation can assign the membership to another officer or employee of the organisation.
- (3) Notwithstanding any other provision of this constitution, the Board may resolve to permit any person to become a member of the Association on an interim basis to continue to satisfy any requirement of the Act as to the minimum number of members for an association. Such membership will be subject to:
  - (a) any terms agreed by the Board and prospective member; and
  - (b) any funding arrangement for the Fees agreed between the Board and the prospective member if different to those required of other members of the Association.
- (4) Subject to the Act, the Board may, from time to time, recommend changes to the eligibility requirements for membership, or the rights of members, or the creation of new categories of membership based on professional, industry, or specialized fields. Any proposed change must be approved by the members by special resolution at a general meeting.

### **6. *Application for Membership***

- (1) To apply to become a member of the Association, a person must submit an application to IABC.
- (2) The application must be accompanied by any joining fee and/or annual subscription as prescribed by the IABC. The joining fee is the fee (if any) determined by the Association under rule 14.

### **7. *Member Rights***

- (1) Voting rights are reserved for Regular Members of the Association.

- (2) Regular Members are entitled to attend and observe all meetings of the Association, the Chapter, and its Board, and meetings of all Association and Chapter boards, Board's, task forces, work groups, forums, and similar subgroups and sessions; however, no member or visitor is entitled to address, interrupt, or otherwise participate in such meetings without the express invitation of either the President, Chair, or group leader, or the consent of a majority of the Board, or group holding the meeting.
- (3) Regular Members are not entitled to attend sessions of the Board or any other governing group that have been closed in accordance with law, IABC policy, Chapter policy or this constitution.

## **8. *Members must not act inconsistently with the Objects***

- (1) In conducting the Association's business and participating in any activities, each member must not act in a way that is inconsistent with the Objects of the Association.
- (2) For the avoidance of doubt, nothing in this constitution affects the way in which a member may or may not act when that member is not conducting the business of the Association and in participating in any activities of the Association.

## **9. *Membership entitlements not transferable***

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

- (1) is not capable of being transferred or transmitted to another person, and
- (2) terminates on cessation of the person's membership.

## **10. *Cessation of membership***

- (1) Membership is effective during the period for which dues have been paid.
- (2) A person ceases to be a member of the Association if the person:
  - (a) dies, or
  - (b) resigns membership, or
  - (c) is expelled from the Association, or
  - (d) fails to pay the annual membership dues under rule 14 (2) within two months after the dues are payable.
- (3) Any Member may be removed from membership by a two-thirds vote of the Canberra Chapter. For any cause other than non-payment of dues, removal will only incur in accordance with rule 16.
- (4) On cessation of membership, the ex-member must not use any logo, trade mark or any other indication of membership of the Association and must not represent that it continues to be a member of the Association.
- (5) An ex-member will forfeit all and any rights and privileges of membership on the date of cessation of membership and will:
  - (a) have no further rights or claims against the Association or the property and funds of the Association, except rights or claims as a creditor (if any)

and any right or claim arising from any acts or omissions during the period of membership; and

- (b) not be entitled to any refund of any fees, subscriptions or other amounts paid by the member to the Association for the right to be a member unless otherwise agreed by the Board or subject to any other funding agreement.

## **11. Resignation of membership**

- (1) A member of the Association who has paid all amounts payable by the member to the association 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 Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Association ceases to be a member under sub-rule (1), 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.

## **12. Register of members**

- (1) Subject to sub-rule (2), the Association delegates to the IABC the responsibility of keeping and maintaining a register of members, which includes:
  - (a) the name and address of members;
  - (b) the date of becoming a member;
  - (c) category of membership; and
  - (d) for each former member, the date of ceasing to be a member.
- (2) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **13. Membership dues**

- (1) International membership dues are established and paid in accordance with IABC policy.
- (2) A member of the Association must pay the Association the annual membership subscription as determined by the IABC. The date on which the subscription is due is the date of the member's annual anniversary of membership.
- (3) The Board may from time to time recommend changes to the annual membership dues, and any proposed change must be approved by the members by special resolution at a general meeting.



- (4) Members who fail to pay their dues within two months after they are due will be notified and removed from the register, and thereupon forfeit all rights and privileges of membership

#### **14. *Members' liabilities***

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 14.

#### **15. *Disciplining of members***

- (1) If the Board is of the opinion that a member:
  - (a) has persistently refused or neglected to comply with a provision of this constitution; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;the Board may, by resolution:
  - (c) expel the member from the Association; or
  - (d) suspend the member from the rights and privileges of membership of the Association that the Board may decide for a specified period.
- (2) A resolution of the Board under sub-rule (1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub-rule (3), confirms the resolution in accordance with this section.
- (3) If the Board passes a resolution under sub-rule (1), the secretary must, as soon as practicable, serve a written notice on the member:
  - (a) setting out the resolution of the Board and the grounds on which it is based; and
  - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the Board at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the Board mentioned in subsection (2), the Board must:
  - (a) give to the member mentioned in sub-rule (1) an opportunity to make oral representations; and
  - (b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and

- (c) by resolution decide whether to confirm or to revoke the resolution of the Board made under sub-rule (1).
- (5) If the Board confirms a resolution under sub-rule (4), the secretary must, within seven days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under rule 17.
- (6) A resolution confirmed by the Board under sub-rule (4) does not take effect:
  - (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
  - (b) if within that period, the member exercises the right of appeal—unless and until the Association confirms the resolution in accordance with sub-rule 16 (4).

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

- (1) A member may appeal to the Association in general meeting against a resolution of the Board that is confirmed under sub-rule 16 (4), within seven days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) On receipt of a notice under sub-rule (1), the secretary must notify the Board, which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the Association called under sub-rule (2):
  - (a) no business other than the question of the appeal may be transacted; and
  - (b) the Board and the member must be given the opportunity to make representations in relation to the appeal orally or in writing or both; and
  - (c) the members present must vote by secret ballot on the question of whether the resolution made under sub-rule 16 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub-rule 16 (4), that resolution is confirmed.

## **Part 3 - The IABC Canberra Board**

### **17. Powers of the Board**

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting, the Board:

- (1) is to control and manage the affairs of the Association, and
- (2) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- (3) 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.

### **18. Composition and membership of Board**

- (1) The Board is to consist of:
  - (a) the office-bearers of the Association; and
  - (b) at least three ordinary Board members;
  - (c) each of whom must be elected or appointed in accordance with rule 20.
- (2) The office-bearers of the Association are:
  - (a) the President;
  - (b) the immediate past President;
  - (c) the Vice-President;
  - (d) the Treasurer; and
  - (e) the Secretary.
- (3) The Association may also elect or appoint directors at large responsible for specific portfolios such as:
  - (i) Membership;
  - (ii) Communication;
  - (iii) Professional Development; and
  - (iv) Events.
- (4) The Vice President may lead or supervise one of the portfolios. The President may appoint other members to the Board for a specific purpose, subject to the Board's approval.
- (5) A Board member may hold up to two offices (other than both the president and vice-president offices).
- (6) The following terms of office will apply to Board members:
  - (a) the President and President-elect will serve a single one-year term;
  - (b) the Vice President shall serve a one-year term with automatic succession to President;

- (c) The President shall serve a one-year term with automatic succession to Past President;
- (d) the Past President will serve a one-year term and may be elected to a subsequent role;
- (e) the remaining office holders will serve a one-year term and may be elected for subsequent consecutive terms, or to a different portfolio.

## **19. Election or Appointment of Board members**

- (1) Professional Members in good standing shall be eligible for nomination for and election to Executive Board office, providing they meet bylaw requirements.
- (2) Candidates for each office except President and Past President will be selected by a Nominating Committee, consisting of the Past President, President-Elect who will serve as Chair and up to three members appointed by the President. Nominees will be drawn from submission by members of IABC Canberra, including self-nomination.
- (3) ***Nominations of candidates for election as office-bearers of the Association or as ordinary Board members*** must be made in writing and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination)
- (4) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected, and further nominations are to be received at the annual general meeting.
- (5) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be included.
- (7) The proposed committee is tabled at the annual general meeting in such usual and proper manner as the Board may direct. The Nominating Committee will be responsible for tabulating all official ballots and announcing the elected officers.
- (8) Officers will take office at the close of the meeting at which their election is announced and will hold office until replaced by their duly elected and qualified successors.

## **20. Roles and Responsibilities of Office-Bearers of the Association**

- (1) The **President** is the chief officer of the Association and will:
  - (a) exercise general supervision over affairs of the Association, and lead with integrity and ethical conduct, ensuring that overall governance and adherence to IABC vision and integrity;
  - (b) preside at all Annual and Special meetings, as well as Board meetings;
  - (c) represent the Chapter in the community, and at relevant IABC meetings, and liaises with other Chapter Presidents, Asia Pacific and International;
  - (d) brief the President-elect and Vice President on all matters;
  - (e) act as media spokesperson for the Association or delegate for another director to do so;

- (f) represent or appoint a representative of the Chapter at meetings of other organisations and at public events.
- (2) The **Vice President** is the President-elect and so has automatic succession to President, and has the following responsibilities:
- (a) any duties assigned by the President and by this constitution;
  - (b) represent or act in the absence of the President;
  - (c) lead strategy development activities and monitor progress towards goals;
  - (d) assist chairs as required and act in vacant roles if required;
  - (e) liaise with other Board members to ensure success of overall programs.
- (3) The **Past President** is the previous year's President and has the following responsibilities:
- (a) any duties assigned by the President;
  - (b) assist with Board development, including nominations for the Board and committees
  - (c) help identify members to participate on local and international committees
  - (d) provide strategic counsel to the President and the Treasurer.
- (4) The Association will appoint or elect a **Secretary**.
- (a) 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.
  - (b) It is the duty of the secretary to keep minutes of:
    - (i) all appointments of office-bearers and members of the Board, and
    - (ii) the names of members of the Board present at a Board meeting or a general meeting, and
    - (iii) all proceedings at Board meetings and general meetings.
  - (c) Minutes of proceedings at a meeting must be endorsed by the Board at the next succeeding meeting.
- (5) The Association will appoint or elect a **Treasurer** who will serve as Chief Financial Officer of the Association.
- (6) It is the duty of the Treasurer 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.
- (7) The Treasurer will also:
- (a) ensure that Association monies are managed responsibly and in the best interests of members;

- (b) prepare monthly financial reports (in conjunction with accountant or bookkeeper if required);
- (c) handle banking for the Association, including maintaining appropriate records regarding such matters as invoicing, payments, reimbursements;
- (d) liaise with IABC Finance to meet IABC reporting requirements;
- (e) making recommendations to the Board on budgets and associated issues;
- (f) coordinate the audit of books annually for IABC International and reporting and financial statements for the annual general meeting.

## **21. *Casual vacancies***

- (1) 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 is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Board occurs if the member:
  - (a) dies, or
  - (b) ceases to be a representative of member of the Association, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth), or
  - (d) resigns office by notice in writing given to the secretary, or
  - (e) is removed from office under rule 23 or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).

## **22. *Removal of Board members***

- (1) The Association in general meeting may by 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.
- (2) If a member of the Board to whom a proposed resolution referred to in sub-rule (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. Board meetings and quorum**

- (1) The Board must meet at least three times in each period of 12 months at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the President or by any member of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board), before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-rule (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 Board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any five members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business is to 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) 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.
- (8) At a meeting of the Board:
  - (a) the President or, in the President's absence, the vice-president is to preside, or
  - (b) if the President and the vice-president are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.
- (9) A member of the Board not physically present at a Board meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other. For the purposes of this rule, a Board member participating in a Board meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **24. Delegation by Board to sub-committee**

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - (a) this power of delegation, and

- (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-Board under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub- Board in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-Board 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 Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **25. *Voting and decisions***

- (1) Questions arising at a meeting of the Board or of any sub-Board appointed by the Board are to be determined by a majority of the votes of members of the Board or sub- Board present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-Board appointed by the Board (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.
- (3) Subject to rule 27(5), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub- Board appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.



## **Part 4 - General meetings**

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

- (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 five months after the end of each financial year of the Association, call an annual general meeting of its members.
- (2) The association must hold its first annual general meeting—
  - (a) within 18 months after its incorporation under the Act; and
  - (b) within five months after the end of the first financial year of the association.
- (3) Sub-rules (1) and (2) have effect subject to the powers of the registrar-general under section 120 the Act, in relation to extensions of time.

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

- (1) The annual general meeting of the Association is, subject to the Act and to rule 30, to be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (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 Board reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary Board members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### **28. *Special general meetings - calling of***

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (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.
- (4) If the Board fails to convene a special general meeting to be held within one month after that 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 three months after that date.

- (5) A special general meeting convened by a member or members as referred to in sub-rule (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

## **29. Notice**

- (1) Except if 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 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If 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 given to each member specifying, in addition to the matter required under sub-rule (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 33 (2).
- (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 given after receipt of the notice from the member.

## **30. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (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 the 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.
- (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.

## **31. Presiding member**

- (1) The President or, in the President's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the President and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **32. *Adjournment***

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If 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.
- (3) Except as provided in sub-rules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **33. *Making of decisions***

- (1) A question arising at a general meeting of the Association is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if five or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, 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.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **34. *Special resolutions***

A special resolution may only be passed by the Association in accordance with section 39 of the Act, requires not less than three quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

### **35. *Voting***

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) 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.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

### **36. *Appointment of Proxies***

- (1) Each member is entitled to appoint another member as proxy voting 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.
- (2) The notice appointing the proxy must be in the form specified by the Board.

## **Part 5 - Miscellaneous**

### **37. *Indemnity and Insurance***

- (1) Every officer of the Association is indemnified out of the property of the Association against any liability incurred by him or her in his or her capacity as officer to another person (other than the Association) unless the liability arises out of conduct involving fraud, gross negligence, wilful or unlawful Act or omission or any other dishonest act or omission.
- (2) A liability arising under sub-rule (1) includes but is not limited to any loss, cost or expense suffered or incurred by the officer in defending proceedings, whether civil or criminal, relating directly or indirectly to that person's capacity within the Association.
- (3) The Association may effect and maintain insurances reasonably required to cover the operations of the Association, including but not limited to, public liability insurance and directors' and officers' liability insurance.

### **38. *Funds - source***

- (1) The funds of the Association are to be derived from membership dues of members, donations and, subject to any resolution passed by the Association in general meeting or subject to section 114 the Act, such other sources as the Board determines.
- (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 or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **39. *Funds - management***

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the Objects of the Association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Board or employees of the Association, being members or employees authorised to do so by the Board.

### **40. *Common seal***

- (1) The Association may have a common seal.
- (2) The common seal of the association must be kept in the custody of the secretary.
- (3) The common seal must not be attached to any instrument except by the authority of the Board

### **41. *Change of name, Objects and constitution***

An application to the Director-General for registration of a change in the association's name, Objects or constitution in accordance with section 29 of the Act is to be made by the public officer or a Board member.

#### **42. *Custody of books etc.***

Except as otherwise provided by this constitution, 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.

#### **43. *Inspection of books etc.***

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
  - (a) records, books and other financial documents of the Association,
  - (b) this constitution,
  - (c) minutes of all Board meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in sub-rule (1) on payment of a fee of not more than \$1 for each page copied.

#### **44. *Service of notices***

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **45. *Financial year***

The financial year of the Association is:

- (1) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and

- (2) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

#### **46. *Alteration of Objects and rules***

The Objects and rules of the Association may only be altered by special resolution in accordance with the Act.

#### **47. *Association not for profit***

- (1) The income and property of the Association must be used and applied solely for the purpose of promoting its Objects and exercising its powers as an Association, and no proportion may be distributed, paid or transferred directly to or amongst members.
- (2) Sub-rule (1) does not prevent the payment in good faith of:
  - (a) money and interest to a member on money advanced by a member to the Association or any money owed to a member;
  - (b) money to any member for services rendered to the Association by the member;
  - (c) remuneration to any officers or employees of the Association.

#### **48. *Dissolution of Association***

- (1) If the Association is dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities must be transferred to an organisation agreed in accordance with rule 38, or if no such organisation is agreed, another organisation with similar purposes, which is not carried on for profit or gain of its individual members.

#### **49. *Surplus property***

- (1) At the first general meeting of the Association, the Association must pass a special resolution nominating:
  - (a) another Association that complies with the Act; or
  - (b) a fund, authority or institution that complies with the Act;in which it is to vest its surplus property in the event of a dissolution or winding up of the Association.
- (2) This rule does not limit the Association's right to nominate another association, fund, authority or institution to receive surplus property through a special resolution.