

Australian Association for Environmental Education Inc.

Constitution November 1998

1. NAME

The name of the Association shall be the AUSTRALIAN ASSOCIATION FOR ENVIRONMENTAL EDUCATION INCORPORATED

1.1 In these rules:

- 1.1.1 the "Association" means the Australian Association for Environmental Education Incorporated;
- 1.1.2 "financial year" means the year ending on 30 June;
- 1.1.3 "member" means a Member however described by the Association;
- 1.1.4 the "committee" will be referred to hereafter as the Council;
- 1.1.5 "ordinary committee member" means a member of the committee who is not an office bearer and is referred to as a Council member;
- 1.1.6 "executive member" means a member of the Council with a role defined in section 13.4;
- 1.1.7 "secretary" means the person holding office under these rules of the Association;
- 1.1.8 "the Act" means the *Associations Incorporation Act 1991*;
- 1.1.9 the "regulations" means the Associations Incorporation's regulations;
- 1.1.10 "meeting" means not only face to face meetings but may include electronic conferences.

1.2 In these rules:

- 1.2.1 a reference to a function includes a reference to a power, authority and duty;
- 1.2.2 a reference to the exercise of a function includes, where the function is a power, authority, or duty, a reference to the exercise of the power or authority or the performance of a duty; and
- 1.2.3 the provisions of the *Interpretation Act 1967* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument under the Act.

2. OBJECTS

The objects of the Association shall be to:

- 2.1 promote environmental education as defined by UNESCO/UNEP;
- 2.2 develop projects for a broad approach in environmental education related to both natural and modified circumstances;
- 2.3 promote co-ordination among bodies engaged in environmental education and training;
- 2.4 co-operate and/or affiliate with any other bodies with similar aims for the more effective furtherance of these aims;
- 2.5 promote the co-operation of relevant voluntary organisations and statutory bodies, incorporated bodies, incorporated bodies and individuals;
- 2.6 raise funds from its members, from grants or from any other source for the advancement of the Association and its objects;
- 2.7 publish, distribute, and disseminate matters arising out of and in connection with association and its objects;
- 2.8 hold conferences, meetings, seminars and gatherings to promote the objects of the Association;
- 2.9 publish regularly a journal to promote the objects of the association.

3. MEMBERSHIP

3.1 Membership qualifications

A person is qualified to be a member if the person satisfies the requirements of the Act and has not been expelled from this Association.

3.2 Nomination for membership

3.2.1 a nomination of a person for membership of the Association shall be made in writing to be lodged with the Secretary of the Association in accordance with this Act.

3.2.2 the secretary shall, on payment of the amounts stipulated by the Association, within 28 days enter the member's name in the register of members and, upon the name being so entered, the person shall become a member of the Association.

3.3 There shall be five categories of membership:

3.3.1 individual membership

3.3.2 school membership

3.3.3 student/pensioner membership

3.3.4 corporate membership

3.3.5 life membership

3.4 Life membership can be bestowed at the Annual General Meeting as a Fellowship to individuals who have given outstanding service to the organisation. Life membership can also be bought at a rate set by the Annual General Meeting.

3.5 A corporate member shall have the right to appoint two voting representatives to the Annual General Meeting.

3.6 Every member shall pay annual dues to be fixed by the Annual General Meeting.

3.7 Annual dues shall be payable within the time fixed by the Annual General Meeting and any member who is more than three months in arrears and who fails to give an explanation acceptable to the Association shall cease to be a member.

4. INDEPENDENCE OF MEMBERS

Notwithstanding anything in this constitution:

4.1 Where a member wishes to record dissent from any resolution passed by the Association the member shall have the right to do so.

4.2 No resolution of the Association is binding on any member, and the Executive shall, in speaking on behalf of the Association, record the dissent of any member.

4.3 Nothing in this constitution shall be construed as limiting the freedom of any member to take action on any matter which the member thinks fit regardless of any action taken by the Association. However, in taking action independently of the Association a member shall not use the Association's name or involve the Association in any manner.

5. CORRESPONDING BODIES

5.1 A body wishing to maintain liaison with the Association may become a corresponding body.

5.2 A corresponding body shall have the right to send an observer to any conference of the Association and may have such further rights as the Association from time to time determines.

5.3 A corresponding body shall pay annual dues as determined by the Executive of the Council.

5.4 The acceptance of a corresponding body shall be decided by the Executive and the Executive may for reasons it deems good and sufficient, expel a corresponding body.

6. MEMBERSHIP ENTITLEMENTS

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

6.1 is not capable of being transferred to another person; and

6.2 terminates upon cessation of the person's membership.

7. CESSATION OF MEMBERSHIP

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

7.1 dies or, in the case of a body corporate, is wound up;

7.2 resigns from membership of the Association;

7.3 is expelled from the Association; or

7.4 fails to renew membership of the Association.

8. RESIGNATION OF MEMBERSHIP

8.1 A member is not entitled to resign from membership of the Association except in accordance with this rule.

8.2 A member who has paid all amounts payable by the member to the Association may resign from membership of the Association by first giving notice (being not less than 1 month or, if the committee has determined a shorter period, that shorter period) in

writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

- 8.3 Where a person ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. FEES, SUBSCRIPTIONS ETC.

- 9.1 An entrance fee to the Association, if required, will be determined by resolution of the Association at the Annual General Meeting.
- 9.2 The annual membership fee/s of the Association will be determined by resolution of the Association at the Annual General Meeting.
- 9.3 The annual membership fee is payable by 1 July in each calendar year or where a person becomes a member on or after 1 July in any calendar year, before 1 July in each succeeding calendar year.

10. MEMBERS LIABILITIES

The liability of a member 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.

11. DISCIPLINING OF MEMBERS

- 11.1 Where the Council is of the opinion that a member –
- 11.1.1 has persistently refused or neglected to comply with a provision of these rules;
 - or
 - 11.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Association, the Council may, by resolution –
 - 11.1.3 expel the member from the Association; or
 - 11.1.4 suspend the member from such rights and privileges of membership of the Association as the Council may determine for a specific period.
- 11.2 A resolution of the Council under subrule 11.1 is of no effect unless the Council, at a meeting held not earlier than 14 days and not less than 28 days after the member has been served with a notice under subrule 11.3, confirms the resolution in accordance with this rule.
- 11.3 Where the Council passes a resolution under subrule 11.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member.
- 11.3.1 setting out the resolution of the Council and the grounds on which it is based;
 - 11.3.2 stating that the member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - 11.3.3 stating the date, place and time of that meeting; and
 - 11.3.4 informing the member that he/she may do either of the following:
 - 11.3.4.1 attend and speak at the meeting; or
 - 11.3.4.2 submit to the Council at or prior to the date of that meeting written representations relating to the resolution.
- 11.4 At a meeting of the Council, convened under the rules outlined in sub-rules 11.1, 11.2, and 11.3, the Council shall:
- 11.4.1 give to the member mentioned in subrule 11.1 an opportunity to make oral representations;
 - 11.4.2 give due consideration to any written representation submitted to the Council by that member at or prior to the meeting; and
 - 11.4.3 by resolution determine whether to confirm or revoke the resolution of the Council made under subrule 11.1.
- 11.5 Where the Council confirms a resolution under subrule 11.4, the Secretary shall, within 7 days after that confirmation, provide notice in writing to the member to inform of the member's right to appeal under rule 12.
- 11.6 A resolution confirmed by the Council under subrule 11.4 does not take effect-
- 11.6.1 until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - 11.6.2 where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with subrule 12.4.

12. THE RIGHT OF APPEAL OF DISCIPLINED MEMBERS
 - 12.1 A member may appeal to the Association in meeting against a resolution of the Council which is confirmed under subrule 11.4, 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 Upon receipt of a notice under subrule 12.1, the Secretary shall notify the Council which shall convene a meeting of the Association to be held within 21 days after the date the Secretary received the notice or as soon as possible after that date.
 - 12.3 At a meeting of the Association convened under subrule 12.2:
 - 12.3.1 no business other than the question of the appeal shall be transacted;
 - 12.3.2 the Council and the member shall be given the opportunity to make representations in relation to the appeal orally, or in writing, or both; and
 - 12.3.3 the members present shall vote by secret ballot upon the question of whether the resolution made under subrule 11.4, that the resolution is confirmed.
 - 12.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 11.4, that resolution is confirmed.

13. THE COUNCIL AND EXECUTIVE
 - 13.1 The Council of the Association shall consist of:
 - 13.1.1 the President, 3 Vice Presidents, Secretary, Treasurer, Membership Officer as elected by the membership of the Association for a period of one year;
 - 13.1.2 one or two Newsletter Editors elected for a two year period, and one Journal editor elected for a four year period;
 - 13.1.3 one State Delegate from each State Chapter of the Association or Affiliated State Association, elected by the state organisation and confirmed by the Annual General Meeting. Terms of office for State Delegates will be from one national AGM to the next;
 - 13.1.4 Immediate Past President appointed, ex officio;
 - 13.1.5 Conference Organiser as appointed by the Council.
 - 13.2 The Council shall be responsible for the affairs of the Association, may exercise all functions of the Association other than functions that are required by these rules to be exercised by the Association in General Meeting; and has power to do all such things as appear to the Council to be necessary for the management of the Association.
 - 13.3 Each member of the Council shall subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election.
 - 13.4 The Executive of the Association shall consist of six to eight Council members including the President, One Vice President, Secretary and Treasurer.
 - 13.5 The Executive shall normally but not necessarily:
 - 13.5.1 be from the same State or Territory; and
 - 13.5.2 reside in that state or territory for a two year term of office
 - 13.6 The Executive shall change to another State or Territory after a term not exceeding three years.
 - 13.7 The Executive shall have the power to co-opt their non voting members to fulfil special tasks on their behalf.
 - 13.8 The Executive shall have the power to co-opt other members to fulfil special tasks on their behalf.
 - 13.9 The Executive shall ensure that proper minutes and records are kept of the proceedings and affairs of the Association including record of monies received and expended, the accounts thereof to be audited at least annually. This information shall be regularly transmitted to all Council members.
 - 13.10 The Executive shall appoint annually an auditor who shall not be a member, or the Public Officer, of the Association.
 - 13.11 The Executive shall appoint a member, resident in the Australian Capital Territory to be the Public Officer of the Association to fulfil the duties of this position as defined in the ACT Associations Incorporation Act 1991 and subsequent amendments and refill the position within 14 days if it should at any time become vacant. The Public Officer shall notify the Registrar of Incorporated Associations in the Australian Capital Territory of the location of the Association's books.
 - 13.12 A bank account shall be opened as directed by the Executive and all payments shall be paid by cheque signed by the Treasurer and one other member of the Executive.

- 13.13 Where the policy of the Association on any matter has been decided the Executive shall have the power to act in furtherance of that policy.
- 13.14 The Executive may speak on behalf of the Association in accordance with the policy of the Association.

14. STATE CHAPTERS

- 14.1 Any State and Territory may establish a State Chapter, and Regional Chapter.
- 14.2 There will be an Executive Committee for each State Chapter, and Regional Chapter.
- 14.3 The Chapter Executive committee shall comprise the following office bearers:
 - 14.3.1 Convenor – responsible for calling general and executive meetings; establishing initiatives for consideration of the Chapter; liaising with the State delegate re lobbying at the State level.
 - 14.3.2 Secretary Treasurer – responsible for providing assistance to the Chapter; distribution of meeting information to members; acting as membership officer; maintaining the records of the Chapter; responsible for administration of funds.
 - 14.3.3 State Delegate – responsible for liaison between Council and the Chapter; reporting in the national Newsletter.
 - 14.3.4 Any other Members as the Chapter requires – responsible for such things as assisting with Chapter meetings, conference organisation, preparation of local newsletter, organising special events, marketing Association products and products under franchise.
- 14.4 All members of the State Executive Committee shall be elected annually.
- 14.5 A Regional Chapter and/or sub committees shall:
 - 14.5.1 be responsible directly to the state chapter, or to the national executive where no state chapter exists;
 - 14.5.2 elect such office bearers as deemed necessary including a Convenor and Secretary; and
 - 14.5.3 nominate one person for the Executive of the State Chapter where it exists.

15. THE ELECTION OF COUNCIL MEMBERS AND THE EXECUTIVE

- 15.1 Nominations of candidates for the election of the President, Vice-President/s, Secretary, Treasurer, Membership Officer, of the Council of the Association;
 - 15.1.1 shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate; and
 - 15.1.2 shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the Annual General Meeting at which the election is to take place.
- 15.2 If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected and further nomination shall be received at the Annual General Meeting.
- 15.3 If insufficient further nominations are received, any vacant positions remaining on the Council shall be deemed to be vacancies.
- 15.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons shall be taken to be elected.
- 15.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 15.6 A person is not eligible to simultaneously hold more than 1 position on the Council.
- 15.7 The ballot for election of office bearers and ordinary Council members shall be conducted at the Annual General Meeting in such manner as the Council may direct.
- 15.8 Sub-rules 1 through to 7 also apply to the Council positions of Newsletter Editors (1 or 2 positions), and Journal Editor with the exception being that the term of office of the Newsletter Editors, shall be two years and the term of the Journal Editor shall normally be four years.

16. SECRETARY

- 16.1 The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.
- 16.2 The Secretary shall keep minutes of:

- 16.2.1 all elections and office bearers within the particular State of the Executive and through the State Chapter secretaries for each respective chapter regional group or sub committee;
 - 16.2.2 the names of members of the Council present at a Council meeting or a General Meeting; and
 - 16.2.3 all proceedings at Council, Executive and general meetings.
- 16.3 The minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
- 16.4 The Secretary shall give not less than 30 days notice in writing to every member of the time and place of the Annual General Meeting, together with a resume of the business to be transacted.

17. TREASURER

- 17.1 The Treasurer of the Association shall:
- 17.1.1 collect and receive all moneys due to the Association and make payments authorised by the Association; and
 - 17.1.2 keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

18. VACANCIES

- 18.1 A vacancy in the office of a member of Council occurs if the member:
- 18.1.1 dies;
 - 18.1.2 ceases to be a member of the Association;
 - 18.1.3 resigns from the office;
 - 18.1.4 is removed from office pursuant of rule 19;
 - 18.1.5 becomes an insolvent under administration within the meaning of the Corporations Law;
 - 18.1.6 suffers from mental or physical incapacity;
 - 18.1.7 is disqualified from office as stipulated under the Act; or
 - 18.1.8 a member of the Executive is absent without the consent of the executive members from all meeting of the executive held during a period of 6 months.
- 18.2 Any vacancy that may arise in the Council, excepting the position of state delegate shall be filled by election by the Council. State delegate positions shall be filled by election by the state or regional chapter.

19. REMOVAL OF COUNCIL MEMBERS

The Association in a General Meeting may by resolution, subject to Section 50 of the Act, remove any member of the Council from the office of member of the Council before the expiration of the member's term of office.

20. EXECUTIVE MEETINGS AND QUORUM

- 20.1 The Executive shall meet at least *six* times in each calendar year at such place and time as the Executive determines.
- 20.2 Additional meetings of the Executive may be convened by any member of the Executive.
- 20.3 Oral or written notice of a meeting of the Executive shall be given by the Secretary to each member of the Executive at least 48 hours (or such period as may be unanimously agreed upon by the members of the executive) before the time appointed for the holding of the meeting.
- 20.4 Notice of a meeting given under subrule 20.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the

Executive members present at the meeting unanimously agree to treat as urgent business.

- 20.5 The quorum at Executive meetings shall be *four* members.
- 20.6 No business shall be transacted by the Executive unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present and meeting stands adjourned to the same place and at the same hour of the day of the following week.
- 20.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed by the meeting, the meeting shall be dissolved.
- 20.8 At meetings of the Executive:
 - 20.8.1 the President or in the absence of the President, the Vice President shall preside; or
 - 20.8.2 if the President and the Vice President are absent one of the remaining members of the Executive may be chosen by the members present to preside.

21. DELEGATION BY COUNCIL OR EXECUTIVE TO SUBCOMMITTEE

- 21.1 The Council or Executive may by instruction in writing, delegate to 1 or more sub-committees (consisting of such member or members of the Association as the Council or Executive thinks fit) the exercise of such of the functions of the Council or Executive as are specified in the instrument, other than:
 - 21.1.1 this power of delegation; and
 - 21.1.2 a function which is a function imposed on the Executive or the Council by the Act, by any other law of the Territory, or by resolution of the Association in General Meeting.
- 21.2 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.
- 21.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as time or circumstances, as may be specified in the instrument of delegation.
- 21.4 Notwithstanding any delegation under this rule, the Executive or Council may continue to exercise any function delegated.
- 21.5 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 done or suffered by the Executive or the Council.
- 21.6 The Executive or Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 21.7 A sub-committee may meet and adjourn as it thinks proper.

22. VOTING AND DECISIONS

- 22.1 Questions arising at the meeting of the Council of any sub-committee appointed by Council or the Executive, shall be determined by a majority of the votes of members of Council, Executive or sub-committee present at the meeting.
- 22.2 Each member present at a meeting of Council, the Executive or any sub-committee appointed by Council or the Executive (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an inequality of votes on any question, the person presiding may exercise a second or casting vote.
- 22.3 Subject to subrule 20.5, the Executive or Council may act notwithstanding any vacancy on Council or the Executive.
- 22.4 Any act or thing suffered, or purporting to have been done or suffered, by Council, the Executive or the sub-Council appointed by Council or the Executive, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of Council, the Executive or sub-committee.

23. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

- 23.1 The Association shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- 23.2 These sub-rules have effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

- 23.3 The Annual General Meeting of the Association shall subject to the Act, be convened on such a date and at such place and time as the Council thinks fit.
- 23.4 In addition to any other business which may be transacted at an Annual General Meeting, the business of any Annual General Meeting shall be:
 - 23.4.1 to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - 23.4.2 to receive from Council and Executive any reports on the activities of the Association during the last preceding financial year;
 - 23.4.3 to elect a new Council;
 - 23.4.4 to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73 (1) of the Act;
 - 23.4.5 to discuss and if necessary vote on motions submitted to the Annual General Meeting; and
 - 23.4.6 to discuss and if necessary vote on any matter which the majority of those members present at the Annual General Meeting resolve to discuss.
- 23.5 An Annual General Meeting shall be specified as such in the notice convening it in accordance with rule 25.
- 23.6 An Annual General Meeting shall be conducted in accordance with the provisos of this Part.

24. GENERAL MEETINGS – CALLING OF
- 24.1 A General Meeting of the Association may be called and when required to deal with special items of business.
- 24.2 The President shall call a General Meeting to be held within one calendar month of his/her receipt of a petition signed by at least five percent of members representing more than one State or Territory and setting out the matter to be discussed at the meeting.
- 24.3 A requisition of members for a General Meeting:
- 24.3.1 shall state the purpose or purposes of the meeting;
- 24.3.2 shall be signed by the members making the requisition;
- 24.3.3 shall be lodged with the Secretary; and
- 24.3.4 may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- 24.4 If the Council fails to convene a General Meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any 1 or more of the members who made the requisition may convene a meeting to be held not more than 3 months after that date.
- 24.5 A General Meeting convened by a member or members referred to in subrule 24.4 shall be convened by the Council and any member who thereby incurs expense is entitled to be reimbursed by Association for any reasonable expense so incurred.
25. GENERAL MEETING – NOTICE
- 25.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent to each member at the member's address appearing to the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 25.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before either date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in subrule 25.1 specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- 25.3 No business other than that specified in the notice convening a General Meeting shall be transacted except in the case of an Annual General Meeting, business which may be transacted pursuant to subrule 23.2.
- 25.4 A member desiring to bring business before a General Meeting may give notice in writing of that business to the Secretary who shall include that notice from the member.
26. GENERAL MEETING – PROCEDURE AND QUORUM
- 26.1 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote.
- 26.2 Not less than five percent of 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.
- 26.3 If, after a lapse of half an hour from the time set for the General Meeting, a quorum be not present, the meeting shall stand adjourned to a date and time approved by a majority of those members present and voting.
- 26.4 If a quorum is not present at the adjourned General Meeting, the members present shall transact the business on the notice paper.
27. GENERAL MEETING – PRESIDING MEMBER
- 27.1 The President, or in the absence of the President, a Vice President, shall preside at each General Meeting of the Association.
- 27.2 If the President and the Vice President are absent from the General Meeting, the members present shall elect 1 of their number to preside at the meeting.
28. GENERAL MEETING – ADJOURNMENT
- 28.1 The person presiding at a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned

meeting other than the business left unfinished at the meeting at which the adjournment took place.

28.2 Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

28.3 Except as provided in sub-rules 28.1 and 28.2, 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.

29. GENERAL MEETING – MAKING OF DECISIONS

29.1 A question arising at a General Meeting of the Association shall be determined on a show of hands and unless a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

29.2 At a General Meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.

29.3 Where the poll is demanded at a General Meeting, the poll shall be taken:

29.3.1 immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or

29.3.2 in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

30. GENERAL MEETING – VOTING

30.1 Subject to subrule 29.3, upon any question arising at a General Meeting of the Association a member has 1 vote.

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

30.3 In the case of an equality of votes on a question at a General Meeting, the person presiding is entitled to exercise a second or casting vote.

30.4 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 current year.

31. GENERAL MEETING – APPOINTMENT OF PROXIES
- 31.1 Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before time of the meeting in respect of which the proxy is appointed.
- 31.2 The notice appointing the proxy shall provide a statement with the name and address of the member appointing the proxy, the name of the Association, the name and address of the proxy who must also be a member and a statement providing details of the General Meeting and authorising the proxy to vote on the member's behalf, the notification must provide a signature of the member appointing the proxy and the date.
32. FUNDS – SOURCE
- 32.1 The funds of the Association shall be derived from annual subscriptions of members as outlined in subrule 3.6, donations, *sales*, grants and, subject to any resolution passed by the Association in a General Meeting and subject to section 114 of the Act, such other sources as Council determines.
- 32.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the Association's bank account.
33. FUNDS – MANAGEMENT
- 33.1 Subject to any resolution passed by the Association in a General Meeting, the funds of the Association shall be used in such a manner as the executive determines.
- 33.2 All cheques, drafts, bills of exchange, promissory notes another negotiable instruments shall be signed by 2 authorised members of the Council or designated State and Territory members.
34. ALTERATION OF OBJECTS AND RULES
- Neither the objects of the Association referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.
35. AMENDMENT TO CONSTITUTION
- 35.1 Proposals to amend the Constitution shall be proposed in writing, by members to the Council at least four months prior to the Annual General Meeting.
- 35.2 Proposals to amend the constitution must be circulated to members at least one month prior the Annual General Meeting.
- 35.3 All amendments must be carried by a two-thirds majority at the Annual General Meeting.
- 35.4 Amendments to the Constitution will take effect immediately upon being passed by a majority at the Annual General Meeting.
36. INDEMNITY
- No office bearer, delegate or member of the committee or other group working for the Association shall be liable for the acts or default of any other person working for the Association or for any error or judgement or his/her part or for any loss or damage resulting from his/her duties unless it be dishonesty or wilful negligence on his/her part. Each person so mentioned shall be entitled to be indemnified out of the fund of the Association for any liability incurred by him/her on behalf of the Association.

37. COMMON SEAL
- 37.1 The Association shall acquire a common seal which shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal".
- 37.2 The seal of the Association shall not be affixed to any instrument except by the authority of the Executive and the affixing thereof shall be attested by the signatures either of two members of the Executive or of one member of the Executive and of the Public Officer of the Association or such other person as the Executive may appoint for that purpose, and that attestation is sufficient for all purposes and that the seal was affixed by authority of the Executive.
- 37.3 The seal shall remain in the custody of the Secretary.
38. CUSTODY OF BOOKS
- Subject to the Act, the Regulations and these rules, the Secretary shall keep in his or her control all records, and other documents relating to the Association.
39. INSPECTION OF BOOKS
- The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.
40. SERVICE OF NOTICES
- 40.1 For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member at the member's address shown in the register of members.
- 40.2 Where a document is sent to a person by properly addressing, and posing the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes 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.
41. POLICY RELATING TO PROPERTY
- The property and the income of the Association shall be applied solely towards the objects of the Association. No portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Association.
42. DISSOLUTION
- 42.1 The Association shall be dissolved upon the vote of a two-thirds majority of members present at a Special General Meeting convened to consider such question.
- 42.2 Upon a resolution being passed in accordance with Clause 16(a) of this Constitution, all assets and funds of the Association shall, after the payment of all debts and liabilities of the Association and costs, charges and expenses of the winding up, be handed over to such organisations having similar aims and objectives to those of the Association as a two-thirds majority of the members of the Association may decide and in accordance with the requirements of the Association's Incorporation Ordinance 1953 and subsequent amendments.
- 42.3 Also upon dissolution, funds and property of the Association shall not be given or distributed among members of the Association and funds may only be given to an Association which prohibits the distribution of their income and property to their members and which is a fund, authority or institution approved by the Commissioner for Taxation as a fund, authority or institution referred to in section 23 of the Income Tax Assessment Act, 1936 (as amended).
- 42.4 Winding up: If upon winding up or dissolution of the Association there remains after satisfaction of all debts and liabilities, any property whatever, the same shall not be paid or distributed among members of the Association but shall be given or transferred to some Institution or Institutions having objects similar or in part similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to any extent at least as great as that imposed on the Association.