



**ANZAHPE**

**Australian & New Zealand  
Association for Health  
Professional Educators**

Revision4 14/07/2020 after review by CoM and submission to AGM

## **OBJECTS and RULES of**

# **ANZAHPE: Australian and New Zealand Association for Health Professional Educators**

### **STATEMENT OF OBJECTS**

The objects of the association are:

- (a) To ensure, for the benefit of the community in general, that health professional education is fostered and developed to maintain the highest possible standard, to the end that health professionals are better trained, equipped and educated to provide health assistance to the community.
- (b) To hold meetings in which all matters pertaining to medical and health professional education may be discussed, toward the furtherance of the primary object of the association.
- (c) Generally to utilise the funds and credit of the association in any manner which in the opinion of the committee is conducive or incidental to the encouragement of the study of and health professional education.
- (d) To subscribe to and promote the aims and objects of any association or other body whose aims are consistent with those of the association or where it would be conducive to the interests of the association or to the attainment of the objects of the association to do so.
- (e) To further the education of medical and health professionals.
- (f) To disseminate professional and other information to members, including to publish and distribute any journal, periodical, leaflet or other publication.

# **RULES OF THE AUSTRALIAN & NEW ZEALAND ASSOCIATION FOR HEALTH PROFESSIONAL EDUCATORS INCORPORATED**

## **PART I - PRELIMINARY**

### **Definitions**

1. (1) In these rules:

'ordinary member' means a member of the association who is not an office bearer of the association, as referred to in rule 16(1) & (2);

'secretary' means:

(a) the person holding office under these rules as secretary of the association;  
or

(b) if no such person holds that office - the public officer of the association;

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

'the Act' means the Associations Incorporation Act 2009;

'the Regulation' means the Associations Incorporation Regulation 2010.

(2) In these rules:

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **PART II - MEMBERSHIP**

### **Membership qualifications**

2. A person is qualified to be a member of the association if, but only if:

(1) the person is a natural person:

(a) who has applied for membership of the association as provided by rule 3; and

(b) who has been approved for membership of the association by the committee of the association.

### **Classes of membership**

3. (1) Members shall be divided into the following classes:
  - (a) Fee paying members who include:
    - (i) ordinary members;
    - (ii) student members;
    - (iii) retired members
    - (iv) corporate members; and
  - (b) Honorary members who are to be elected by the committee, which may elect any person.
  - (c) Non-fee- Feepaying student associate members.
- (2) Any candidate for election shall declare that he/she are prepared to abide by these Rules.

### **Application for membership**

4. (1) An application for membership of the association:
  - (a) must be made in writing in the form set out as determined by the Committee of Management; and
  - (b) must be accompanied by the annual subscription fee; and
  - (c) must be lodged by the procedure determined by and approved by the Committee of Management.
- (2) Attendees at the annual general meeting who are not already members, will become members on payment of the subscription fee without the need for an application form.
- (3) The membership secretary must, on payment by the applicant of the annual subscription fee, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

### **Cessation of membership**

5. A person ceases to be a member of the association if the person:
  - (1) dies; or
  - (2) resigns membership; or
  - (3) is expelled from the association

### **Suspension of membership**

6. The committee may by resolution suspend the membership of any member for such period as the committee thinks fit or may expel any member for any conduct which in the opinion of the committee is contrary to the interest of the association PROVIDED ALWAYS that no resolution for suspension of or expulsion shall be passed unless the committee has given the member concerned an opportunity of showing cause against his proposed suspension or expulsion.

### **Membership entitlements not transferable**

7. 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.

### **Resignation of membership**

8.
  - (1) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the membership secretary written notice of at least one month (or such other period as the committee 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 clause (2), and in every other case where a member ceases to hold membership, the membership secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### **Register of members**

9.
  - (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
  - (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.

### **Fees and subscriptions**

10.
  - (1) A member of the association must, on admission to membership, pay to the association an amount (if any) as determined by the committee.

- (2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee of an amount determined by the committee on the advice of the annual general meeting. If the annual membership fee is not paid by six months after the time it is due, membership may at any time therefrom be terminated by resolution of the Committee.
- (4) Contributions or donations may be accepted from members to supplement their annual subscription which are to be regarded as minima.

### **Members' liabilities**

11. The liability of a member, including the directors, 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 10.

### **Resolution of internal disputes**

12. Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

### **Disciplining of members**

13. (1) A complaint may be made by any member of the association that some other member of the association:
  - (a) has refused or neglected to comply with a provision or provisions of these rules; or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the committee:
  - (a) may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
  - (b) must cause notice of the complaint to be served on the member concerned; and
  - (c) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
  - (d) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 14.
- (5) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 14(4), whichever is the later.

### **Right of appeal of disciplined member**

14. (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 13, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
  - (a) no business other than the question of the appeal is to be transacted; and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **PART III - THE COMMITTEE**

### **Powers of the committee**

15. The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:
  - (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 these rules to be exercised by a general meeting of members of the association;
- (3) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association; and
- (4) shall assist the president in carrying on the affairs of the association between annual general meetings.

### **Constitution and membership**

16. (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
  - (a) the office-bearers of the association; and
  - (b) 5 fee paying or honorary members who shall be ordinary members,each of whom is to be elected at an annual general meeting of the association under rule 17.
- (2) In any one year no more than four members of the elected committee shall reside in one State of Australia or New Zealand. The committee shall have power to co-opt up to four additional ordinary members.
- (3) The office-bearers of the association are to be:
  - (a) the president;
  - (b) the vice-president;
  - (c) the honorary treasurer;
  - (d) the honorary secretary; and
  - (e) the honorary membership secretary.
- (4) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting 2 years following the date of the member's election, but is eligible for re-election.
- (5) The term of office of the president is limited to a continuous period of three years. If the president shall hold office for a continuous period of 3 years, then s/he is ineligible for re-election as president for the following 3 years.
  - (a) If the President is elected from the committee close to the conclusion of his/her six year period, then the term on the Committee may be extended to allow him/her to complete a three year presidency.
- (6) Members of the committee are eligible for re-election for a continuous period of 6 years, and may be re-elected to office following a period of absence of at least one year. See 16(5) for the exception to this.

- (7) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (8) If an elected officer is not available to take office within one month from election the committee may declare the office vacant or appoint a substitute.
- (9) The president will act as chairman and convener of the committee and maintain liaison between the committee and all members of the association.
- (10) The office-bearers of the association shall perform the duties assigned to them by the committee.
- (11) All elected members of the Committee of Management will have the title of 'Director' and will be recognized as a Director of an Australian incorporated company by ASIC on the provision of the personal information required by ASIC

#### **Election of committee members**

17. (1) Nominations for election as committee members:
  - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) must be delivered to the honorary secretary of the association at least 28 days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the committee by the closing date for nominations, the candidates nominated are taken to be elected and the call for nominations will be extended for seven days beyond the closing date.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of committee members is to be conducted from 14 days prior to the annual general meeting by a simple majority ballot.
- (7) All voting shall be by secret ballot.

- (8) The president shall appoint a committee of 3 or more members to verify the result of the ballot, using the simple majority system, and report the results to the president, the honorary secretary and the general membership.
- (9) The ballot for the election of office-bearers will be conducted at the first committee meeting after the annual general meeting by simple majority ballot.

### **Secretary**

18. (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the committee;
  - (b) the names of members of the committee present at a committee meeting or a general meeting; and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

### **Treasurer**

19. It is the duty of the treasurer of the association to ensure:
  - (1) that all money due to the association is collected and received and that all payments authorised by the association are made; and
  - (2) that 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.

### **Casual vacancies**

20. (1) For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if the member:
  - (a) dies; or
  - (b) ceases to be a member of the association; or
  - (c) becomes an insolvent under administration within the meaning of the Corporations Law; or
  - (d) resigns office by notice in writing given to the secretary; or
  - (e) is removed from office under rule 21; or
  - (f) becomes a mentally incapacitated person; or

- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 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* of the Commonwealth.
- (2) When a vacancy in the office of president, vice-president, honorary secretary, honorary treasurer or honorary membership secretary occurs, the committee shall elect from its numbers a new president, vice-president, honorary secretary, honorary treasurer or honorary membership secretary for the balance of the term of office and the remaining positions on the committee will be filled for the remaining term of office by a co-opted member of the general membership.
- (3) If any member of the committee is unable or fails to perform their duties satisfactorily, the committee also has the authority to take other reasonable steps to preserve intact the office of the association and to maintain the continuity of the association's operation.

#### **Removal of member**

21. (1) The association in general meeting may by resolution remove any member of the committee 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 committee to whom a proposed resolution referred to in clause (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.

#### **Meetings and quorum**

22. (1) The committee shall hold a meeting each year immediately after the annual general meeting of the association. The office-bearers will be elected at that meeting .
- (2) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (3) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (4) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period

as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

- (5) Notice of a meeting given under clause (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 committee members present at the meeting unanimously agree to treat as urgent business.
- (6) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (7) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to be reconvened at a time suitable to the members of the committee.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the committee:
  - (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 committee as may be chosen by the members present at the meeting is to preside.

#### **Delegation by committee to sub-committee**

23. (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (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.
- (3) A delegation under this section 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 committee may continue to exercise any function delegated.

- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee 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.

### **Voting and decisions**

24. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 23(6), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.
- (5) A corporate member shall only have one vote and must nominate in writing the person or alternates entitled to exercise such vote at all meetings of the Association. Such nomination may be revoked and a new nomination made at any time prior to the commencement of a meeting.

## **PART IV - GENERAL MEETINGS**

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

25. (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of 6 months after the expiration of the financial year of the association.

### **Annual general meeting - calling of and business at**

26. (1) The annual general meeting of the association is, subject to the Act and to rule 25, to be convened on such date and at such place and time as the committee 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 committee reports on the activities of the association during the last preceding financial year;
  - (c) to elect committee members;
  - (d) to receive and consider the financial statement which is required to be submitted to members under the Act;
  - (e) to approve the budget;
  - (f) to direct and review the general affairs of the association;
  - (g) to review the actions taken by the committee between annual general meetings.
- (3) An annual general meeting must be specified as such in the notice convening it.

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

27. (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 25 ordinary members, or 5 per cent of the total number of members, whichever shall be the lesser, 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 committee fails to convene a special general meeting to be held within 1 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 2 months after that date.

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

## **Notice**

28. (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, cause to be notified in writing to each member at the member's email address appearing in 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.
- (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 sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (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 26(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.

## **Procedure**

29. (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Twenty-five members or 25% of the total membership of the association present in person (being members entitled under these rules to vote at a general meeting) whichever shall be the lesser, shall 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) is to constitute a quorum.

### **Presiding member**

30. (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.

### **Adjournment**

31. (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 clauses (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.

### **Making of decisions**

32. (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **Special resolution**

33. A resolution of the association is a special resolution:
- (1) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
  - (2) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the act.

### **Voting**

34. (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally, by power of attorney or by proxy but no member may hold more than 5 proxies apart from the chairman of the meeting.
  - (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
  - (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### **Appointment of proxies**

35. (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.
  - (3) The notice appointing the proxy may be completed by a duly appointed attorney authorised in writing.
  - (4) No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
  - (5) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or of a vacation of the proxy, provided no intimation in writing of the death or revocation shall have been received by the honorary secretary or chairman of the meeting before the vote is given.

- (6) Any instrument of proxy deposited at the office in which the name of the appointee is not filled in shall be deemed to be given in favour of the chairman of the meeting to which it relates.

## **PART V - FINANCES**

### **Funds - source**

36. (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) In keeping with its objects, the association may receive grants for special purposes and may deposit and expend these funds according to terms laid down by the donor and accepted by the committee.
- (3) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (4) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **Funds - management**

37. (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 committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.
- (3) No part of the funds of the association shall be paid to any member as a share or as a monetary benefit, but office-bearers, committee members, and employees may be reimbursed for necessary association expenses.

### **Funds - received**

38. All funds which are received shall be paid to the association's general account unless otherwise stipulated by the donor. The association is to maintain an account or accounts at a bank designated by the committee.

### **Funds - invested**

39. By affirmative vote of the president, the honorary treasurer and at least 5 other members of the committee, the committee shall invest stated amounts of the funds of the association in approved areas.

### **Budget**

40. The committee shall recommend to the annual general meeting a budget for the following year.
41. A copy of the budget as recommended by the committee shall be distributed at or before the annual general meeting for consideration. The honorary treasurer shall render reports to the committee as required by the committee and shall prepare a detailed annual balance sheet for presentation to the annual general meeting.

#### **Audit**

42. The financial accounts of the association shall be prepared by the committee and audited annually by a member of a professional accounting body nominated by the committee and appointed at the annual general meeting.

#### **Special need**

43. In case of special need, the committee may levy members of the association.

### **PART VI - MISCELLANEOUS**

#### **Insurance**

44. (1) The association may effect and maintain insurance.

#### **Alteration of objects and rules**

45. (1) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.
- (2) The proposed changes to the objects and rules must be forwarded to the members and honorary members at least 56 days before the annual general meeting or any special meeting called for the purpose of amending the objects and rules.
- (3) The effective date for each amendment shall be specified.
- (4) The committee may formulate proposals for amendment of the objects and rules and submit them, in writing, to the membership.
- (5) The president may appoint a committee of members to consider revising the objects and rules in general, or amending some particular point or points. He shall then submit in writing, to the committee and subsequently to the membership of the association, the committee report, together with recommendations of the committee.
- (6) Any 10 members of the association may submit to the committee a proposed amendment or amendments to the objects and rules in writing and signed by the sponsors.

#### **Common seal**

46. (1) The common seal of the association 'if used' must be kept in the custody of the public officer.
- (2) The common seal, if used' must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

### **Custody of books**

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

### **Annual report**

48. An annual report summarising the activities of the committee for that year will be sent to all members of the association.

### **Minutes**

49. The minutes of all meetings of the committee shall be available to members of the association.

### **Inspection of books**

50. (1) The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

### **Service of notices**

51. (1) For the purpose of these rules, a notice may be served by or on behalf of the association on any member either personally, by sending it by post or by sending it by facsimile transmission or some other form of electronic transmission to the member at the member's address shown in the register of members.
- (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.

### **Privileges of members**

52. Members shall be eligible for admission to all functions held by the association and to such other privileges as may be determined by the committee from time to time. Organisers of State-based activities may set a fee.

### **Dissolution of the association**

53. (1) In the event of a proposed dissolution of the association the committee has no power to terminate the affairs of the association except by the authority of a ballot of all financial members. In the event of termination of the association, all funds of the association shall be used as directed by a vote of financial members at a general meeting. Proposals for termination of the association shall conform to the usual rules for amendments to the objects and rules and by a special resolution of the association.
- (2) If:
- (a) the association is wound up in accordance with the provisions of the Act; and
  - (b) any property remains after satisfaction of all liabilities, it must not be paid to or distributed amongst the members.
- (3) The surplus must be transferred to some other institution or institutions which:
- (a) is charitable in purpose, and
  - (b) has similar purposes to the association, and
  - (c) prohibits the distribution of income and property amongst members to an extent at least as great as is imposed on the association under this rule.
- (4) The institution or institutions must be determined in accordance with a special resolution of the members of the association.