

CONSTITUTION

FOR

**THE WESTERN AUSTRALIAN MEDICAL STUDENTS' SOCIETY
INCORPORATED**

ABN 44 172 133 231

Last amended: 30th November 2022

1. Name of Association

- 1.1. The name of the Association is the Western Australian Medical Students' Society Incorporated.

2. Definitions

In these rules, unless the contrary intention appears-

- 2.1. **'Constitution'** means the Constitution of The Western Australian Medical Students' Society Incorporated (ABN: 44 172 133 231). That is, this document.
- 2.2. **'Regulations and By-Laws'** means the Regulations and By-Laws of The Western Australian Medical Students' Society Incorporated (ABN: 44 172 133 231).
- 2.3. **'Register of Resolutions'** means the Register of Resolutions of The Western Australian Medical Students' Society Incorporated (ABN: 44 172 133 231);
- 2.4. **'Standing Orders'** means the Standing Orders of The Western Australian Medical Students' Society Incorporated (ABN: 44 172 133 231).
- 2.5. **'Official Documents'** refers to the Constitution, Regulations and By-Laws, Register of Resolutions, Standing Orders, and any similar document of the Incorporation's subcommittees as a collective.
- 2.6. **'Member'** means member of the Association;
- 2.7. **'Associate member'** means an associate member of the Association as defined by section 5.2.1 and 5.2.2 and 5.3 of the Constitution of the Association;
- 2.8. **'Annual general meeting'** is the meeting convened under paragraph 16.1.2
- 2.9. **'General meeting'** means a meeting to which all members are invited;
- 2.10. **'Committee meeting'** means a meeting referred to in rule 15;
- 2.11. **'Convene'** means to call together for a formal meeting;
- 2.12. **'Committee member'** means person referred to in rule 10.1;
- 2.13. **'Department'** means the government department with responsibility for administering the Associations Incorporation Act (2015);
- 2.14. **'Financial year'** means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;
- 2.15. **'Ordinary resolution'** means resolution other than a special resolution;
- 2.16. **'Poll'** means voting conducted in written form (as opposed to a show of hands);
- 2.17. If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.
- 2.18. **'Special General Meeting'** means a general meeting other than the annual general meeting;
- 2.19. **'Special Resolution'** has the meaning given by section 51 of the Act, that is- A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules. At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution

shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

- 2.20. **'Priority Resolution'** holds the same meaning as a 'Special Resolution';
- 2.21. **'the Act'** means the Associations Incorporation Act 2015; 'the Association' means the Association referred to in rule 1;
- 2.22. **'the Commissioner'** means the Commissioner for Consumer Protection exercising powers under the Act;
- 2.23. **'the Committee'** means the Committee of Management of the Association referred to in rule 10.1;
- 2.24. **'the Executive'** means the Executive Committee of Management of the Association referred to in rule 10.1;
- 2.25. **'the UWA Medical School'** means the School of Medicine at the University of Western Australia;
- 2.26. **'the President'** means the President referred to rule 10.1.1;
- 2.27. **'the Secretary'** means the Secretary referred to rule 10.1.1;
- 2.28. **'the Treasurer'** means the Treasurer referred to rule 10.1.1;
- 2.29. **'the Vice President Internal'** means the Vice President Internal referred to rule 10.1.1;
- 2.30. **'the Vice President External'** means the Vice President External referred to rule 10.1.1;
- 2.31. **'the Vice President Academic'** means the Vice President Academic referred to rule 10.1.1;
- 2.32. **'the Vice President Social'** means the Vice President Social referred to rule 10.1.1;
- 2.33. **'the Vice President Welfare'** means the Vice President Welfare referred to rule 10.1.1.

3. Objects of Association

- 3.1. The objects of the Association are
 - 3.1.1. to represent the interests of medical students to all relevant bodies;
 - 3.1.2. to provide representation and support for medical students in the UWA Medical School;
 - 3.1.3. to facilitate interaction and collaboration between persons interested in studying medicine, medical students, teachers and medical graduates of UWA.
 - 3.1.4. to support the development of social, sporting, cultural, community and educational endeavours for the benefit of the Society's Members;
 - 3.1.5. to be affiliated with the Australian Medical Students' Association; and
 - 3.1.6. to be affiliated with the Guild of Undergraduates of the University of Western Australia.
- 3.2. The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to

any member of the Association, except in good faith in the promotion of those objects or purposes.

4. Powers of Association

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may –

- 4.1. acquire, hold, deal with, and dispose of any real or personal property;
- 4.2. open and operate bank accounts;
- 4.3. invest its money –
 - 4.3.1. as trust funds, invested under the Trustees Act 1962 Part III; or 4.3.2 in any other manner authorised by the rules of the Association;
- 4.4. borrow money upon such terms and conditions as the Association thinks fit;
- 4.5. give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 4.6. appoint agents to transact any business of the Association on its behalf;
- 4.7. enter into any other contract it considers necessary or desirable;
- 4.8. may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association; and
- 4.9. shall have such other powers as may be convenient or necessary to give effect to these rules.

5. Qualifications for membership of Association

- 5.1. Membership of the Association is open to
 - 5.1.1. any student currently enrolled in a Bachelor of Medicine/Bachelor of Surgery degree or Doctor of Medicine degree at the University of Western Australia;
 - 5.1.2. any student who has a suspended enrolment in a Bachelor of Medicine/Bachelor of Surgery degree or Doctor of Medicine degree at the University of Western Australia; or
 - 5.1.3. any staff member of the UWA Medical School.
- 5.2. Associate Membership status of the Association is open to
 - 5.2.1. anyone who is interested in studying Medicine at UWA.
- 5.3. Associate membership status is defined as stipulated in the Regulations and By-Laws of the Association.
- 5.4. A person who wishes to become a member or associate member must apply for membership to the Committee in writing-
 - 5.4.1. signed by that person;
 - 5.4.2. in such form as the Committee from time to time directs; and
 - 5.4.3. specifying the level of membership, if there is more than one, to which the application is related.
- 5.5. The Committee shall reserve the right to reject any application made under sub-rule (4) at the Committee meeting following the receipt of the application by a majority vote.

- 5.6. An applicant whose application for membership of the Association is rejected under sub-rule (5) must, if they wishes to appeal against that decision, give notice to the Secretary of their intention to do so within a period of 14 days from the date they are advised of the rejection.
- 5.7. When notice is given under sub-rule (6), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.
- 5.8. Any membership application that is not rejected under sub-rule (5) shall be automatically accepted.

6. Register of members of the Association

- 6.1. The Secretary, on behalf of the Association, must comply with section 53 of the Act by keeping and maintaining an up to date register of the members and associate members of the Association and the residential, postal or email address.
- 6.2. The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.
- 6.3. The Secretary must cause the name of a person who dies or who ceases to be a member or associate member under rule 8 to be deleted from the register of members and associate members referred to in sub-rule (1).
- 6.4. Under section 54 of the Act, upon request a member of the Association is entitled to inspect the register free of charge. The member may make a copy of, or take an extract from, the register but has no right to remove the register for that purpose.

7. Subscriptions of members of the Association

- 7.1. The Committee may from time to time determine the amount of the subscription to be paid by each member or associate member.
- 7.2. The fees determined under sub-rule (1) may vary for different levels of membership.
- 7.3. Each member or associate member must pay to the Treasurer, annually on or before the 30th of November or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (1).
- 7.4. Each committee member must pay to the Treasurer, annually on or before the 30th of May or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (1).
- 7.5. Subject to sub-rule (3) and (4), a member or associate member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (3) and (4) ceases on the expiry of that period to be a member or associate member, unless the Committee decides otherwise.
- 7.6. A person exercises all the rights and obligations of a member or associate member for the purposes of these rules if their subscription is paid on or before the relevant date fixed by or under sub-rule (3) and (4) or within 3 months thereafter, or such other time as the Committee allows.

8. Termination of membership of the Association

- 8.1. Membership of the Association may be terminated upon
 - 8.1.1. that person ceasing to fulfil the qualifications for membership of the Association, as outlined in rule 5 and the Regulations and By-Laws of the Association;
 - 8.1.2. receipt by the Secretary or another Committee member of a notice in writing from a member or associate member of their resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
 - 8.1.3. non-payment by a member or associate member of their subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 7.3; or
 - 8.1.4. expulsion of a member or associate member in accordance with rule 9.
- 8.2. Where a person ceases to be a member of the Association's committee, section 41 of the Act requires that person to, as soon as practicable after their membership ceases, deliver to a member of the management committee of the Association all relevant documents and records or, in the case of relevant documents or records that are stored on a computer, a copy of all such documents and records.

9. Suspension or expulsion of members of Association

- 9.1. If the Committee considers that a member or associate member should be suspended or expelled from membership of the Association because their conduct in the opinion of the Committee is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member or associate member –
 - 9.1.1. notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
 - 9.1.2. particulars of that conduct, not less than 14 days before the date of the Committee meeting referred to in 9.1.1.
- 9.2. At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member or associate member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member or associate member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member or associate member, communicate that decision in writing to that member or associate member.
- 9.3. Subject to sub-rule (5), a member or associate member has their membership suspended or ceases to be a member or associate member 14 days after the day on which the decision to suspend or expel a member or associate member is communicated to them under sub-rule (2).

- 9.4. A member or associate member who is suspended or expelled under sub-rule (2) must, if they wish to appeal against that suspension or expulsion, give notice to the Secretary of their intention to do so within the period of 14 days referred to in sub-rule (3).
- 9.5. When notice is given under sub-rule (4)
- 9.5.1. the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member or associate member, after having afforded the member or associate member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
- 9.5.2. the member or associate member who gave that notice is not suspended or does not cease to be a member or associate member unless and until the decision of the Committee to suspend or expel them is confirmed under this sub-rule.

10. Committee of Management

- 10.1. Subject to sub-rule (8), the affairs of the Association will be managed by a Committee of Management, which shall comprise of
- 10.1.1. the Executive Committee of Management, comprising of
- 10.1.1.1. the President;
- 10.1.1.2. the Vice President Internal;
- 10.1.1.3. the Vice President External;
- 10.1.1.4. the Vice President Academic;
- 10.1.1.5. the Vice President Social;
- 10.1.1.6. the Vice President Welfare;
- 10.1.1.7. the Secretary; and
- 10.1.1.8. the Treasurer.
- 10.1.2. not less than 10 other persons, all of whom shall be members of the Association under rule 5.1, with the exception of medical graduates, if they held the position of President of the Association the previous year.
- 10.2. Committee members shall be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (6), however they shall not take office until the 1st of January following the annual general meeting at which they were elected, unless otherwise determined by the Committee.
- 10.3. Subject to sub-rule (7), a Committee member's term will be from the date of taking office until the appointment of a successor to that office, in accordance with sub-rule (2).
- 10.4. Except for nominees under sub-rule (5), a person is not eligible for election to membership of the Committee unless that member has nominated themselves for election by delivering notice in writing of that nomination, signed by the nominee to signify their willingness to stand for election, to the Secretary as per the procedure determined by the Committee from time to time.
- 10.5. A person who is eligible for election or re-election under this rule may
- 10.5.1. propose themselves for election or re-election; and
- 10.5.2. vote for themselves.

- 10.6. If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled
- 10.6.1. the Secretary must report accordingly to; and
 - 10.6.2. the President must declare those persons to be duly elected as members of the Committee at the annual general meeting concerned.
- 10.7. If a vacancy remains on the Committee, or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-
- 10.7.1. the Committee may appoint a member to fill that vacancy; and
 - 10.7.2. a member appointed under this sub-rule will
 - 10.7.2.1. hold office until the election referred to in sub-rule (2); and
 - 10.7.2.2. be eligible for election to membership of the Committee at the next following annual general meeting.
- 10.8. The Committee may delegate, in writing, to one or more sub-committees (consisting of such member or members of the association as the Committee sees fit, which may include associate members subject to stipulations residing in the Regulations and By-Laws of the Association) the exercise of such functions of the Committee as are specified in the delegation other than-
- 10.8.1. the power of delegation; and
 - 10.8.2. a function which is a duty imposed on the Committee by the Act or any other law.
- 10.9. Any delegation under sub-rule (8) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- 10.10. The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (8).
- 10.11. All persons who are eligible for membership of the Association under rule 5.1 shall be eligible to vote in elections held for selection of the Committee.
- 10.12. Medical graduates serving on the committee of management can only be appointed to the position of Immediate Past President.
- 10.13. Under section 39 of the Act the following persons must not accept an appointment or act as a member of the management committee of the Association:
- 10.13.1. A person who is bankrupt or whose affairs are under insolvency laws;
 - 10.13.2. A person who has been convicted of
 - 10.13.2.1. An indictable offence in relation to the promotion, formation or management of a body corporate;
 - 10.13.2.2. An offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - 10.13.2.3. An offence under section 127 of the Act.
- 10.14. Under section 58 of the Act the Association must maintain record of
- 10.14.1. the names and addresses of the persons who are members of its management committee;
 - 10.14.2. the name and address of any person who is authorized to use the common seal of the Association; and

- 10.14.3. the name and address of any person who is appointed or acts as a trustee on behalf of the Association.

11. Chairing meetings

- 11.1. It is the duty of the chair to consult with the Secretary regarding the business to be conducted at each committee meeting and general meeting.
- 11.2. Subject to this rule, the Vice President Internal must chair all general meetings and Committee meetings.
- 11.3. In the event of the absence from a general meeting of the Vice President Internal, a member of the Executive must chair the general meeting.
- 11.4. In the event of the absence from a Committee meeting of the Vice President Internal, a member of the Executive must chair the Committee meeting.

12. Secretary

The Secretary must-

- 12.1. co-ordinate the correspondence of the Association;
- 12.2. keep full and correct minutes of the proceedings of the Committee and of the Association;
- 12.3. comply on behalf of the Association with
- 12.3.1. section 53 and 54 of the Act with respect to the register of members of the Association, as referred to in rule 6;
- 12.3.2. section 35 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
- 12.3.3. section 58 of the Act by maintaining a record of –
- 12.3.3.1. the names and residential, postal or email addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and
- 12.3.3.2. the names and residential, postal or email addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose.
- 12.4. unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph 12.3 but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- 12.5. perform such other duties as are imposed by these rules on the Secretary.

13. Treasurer

The Treasurer must-

- 13.1. be responsible for the receipt of all moneys paid to or received by, or by them on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- 13.2. pay all moneys referred to in paragraph 13.1 into such account or accounts of the Association as the Committee may from time to time direct;
- 13.3. make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques and electronic monetary transfers are signed by themselves and at least one other authorised Executive member, or by any two authorised executive members;
- 13.4. comply on behalf of the Association with sections 66, 71 and 73 of the Act with respect to the accounting records of the Association by
 - 13.4.1. keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - 13.4.2. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - 13.4.3. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - 13.4.4. submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association;
- 13.5. whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- 13.6. unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs 13.4 and 13.5; and
- 13.7. perform such other duties as are imposed by these rules on the Treasurer.

14. Casual vacancies in membership of Committee

- 14.1. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member
 - 14.1.1. dies;
 - 14.1.2. resigns by notice in writing delivered to the Secretary or, if the Committee member is the Secretary, to the President and that resignation is accepted by resolution of the Committee;
 - 14.1.3. is convicted of an offence under the Act;
 - 14.1.4. is permanently incapacitated by mental or physical ill-health;
 - 14.1.5. is absent from more than
 - 14.1.5.1. three Committee meetings in the same year of appointment without tendering an apology to the Secretary in advance of each of those Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
 - 14.1.6. ceases to be a member of the Association; or
 - 14.1.7. is the subject of a resolution passed by a general meeting of members terminating their appointment as a Committee member.

15. Proceedings of Committee

- 15.1. The Committee must meet together for the dispatch of business not less than four times in each year and at least five members of the Executive, and at least half the members of the Committee, may at any time convene a meeting of the Committee.
- 15.2. Each Committee member has a deliberative vote, subject to portfolio specific restrictions as decided by the Committee and contained in the Regulations and By-Laws from time to time.
- 15.3. A question arising at a Committee meeting must be decided by a majority of votes except in the case of a priority resolution. In the case of a tied vote, the executive committee of management will each have a second vote, with no ability to abstain, in order to resolve the tie. If the executive vote is also a tie, the Chair has the deciding vote.
- 15.4. A quorum at any Committee meeting shall be at least five members of the Executive and at least half of the Committee members who have a deliberative vote.
- 15.5. Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- 15.6. As required under sections 42 and 43 of the Act, a member of the committee who has material personal interest in a matter being considered at a committee meeting must –
 - 15.6.1. as soon as they become aware of that interest, disclose the nature and extent of their interest to the Committee;
 - 15.6.2. disclose the nature and extent of the interest at the next general meeting of the Association; and
 - 15.6.3. not be present while the matter is being considered at the meeting or vote on the matter.
- 15.7. Sub-rule (6) does not apply with respect of a material personal interest that the member has in common with all, or a substantial proportion of, the members of the Association.
- 15.8. The Secretary must record every disclosure made under sub-rule (6) in the minutes of the committee meeting at which the disclosure is made.
- 15.9. The presence of a committee member at a committee meeting need not be by attendance in person, but may be by that committee member and each other committee member at the meeting being simultaneously in contact by instantaneous electronic communication.
- 15.10. A member who participated in a committee meeting as allowed under sub-rule (9) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

16. General Meetings

- 16.1. The Committee-
 - 16.1.1. may at any time convene a special general meeting;
 - 16.1.2. must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is – in every calendar year within 6 months after the end of the Association's financial

year, or such longer period as may in a particular case be allowed by the Commissioner.

- 16.1.3. must, within 60 days of
 - 16.1.3.1. receiving a request in writing to do so from not less than 15 members, convene a special general meeting for the purpose specified in that request; or
 - 16.1.3.2. the Secretary receiving a notice under rule 9.4, convene a general meeting to deal with the appeal to which that notice relates;
- 16.1.4. must, after receiving a notice under rule 5.6, convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Committee's rejection of their application and the Association at that meeting must confirm or set aside the decision of the Committee.
- 16.2. The members making a request referred to in sub-rule 16.1.3.1 must
 - 16.2.1. state in that request the purpose for which the special general meeting concerned is required; and
 - 16.2.2. sign that request.
- 16.3. If a special general meeting is not convened within the relevant period of 60 days referred to in sub-rule 16.1.3
 - 16.3.1. the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - 16.3.2. the member who gave the notice concerned may themselves convene a special general meeting as if they were the Committee.
- 16.4. When a special general meeting is convened under sub-rule 16.3.1 or 16.3.2 the Association must pay the reasonable expenses of convening and holding the special general meeting.
- 16.5. Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of a special general meeting and that notice must specify
 - 16.5.1. when and where the general meeting concerned is to be held; and
 - 16.5.2. particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- 16.6. Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify
 - 16.6.1. when and where the annual general meeting is to be held;
 - 16.6.2. the particulars and order in which business is to be transacted, as follows-
 - 16.6.2.1. first, the consideration of the accounts and reports of the Committee;
 - 16.6.2.2. second, the election of Committee members to replace outgoing Committee members; and
 - 16.6.2.3. third, any other business requiring consideration by the Association at the general meeting.
- 16.7. A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

- 16.8. The Secretary must give a notice under sub-rule (5), (6) or (7) by
- 16.8.1. serving it on a member personally;
 - 16.8.2. sending it by post or electronic mail to a member at the address of the member appearing in the register of members kept and maintained under rule 6.
- 16.9. When a notice is sent by post under sub-rule 16.8.2, sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

17. Committee of Management

- 17.1. At a general meeting 40 members present in person constitute a quorum.
- 17.2. If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16.5 or 16.6 –
- 17.2.1. as a result of a request or notice referred to in rule 16.1.3 or as a result of action taken under rule 16.3 a quorum is not present, the general meeting lapses; or
 - 17.2.2. otherwise than as a result of a request, notice or action referred to in 17.2.1, the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 17.3. If within 30 minutes of the time appointed by sub-rule 17.2.2 for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 17.4. The person presiding at the Committee meeting may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 17.5. There must 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.
- 17.6. When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 17.7. At a general meeting-
- 17.7.1. an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
 - 17.7.2. a special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).
- 17.8. A declaration by the Vice President Internal of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will 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).
- 17.9. At a general meeting, a poll may be demanded by the Vice President Internal or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Vice President Internal directs.

- 17.10. If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Vice President Internal of the result of the poll is evidence of the matter so declared.
- 17.11. A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

18. Minutes of meetings of the Association

- 18.1. The Secretary must cause proper minutes of all proceedings of all general meetings and committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or committee meeting, as the case requires, in a minute book kept for that purpose.
- 18.2. The Vice President Internal must ensure that the minutes taken of a general meeting or committee meeting under sub-rule (1) are checked and signed as correct by the Vice President Internal of the general meeting or committee meeting to which those minutes relate or by the Vice President Internal of the next succeeding general meeting or committee meeting, as the case requires.
- 18.3. When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
- 18.3.1. the general meeting or committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
- 18.3.2. all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- 18.3.3. all appointments or elections purporting to have been made at the meeting have been validly made.

19. Voting rights of members of the Association

- 19.1. Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote. This does not include associate members as defined under rule 5.2.

20. Proxies of members of the Association

- 20.1. A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting. This does not include associate members as defined under rule 5.2

21. Rules of the Association

- 21.1. The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31 and 33 of the Act, which is as follows –
- 21.1.1. Subject to sub-rule 21.1.4 and 21.1.5. the Association may alter its rules by special resolution but not otherwise;
- 21.1.2. Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the

Commissioner notice of the special resolution setting out particulars of the alteration with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;

- 21.1.3. An alteration of the rules of the Association does not take effect until sub-rule 21.1.2 is complied with;
 - 21.1.4. An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules 21.1.1 to 21.1.3 are complied with and the approval of the Commissioner is given to the change of name;
 - 21.1.5. An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules 21.1.1 to 21.1.3 are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- 21.2. These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

22. Common seal of Association

- 22.1. The Association must have a common seal on which its corporate name appears in legible characters.
- 22.2. The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 18.
- 22.3. The affixing of the common seal of the Association must be witnessed by any three members of the Executive.
- 22.4. The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

23. Inspection of records and documents

- 23.1. A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

24. Disputes and mediation

- 24.1. The grievance procedure set out in this rule applies to disputes under these rules between
 - 24.1.1. a member or associate member and another member or associate member; or
 - 24.1.2. a member or associate member and the Association; or
 - 24.1.3. (if the Association provides services to non-members) non-members who receive services from the Association, and the Association.
- 24.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

- 24.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 24.4. The mediator must be-
- 24.4.1. a person chosen by agreement between the parties; or
 - 24.4.2. in the absence of agreement-
 - 24.4.2.1. in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
 - 24.4.2.2. in the case of a dispute between a member or relevant non- member (as defined by sub-rule 24.13) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 24.5. A member of the Association can be a mediator.
- 24.6. The mediator cannot be a member who is a party to the dispute.
- 24.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 24.8. The mediator, in conducting the mediation, must-
- 24.8.1. give the parties to the mediation process every opportunity to be heard;
 - 24.8.2. allow due consideration by all parties of any written statement submitted by any party; and
 - 24.8.3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 24.9. The mediator must not determine the dispute.
- 24.10. The mediation must be confidential and without prejudice.
- 24.11. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

25. Distribution of surplus property on winding up of the Association

- 25.1. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects or an organisation which is approved by the Commissioner of Taxation as a public benevolent institution to which income tax deductible gifts can be made, and which association shall be determined by resolution of the members.