

**OBJECTS OF THE ASSOCIATION  
of  
THE SYDNEY LYCEUM CLUB Inc.**

1. **THE** name of the Association is "The Sydney Lyceum Club Inc".

2. **THE** registered office of the Association is situated in Sydney.

3. **THE** objects for which the Association is established are:-

(i) **GENERAL**

- (a) To establish, maintain and conduct a club (of a non-sectarian and non-political character) for members of the Association and their guests and to provide a club house and other conveniences and generally to afford members and their friends all the usual privileges, advantages and conveniences and accommodation of a club.
- (b) To associate women of all nationalities who are dedicated to or actively interested in the arts, sciences, letters, scholarship, public life and welfare, and to encourage their fellowship.
- (c) To promote such fellowship by encouraging and facilitating the study, practice and appreciation of music, arts, sciences, letters, scholarship, public life and welfare.

- (d) To give and arrange the giving of musical performances lectures and seminars to its members and others and to give prizes and awards.
- (e) To foster learning, and to provide opportunities for the appreciation of music, arts and scholarship.
- (f) To print and publish any newsletters, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.

(ii) PROPERTY

- (a) To purchase, take on, lease, or in exchange hire, and otherwise acquire for the purpose of the Association any real or personal property and in particular any lands buildings furniture club and household effects utensils books newspapers periodicals musical instruments fittings apparatus appliances conveniences and accommodation and so far as the law may from time to time allow to sell demise let mortgage or dispose of the same.

Provided that in case the Association shall take or hold any property that may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (b) To purchase, take on lease or in exchange, hire and otherwise

acquire any lands, building, easement or property, real and personal, and any right or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association.

- (c) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, ground, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute, to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (d) So far as the law may allow, to give sell exchange hire lease or otherwise dispose of the property of the Association of any part or parts thereof.
- (e) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association or persons frequenting the Association premises.
- (f) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association but subject always to the proviso in paragraph Clause 3.2(a).

- (a) To invest and deal with the money of the Association not immediately required in such manner as the Board thinks fit
  - (b) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association' s property (both present and future), and to purchase, redeem or pay off such securities.
  - (c) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
  - (d) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
  - (e) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
  - (f) To take or hold mortgages, liens and charges to secure
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- payment of the purchase price or any unpaid balance of the

purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.

(iv) CONTRACTS

- (a) To enter into arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- (b) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.

**4. No addition, alteration or amendment shall be made to or in the Constitution or Rules of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Fair Trading.**

(C1 4 amended 21 Aug 2003)



**THE RULES OF ASSOCIATION  
of  
THE SYDNEY LYCEUM CLUB Inc.**

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**RULES OF THE ASSOCIATION  
of  
THE SYDNEY LYCEUM CLUB INC.**

**PART 1**

**PRELIMINARY**

**INTERPRETATION**

1. (1) In these rules, except in so far as the context or subject matter otherwise indicates or requires -

**ADirector-General means -  
the Director-General of the Department of Fair Trading@**

(Definition inserted 21 Aug 2003)

Asecretary@ means -

- (a) the person holding office under these rules as secretary of the association; or
- (b) where no such person holds that office - the public officer of the association;

ASpecial general meeting@ means -

A general meeting of the association other than annual general meeting;

AThe Act@ means -

the Associations Incorporation Act 1984;

AThe Regulation@ means -

AThe Associations Incorporation Regulation 1994"

(Sub-Rule 1(1) amended 11 Oct 2001)

(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, where the function is a duty, a reference to the performance of the duty;

(c) a reference to a rule includes a reference to a clause.

(Sub-Rule 2(c) inserted 11 Oct 2001)

(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**

2. (1) A woman of any nationality is qualified to be a member of the association if she is a woman of good fame and repute and -
  - (a) who is a graduate of a university or any tertiary institution of a standard acceptable to the Board, or a member of a recognised profession; or
  - (b) who has distinguished herself by her achievements or active interest in the humanities, sciences, arts, letters, music, education, journalism, historical or other scholarship; or
  - (c) who has distinguished herself in public or community service, or in business management, public or private administration; or
  - (d) who is eligible by reason of her intellectual or moral characteristics.
- (2) There shall be two kinds of members of the association -
  - (a) those who have been nominated for membership of the association as provided by rule 3, known as ordinary members; and
  - (b) those who have been approved for membership of the

- (c) association by the board of the association as extraordinary members.

### **NOMINATION FOR MEMBERSHIP**

3. (1) A nomination of a person for membership of the association -

- (a) shall be made by two members of the association to whom she is personally known, in writing on the form attached to these rules; and

- (b) shall be lodged with the secretary of the association.

- (2) As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the board. If the nominee is approved by the board, the board shall thereafter publish the name and address of the nominee to the membership for at least one calendar month before it shall determine whether to approve or to reject the nomination.
- (3) Where the board determines to approve a nomination for membership the secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay such entrance fee and annual subscription as the board shall determine from time to time.
- (4) The secretary shall, on payment by the nominee of the amounts referred to in clause (3) within the period referred to in that clause, advise the public officer that the member is now financial. The public officer shall then enter the nominee=s name in the register of

members and, upon the name being so entered, the nominee becomes a member of the association.

#### **CESSATION OF MEMBERSHIP**

4. A person ceases to be a member of the association if the person -

- (a) dies;
- (b) resigns that membership; or
- (c) is expelled from the association

#### **MEMBERSHIP ENTITLEMENTS**

5. (a) Members may be either ordinary or extraordinary members -

- (i) Ordinary members are those members who shall have the right to vote at a general meeting or on a ballot, and to hold office.

They comprise the following categories of membership:

Town Members;

All ordinary members (other than honorary life members) whose usual place of residence is within a radius of **100** kilometres of the Sydney General Post Office.

Country Members;

All ordinary members (other than honorary life members) whose usual place of residence is within the state of New South Wales, but outside a radius of **100** kilometre of the Sydney General Post Office.

Interstate Members;

All ordinary members (other than honorary life members) whose usual place of residence is outside the State of New South Wales, but within the Commonwealth of Australia.

Honorary Life Members;

Such members of the club as the board from time to time elect having regard to their distinguished services to the club. Every honorary life member shall be entitled to all the privileges and be subject to all the obligations of ordinary membership of the club save the obligation to pay annual subscriptions.

Associate Members;

All ordinary members who are under the age of 25 years in the appropriate category of membership.

Absent Members;

Town, country or interstate members who are absent or anticipate being absent from the Commonwealth of Australia for a period of twelve calendar months or more and are accepted as such absent members by the board.

- (ii) Extraordinary members who shall have no right to vote at a general meeting, or on a ballot, or to hold office.

Honorary Members;

The board shall have power to elect any woman who is of distinguished position or attainment an honorary member of the club for such period or periods as it may in its absolute discretion determine.

Temporary Members;

The board shall have power to elect any of the following women as a temporary member of the club -

- (a) any woman who is a new arrival in or a visitor to the state of New South Wales; or
- (b) any woman who is connected with ambassadorial or consular services of any country; or
- (c) any woman who intends to reside in Australia for a restricted period.

Visiting Members;

- (a) Any woman who is a visitor to the state of New South Wales and who is a full member of any Lyceum Club which is affiliated with the International Association of Lyceum Clubs shall have the



right to participate in any club events at the discretion of the board for a period the board may determine.

(b) A right, privilege or obligation which a person has by reason of being a member of the association -

(i) is not capable of being transferred or transmitted to another person; and

(ii) terminates upon cessation of the person=s membership.

## **RESIGNATION OF MEMBERSHIP**

6. (1) A member of the association is not entitled to resign that membership except in accordance with this rule.

(2) 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 notice (being not less than 1 month or not less than such other period as the board may determine) 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.

(3) Where a member of the association ceases to be a member pursuant to Clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **REGISTER OF MEMBERS**

7. (1) The public officer of the association shall 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; and shall require such person to sign the register, whereupon she shall be allocated a membership number.
- (2) The register of members shall be kept by the public officer of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

## **FEES, SUBSCRIPTIONS ETC.**

8. (1) A member of the association shall, upon admission to membership, pay to the association a fee of whatever amount has been determined by the board.
- (2) In addition to any amount payable by the member under Clause (1), a member of the association shall pay to the association an annual membership fee of whatever amount has been determined by the board.
  - (a) except as provided by paragraph (b) before 1<sup>st</sup> July in each calendar year; or
  - (b) where the member becomes a member on or after 1<sup>st</sup> July in any

calendar year - upon becoming a member and before 1<sup>st</sup> July in each succeeding calendar year.

## **MEMBERS LIABILITY**

9. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the cost, 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 8.

## **DISCIPLINING OF MEMBERS**

10. (1) Where the board is of the opinion that a member of the association -

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules;
- (b) has persistently and wilfully acted in a manner prejudicial to the interest of the association;
- (c) is guilty of any conduct which in the opinion of the board is unbecoming of a member;

the board may by resolution -

- (d) expel the member from the association; or

- (e) suspend the member from membership of the association for a specified period;
- (f) fine or censure the member.

Voting by the members of the board present at such meeting shall be by secret ballot and no resolution by the board to expel, suspend, fine or censure pursuant to this rule shall be deemed to be passed unless a 2/3rd majority of the entire board vote in favour of such a resolution.

The member expelled, suspended, fined or censured pursuant to this rule shall have no right of action whether at law or in equity or other remedy whatsoever against the association or board or any member thereof by reason of such expulsion, suspension, fine or censure or by reason of any act done or notice given prior to or consequent on or incidental to the same.

- (2) A resolution of the board under clause (1) is of no effect unless the board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3) confirms the resolution in accordance with this rule.
- (3) Where the board passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member -
  - (a) setting out the resolution of the board and the grounds on which it is based;

(b) stating that the member may address the board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;

(c) stating the date, place and time of that meeting; and

(d) informing the member that the member may do either or both of the following:-

(i) attend and speak at that meeting;

i) submit to the board at or prior to the date of that meeting written representations relating to the resolution.

(4) At a meeting of the board held as referred to in clause (3), the board shall-

(a) give to the member an opportunity to make oral representations;

(b) give due consideration to any written representations submitted to the board by the member at or prior to the meeting; and

(c) by resolution determine whether to confirm or to revoke the resolution.

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(5) Where the board confirms a resolution under clause (4), the secretary shall, within 7 days after that confirmation, by notice in writing

inform the member of the fact and of the member=s right of appeal under rule 11.

- (6) A resolution confirmed by the board under clause (4) does not take effect-
  - (a) 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
  - (b) where within that period the member exercises the right of appeal unless and until the association confirms the resolution pursuant to rule 11(4).

## **RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- 11. (1) A member may appeal to the association in general meeting against a resolution of the board which is confirmed under rule 10(4), within 7 days after notice of the resolution is served on the member by lodging with the secretary notice to that effect.
- (2) Upon receipt of a notice from a member under clause (1), the secretary shall notify the board which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice.

- (3) At a general meeting of the association convened under clause (2):

- (a) no business other than the question of the appeal shall be transacted;
  - (b) the board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **PART 111**

### **THE BOARD**

#### **POWERS OF BOARD**

12. The board shall be called the board of management of the association and, subject to the Act, the regulations and these rules and to any resolution passed by the association in general meeting -

- (a) shall control and manage the affairs of the association;
- (b) 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; and

- (c) has powers to perform all such acts and do all such things as appear to the board to be necessary or desirable for the proper management of the affairs of the association.

## **CONSTITUTION AND MEMBERSHIP**

- 13. (1) Subject in the case of the first members of the board to Section 21 of the Act, the board shall consist of seven as follows -
  - (a) 4 office-bearers of the association; and  
3 ordinary directors

Unless the board appoints a secretary from outside the board, whereupon the board will consist of seven as follows -

- (b) 3 office bearers of the association; and four ordinary directors
- (2) The office-bearers of the association in the case of 13(1)(a) shall be -
  - (a) the president
  - (b) the vice-president
  - (c) the treasurer; and
  - (d) the secretary.

The office-bearers of the association in the case of 13(1)(b) shall be-

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- (a) the president
- (b) the vice-president



- (c) the treasurer.
- (3) Each board member shall be a member of a standing as shall be determined by the board, and shall be elected at the annual general meeting of the association pursuant to rule 14.
- (4) Each member of the board, shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member=s election, but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the membership of the board, the board may appoint a member to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

### **ELECTION OF BOARD MEMBERS**

- 14. (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the board -
  - (a) shall be in 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 nomination);  
and

- (b) shall be delivered to the secretary of the association not less than 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
  - (c) balloting lists shall be prepared containing the names of the candidates in alphabetical order, and shall be posted to all members. Members must vote to fill all vacancies and failure to do so will render the vote invalid.
  - (d) the election of all members of the board shall be by postal ballot of the whole association, such ballot to be returned to the secretary not later than noon on the day before that fixed for the annual general meeting. The result of this ballot shall be declared at the annual meeting.
- (2) If insufficient nominations are received to fill all vacancies on the board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
  - (3) If insufficient further nominations are received any vacant positions remaining on the board shall be deemed to be casual vacancies.
  - (4) If the number of nominations received is equal to the number of vacancies, the persons nominated shall be deemed to be elected.
  - (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

- (6) The ballot for the election of office bearers and ordinary members of the board shall be conducted at the annual general meeting in such usual and proper manner as the board may direct.
- (7) A nomination of a candidate for election under this clause is not valid if that candidate has -
  - (a) been nominated for election to another office at the same election;
  - (b) held office for five (5) consecutive years immediately preceding the annual general meeting at which the election of office-bearers takes place; and
  - (c) been nominated for office within 3 years of holding office for five (5) consecutive years.

(Sub-Rules 14(6), 14(7)(b) & (c) amended 11 Oct 2001)

## **THE OFFICE BEARERS**

15. Subject to rule 23(2)(c), the office bearers of the Association shall be -
  - (1) The President, who shall not be eligible for office after holding the office of President for 2 consecutive years;
  - (2) The Vice-President;



- (b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.

(Sub-Rule 16(1) deleted and Sub-Rule 16(2) amended 11 October 2001)

### **CASUAL VACANCIES**

17. For the purposes of these rules, a casual vacancy in the office of a member of the board occurs if the member -
- (a) dies;
  - (b) ceases to be a member of the association;
  - (c) becomes an insolvent under administration within the meaning of the **Corporations Law**;
  - (d) resigns office by notice in writing to the secretary;
  - (e) is removed from office under rule 18;
  - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (g) is absent without the consent of the board from all meetings of the board held during a period of 4 months;

- (h) holds any office of profit under the association;

- (i) becomes prohibited from being a director of a company or association by reason of any order made under the **Corporations Law**; or
- (j) is directly or indirectly interested in any contract or proposed contract.

( Sub-Rule 17(c) & (i) amended 21 Aug 2003)

## **REMOVAL OF MEMBER**

18. (1) The association in a general meeting may by resolution remove any member of the board from the office of member before the expiration of the member=s term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) Where a member of the board 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 they 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**

- 19 (1) The board shall meet each month at such place and time as the board may determine.
- (2) Additional meetings of the board may be convened by the president or by any member of the board.
- (3) Oral or written notice of a meeting of the board shall be given by the secretary to each member of the board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (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 board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the board constitute a quorum for the transaction of the business of a meeting of the board, or such greater number as may be fixed by the board.
- (6) No business shall be transacted by the board unless a quorum is present.
- (7) At a meeting of the board -
  - (a) the president, or in the president's absence, the vice-president,

shall preside; or

- (b) if the president and the vice-president are absent or unwilling to act such one of the remaining members of the board as may be chosen by the members present at the meeting shall preside.

## **DELEGATION BY BOARD TO SUB-COMMITTEE**

20. (1) The board may, by board resolution and instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the board thinks fit) the exercise of such of the functions of the board as are specified in the instrument, other than -

- (a) this power of delegation; and

- (b) a function which is a duty imposed on the board by the Act or by any other law.

(2) A function the exercise of which has been delegated to a sub-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 limitation as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of the delegation.

(4) Notwithstanding any delegation under this rule, the board may continue to exercise any function delegated.



- (5) Any act or thing done or suffered by a sub-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 board.
- (6) The board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **VOTING AND DECISIONS**

- 21. (1) Questions arising at a meeting of the board or of any sub-committee appointed by the board shall be determined by a majority of the votes of members of the board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the board or any sub-committee appointed by the board (including the person presiding at the meeting) is entitled to one vote, but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) subject to rule 19(5), the board may act notwithstanding any vacancy on the board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by a sub-committee appointed by the board,

is valid and effectual notwithstanding any defect that may afterwards

be discovered in the appointment or qualification of any member of the board or the sub-committee.

## **PART 1V**

### **GENERAL MEETINGS**

#### **ANNUAL GENERAL MEETINGS**

##### **- HOLDING OF**

22. (1) With the exception of the first annual general meeting of the association, the association shall, 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 shall 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 2 months after the expiration of the first financial year of the association.
  - (c) Clauses (1) and (2) have effect subject to any extension or permission granted by the **Director General** under section 26(3) of the Act.

**ANNUAL GENERAL MEETINGS  
- CALLING OF AND BUSINESS AT**

23. (1) The annual general meeting of the association shall, subject to the Act and to rule 22, be convened on such date and at such place and time as the board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the board reports upon the activities of the association during the last preceding financial year;
  - (c) to elect office-bearers of the association and ordinary members of the board; and
  - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

**SPECIAL GENERAL MEETINGS**

## **- CALLING OF**

24. (1) The board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The board shall, on the requisition in writing of not less than 5% of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting -
  - (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the board fails to convene a special general meeting to be held within 1 month after the 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 3 months after that date.
- (5) A special general meeting convened by a member or members as

referred to in clause (4) shall be convened as nearly as practicable in the same manner as general meetings are convened by the board and

any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

## **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 by pre-paid post to each member at the member=s 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) 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 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 other business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 23(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 shall

include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **PROCEDURE**

26. (1) No item of business shall 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) 10% 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.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case stand adjourned to the same day in the following week at the 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 not less than 15) shall constitute a quorum.

## **PRESIDING MEMBER**

27. (1) The president or, in the president's absence, the vice-president, shall preside as chairwoman at each general meeting of the association.

(2) If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairwoman at the meeting.

## **ADJOURNMENT**

28. (1) The chairwoman 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(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.

(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**

29. (1) A question arising at a general meeting shall 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 chairwoman that a resolution has 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 chairwoman or by not less than three members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken -
- (a) immediately in the case of a poll which relates to the election of the chairwoman 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 chairwoman directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **SPECIAL RESOLUTION**

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30. A resolution of the association is a special resolution if -



(a) it is passed by a majority which comprises not less than three-quarters of such members of the association as, being entitled under these rules to do so, vote in person or by proxy at a general meeting of which not less than 21 days= written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or

(b) where it is made to appear to the **Director-General** that it is not possible or 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 Director-General.

(Sub-Rule 30(b) amended 21 Aug 2003)

## **VOTING**

31. (1) Upon any question arising at a general meeting of the association a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairwoman 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**

32. (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in the form attached to these rules.
- (3) A member shall be entitled to instruct her proxy in favour of or against any proposed resolution.
- (4) Unless instructed otherwise, the proxy may vote as she thinks fit.
- (5) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding poll.

## **PART V.**

### **MISCELLANEOUS**

### **INSURANCE**

34. (1) The Association shall effect and maintain insurance pursuant to section 44 of the Act.

(2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

### **FUNDS - SOURCE**

34. (1) The funds of the association shall 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 board determines.

(2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.

(3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **FUNDS - MANAGEMENT**

35. (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the board determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other

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negotiable instruments shall be signed by any 2 members of the board or employees of the association, being members or employees of the

association, being members or employees authorised to do so by the board.

- (3) True accounts shall be kept of the sums of money received and expended by the association and the matters in respect of which such receipt and expenditure take place and of the property credits and liabilities of the association and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the association shall be open to the inspection of the members.
- (4) Payment may be made in good faith of remuneration to any officers or directors of the association or to any member of the association in return for any services actually rendered to the association or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the rules of association on money borrowed from any members of the association or reasonable and proper rent for premises demised or let by any member to the association but so that no member of the board or governing body of the association shall be appointed to any salaried office of the association or any office of the association paid by fees no remuneration or other benefit in money or money's worth shall be paid or given by the association to any member of such board or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the association.

- (5) The property of the association whencesoever derived, shall be applied solely towards the promotion of the objects of the association as set forth in this constitution of association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise, to the members of the association.

### **ALTERATION OF OBJECTS AND RULES**

36. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

### **COMMON SEAL**

37. (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the board and the affixing of the common seal must be attested by the signature either of 2 members of the board or of 1 member of the board and of the public officer or secretary.

### **CUSTODY OF BOOKS**

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

### **INSPECTION OF BOOKS**

39. 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.

## **SERVICE OF NOTICES**

**40. (1) For the purpose of these rules, a notice may be served on or given to a person:**

**(a) by delivering it to the person personally; or**

**(b) by sending it by pre-paid post to the address of the person;  
or**

**(c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.**

**(2) For the purpose of these rules, 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 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.**

(Rule 40 amended 21 Aug 2003)

### **SURPLUS PROPERTY (WINDING UP)**

41. (1) At the first general meeting of the association, the association shall pass a special resolution nominating an incorporated association as the association in which to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the association.
  
- (2) The incorporated association nominated shall fulfil the requirements of Section 53(2A)(a)-(c) of the Act.