



AUSTRALIAN CONTAMINATED LAND CONSULTANTS ASSOCIATION (SA) INC.

RULES

PART 1

1 NAME

The name of the incorporated association constituted pursuant to these Rules of Association is AUSTRALIAN CONTAMINATED LAND CONSULTANTS ASSOCIATION (SA) INC.

2 DEFINITIONS AND INTERPRETATION

2.1 Definitions

In these Rules of Association, unless the context otherwise requires:

Act means the *Associations Incorporation Act 1985* (South Australia).

Annual Fee means the annual amount payable by Member for membership, as set out in Rule 10.2.

Associate Member means a natural person or organisation that does not meet the normal qualifications to become a Member as per Rule 4.1 but has been deemed by the committee to hold appropriate qualifications and or experience in the industry for inclusion in this membership category.

Association means the Australian Contaminated Land Consultants Association (SA) Inc., constituted pursuant to these Rules.

Casual Vacancy means a vacancy which occurs when an elected member of the Committee ceases to hold office.

Code means the Code of Ethics and Professional Conduct with which Members are required to comply.

Committee means the Committee responsible for administering the activities of the Association as constituted under Part 3 of these Rules.

Company means a company as defined in the *Corporations Act 2001* (Commonwealth).

Employees for the purposes of Rule 10.2, includes the total number of full time equivalent (FTE) staff in roles delivering professional site contamination consulting services.

Financial Year means the period 1st July to 30th June.

Member means a Company, Other Entity or Sole Practitioner that has been accepted into the Association in accordance with Rule 4.

Nominated Representative means a natural person appointed by a Member to represent the Member's interests with the Association.

Other Entity means a trust or partnership.

Ordinary Member means a natural person who is elected to serve on the Committee and who is not an Office Bearer, as referred to in Rule 17.1.

Rules means the number clauses set out in this document.

Secretary means:

- a) the person holding office under these Rules as Secretary; or
- b) where no such person holds that office — the Public Officer.

Sole Practitioner means an individual practitioner with a registered Australian Business Number.

Special General Meeting is a general meeting of the Association other than an Annual General Meeting.

2.2 Interpretation

In these Rules, unless the context otherwise requires:

- a) the singular includes the plural and vice versa;
- b) references to a gender includes the other gender;
- c) headings are for convenience only and do not affect interpretation; and
- d) in the event that these Rules are silent, the Act will apply.

3 OBJECTS AND POWERS

The Objects are to:

- a) provide a forum for Members to develop, discuss and respond to issues that affect them in their responsible assessment, remediation and management of contaminated lands;
- b) establish and maintain working relationships with regulatory authorities and other industry bodies that have an interest in the assessment, remediation and management of contaminated lands;
- c) encourage others to accept and use the Association as the contaminated land consultant industry's peak representative group in South Australia;
- d) assist in the development and maintenance of appropriate industry practices and encourage Members to conform with these practices;
- e) encourage the open exchange of information between Members and other interested parties to promote best practice within the industry;
- f) promote an awareness of, and provide information to, Members and outside parties on professional skills required in the assessment, remediation and management of contaminated lands;
- g) provide regular opportunities for delivery of professional development and training for Members and other interested parties;

- h) contribute to the wellbeing of contaminated land stakeholders by prompting and assisting Members to adopt best practice and be involved in innovative, quality work;
- i) represent and further the views and aims of Members, on a national level, via representation on any national committee of contaminated land consultants that is formed; and
- j) otherwise do any act or thing incidental to, or in furtherance of, any of the above Objects.

The Association shall have the powers set out in Section 25 of the Act.

PART 2 — MEMBERSHIP

4 MEMBERSHIP QUALIFICATIONS

4.1 A party is qualified to be a Member if, but only if, the party:

- a) is a Company properly incorporated under the Australian Corporations law, Other Entity or a Sole Practitioner;
- b) has lodged a nomination for membership in accordance with Rule 5;
- c) has demonstrated a substantial practice in contaminated land management in South Australia; and
- d) has been approved for membership by the Committee.

4.2 A party who does not meet the criteria set out in Rule 4.1 may apply to become an Associate Member by lodging an application for membership in accordance with Rule 5 and clearly specifying that it wishes to become an Associate Member. The Committee may, in its absolute discretion, elect to accept or refuse a nomination for Associate membership lodged in accordance with Rule 5.

4.3 A Member is entitled to appoint a Nominated Representative to attend and vote on its behalf at any meeting of Members and to otherwise represent the Member.

5 NOMINATION FOR MEMBERSHIP

5.1 A party wishing to become a Member must:

- a) make a written nomination for membership in the form as set by the Committee from time to time, attaching such other documents as required by that form; and
- b) lodge the nomination for membership with the Secretary.

5.2 As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Committee which shall determine whether to approve or to reject the nomination.

5.3 Where the Committee determines to approve a nomination for membership, the Secretary shall, as soon as practicable after that determination, notify the party of that approval and request the nominee to pay, within the period of 30 days of the date of invoice, the Initial Annual Fee as set out in Rule 10.

5.4 The Secretary shall, on payment by the nominee of the amounts referred to in Rule 5.3 within the period referred to in that Rule, enter the party's name in the register of members and, upon the name being so entered, the party shall become a Member.

6 CESSATION OF MEMBERSHIP

- 6.1 A party ceases to be a Member, if the party:
- a) becomes insolvent within the meaning of Section 9.4.4 of the *Corporations Act 2001* (Section 95A);
 - b) resigns that Membership; or
 - c) is expelled from the Association.

7 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 7.1 A right, privilege or obligation which a party has by reason of being a Member:
- a) is not capable of being transferred, or transmitted, to another party; and
 - b) terminates upon cessation of the party's membership.

8 RESIGNATION OF MEMBERSHIP

- 8.1 A Member is not entitled to resign that membership except in Accordance with Rule 8.
- 8.2 A Member who has paid all amounts payable to the Association in respect of its membership may resign their membership by first giving notice (being not less than one month or such other period as the Committee may determine) in writing to the Secretary of the Member's intention to resign. Upon the expiration of the period of notice, the party ceases to be a Member.
- 8.3 Where a party ceases to be a Member pursuant to Rule 8.2, 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 membership ceased.

9 REGISTER OF MEMBERS

- 9.1 The Secretary shall establish and maintain a Register of Member specifying the name and address of each party who is a Member together with the date on which the party became a Member.
- 9.2 The Register of Members shall be maintained on the Association's website.

10 FEES, SUBSCRIPTIONS

- 10.1 A Member shall pay to the Association the Annual Fee.
- 10.2 The Annual Fee will be determined from year to year by Resolution of the Members at its Annual General Meeting, and different fees will be payable for each of the following categories of membership:
- a) Sole Practitioner, Company or Other Entity with no Employees;
 - b) Company or Other Entity with 1 – 4 Employees;
 - c) Company or Other Entity with 5 – 14 Employees;
 - d) Company or Other Entity with more than 14 Employees; and

and further provided that the amount payable by each new Member for its first year of membership (*Initial Annual Fee*) shall be equal to $AF/365 \times DL$, where:

AF = the relevant Annual Fee set out in Rule 10.2; and

DL = the number of days left until the next 1st July.

- 10.3 The Annual Fee for the next year shall be such sum as the Member shall determine at the preceding Annual General Meeting.
- 10.4 Any Member whose Annual Fee is outstanding for more than 90 days after the due date for payment shall be ineligible to participate in any Association event.
- 10.5 The Annual Fee for Associate Members shall be determined by the Committee at the time of application.
- 10.6 If the Members fail to determine a new value for the Annual Fee at an Annual General Meeting in any year, the Annual Fee for the successive year shall be the Annual Fee payable for the preceding year as adjusted in accordance with the CPI index (*all groups — Adelaide*).
- 10.7 The initial Annual Fee is payable at the time set out in Rule 5.3.
- 10.8 The Annual Fee is payable within 30 days of the date of invoice.
- 10.9 An administration fee will apply for recovery of any late payments and shall be set by the Committee.
- 10.10 Payment of any fees under Rule 10 shall be made in such manner as may be determined by the Association from time to time.

11 MEMBERS' LIABILITIES

- 11.1 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs and charged expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of its membership, as required by Rule 10.

12 RESOLUTION OF INTERNAL DISPUTES

- 12.1 Disputes between Members (in their capacity as Members), and disputes between Members and the Association, are to be referred to an independent expert nominated by the Committee for mediation.
- 12.2 In the event that the dispute cannot be resolved through mediation, the mediator's decision shall be final and binding on the Member and the Association. The mediator's costs shall be borne as he directs, and as approved by the Committee upon his engagement.

13 CODE OF ETHICS AND PROFESSIONAL CONDUCT

- 13.1 Members must adhere to the Code at all times during the term of their membership.

13.2 Persistent and/or willful failure of a Member to adhere to the Code will render that Member liable to expulsion or other disciplinary action as considered appropriate by the Committee in accordance with Rule 14.

14 COMPLAINTS HANDLING AND DISCIPLINING OF MEMBERS

14.1 A complaint may be made by any party that a Member of the Association:

- a) has persistently refused or neglected to comply with a provision, or provisions, of these Rules; or
- b) has, in the opinion of the Committee, acting reasonably, contravened the Code; or
- c) has persistently and willfully acted in a manner prejudicial to the interest of the Association.

14.2 The Committee may decide to take no action concerning a complaint if the Committee considers that the complaint falls into any of the following categories:

- a) the complaint is frivolous, vexatious, or not made in good faith;
- b) the subject-matter of the complaint is trivial or does not warrant investigation;
- c) the subject-matter of the complaint has been or is under investigation by some other competent person or body or has been, or is, the subject of legal proceedings;
- d) the subject raises issues that require investigation by another person or body; or
- e) there is or was, in relation to the matter complained of, a satisfactory alternative means of dealing with the matter by the complainant.

14.3 Where the Committee decides to take no action concerning a complaint, the Committee shall notify the complainant and give the reasons for the decision.

14.4 Where the Committee decides that investigation of the complaint against the Member is warranted, the Committee must:

- a) cause notice of the complaint to be served on the Member concerned within seven days of deciding to investigate, including sufficient information so as to enable the Member to respond to it;
- b) clearly indicate in the notice that the Member may make representations to the Committee on or before the date specified in accordance with Rule 14.2(c); and
- c) provide the Member a sufficient period from the time the notice is served, given the circumstances of the complaint, within which to make submission to the Committee in connection with the complaint, which shall be not less than 14 days.

14.5 The Member may make representation to the Committee at the appointed time per Rule 14.4(c) and is prohibited from communicating on the matter of the complaint with any member of the Committee prior to the appointed time.

14.6 The Committee is required to hear and to consider a representation made by the Member and to make a decision, as expeditiously as possible, as to whether there is a reasonable likelihood that the Member has acted in a manner described in Rules 14.1(a), (b) or (c).

- 14.7 After hearing and considering any representations made by the Member, the Committee, if satisfied that there is a reasonable likelihood that the Member has acted in a manner described in Rules 14.1(a), (b) or (c), shall, by notice in writing served on the Member, require the Member to attend, at a time and place specified in the notice, before a Special Meeting of the Committee.
- 14.8 The Committee shall conduct a hearing into the matter as expeditiously as possible and may inform itself of any matter in such manner as it thinks fit. A finding of the Committee is to be made on the balance of probabilities.
- 14.9 The Committee may, by resolution, expel the Member or suspend the Member from membership or counsel the Member 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 substantiated.
- 14.10 The Committee must provide a written statement of the decision made in the proceedings before it to the Member against whom the proceedings were taken. The statement of a decision must:
- a) set out the findings on material questions of fact;
 - b) refer to any evidence or other material on which the findings were based; and
 - c) give the reasons for the decision.
- 14.11 Where a Member's membership is suspended or terminated, the Member shall not be entitled to any repayment of any remaining membership fees and in the event of termination, will not be permitted to reapply for readmission for at least 12 months from the date of termination.
- 14.12 If the Committee expels or suspends a Member, the Secretary must, within 14 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 15.
- 14.13 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 or unless, and until, the Association confirms the resolution under Rule 15.4, whichever is the latter.

15 RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 15.1 A Member may appeal to the Association in a Special General Meeting against a resolution of the Committee under Rule 14, by lodging with the Secretary a notice to that effect within 14 days of the notice of the resolution served on the Member.
- 15.2 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.
- 15.3 On receipt of a notice from a Member, under Rule 15.1 the Secretary must notify the Committee to convene a Special General Meeting, to be held within 28 days of the date on which the Secretary received the notice.

- 15.4 At a Special General Meeting convened under Rule 15.1:
- a) no business other than the question of the appeal is to be transacted;
 - 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.
- 15.5 If, at the Special General Meeting, the Association passes a Special Resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3 — COMMITTEE

16 POWERS OF THE COMMITTEE

- 16.1 Subject to the Act, the Rules and to any resolution passed by the Association in a general meeting, the Committee:
- 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 at a general meeting;
 - c) has the 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
 - d) shall have authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association on which these Rules are silent.

17 CONSTITUTION AND MEMBERSHIP

- 17.1 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; and
 - b) up to 6 Ordinary Members – each of whom is to be elected at the Annual General Meeting under Rule 18 and is to hold office for one year after election in each year and shall be natural persons nominated by a Member.
- 17.2 The Officer Bearers are to be:
- a) the President;
 - b) the Vice-President;
 - c) the Treasurer; and
 - d) the Secretary.
- 17.3 No Member may nominate more than one representative to serve on the Committee.
- 17.4 Each member of the Committee is subject to these Rules and is to hold office until the conclusion of the Annual General Meeting next following the date of the Member's election but is eligible for re-election.
- 17.5 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Nominated Representative from a Member to fill the vacancy and that Nominated

Representative, 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.

18 ELECTION OF COMMITTEE MEMBERS

18.1 Nominations for election as Office Bearers or as Ordinary Members of the Committee:

- a) must be made in writing, by an individual duly authorised by a Member and accompanied by the written consent of the Nominated Representative (which may be endorsed on the form of nomination); and
- b) must be submitted to the Secretary no less than seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

18.2 If insufficient nominations are received to fill all vacancies on the Committee, the nominees are taken to be elected and further nominations are to be received at the Annual General Meeting.

18.3 If insufficient further nominations are received at the Annual General Meeting (Rule 18.2), any vacant positions remaining on the Committee are taken to be casual vacancies.

18.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

18.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

18.6 The ballot for the election of Office-Bearers and Ordinary Members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

19 PRESIDENT

19.1 It is the duty of the President to:

- a) chair all meetings, except that in the absence of the President or at the request of the President, a Vice President or another member of the Committee may be elected as that meeting's chairperson
- b) together with the Secretary, prepare the agenda for the Committee and general meetings; and
- c) act as spokesperson for the Association, unless an alternative spokesperson has been appointed by a general meeting.

20 VICE-PRESIDENT

20.1 The Vice-President will act in the capacity of President, where the President is unable to attend an event or meeting of the Association.

21 SECRETARY

21.1 The Secretary must, as soon as practicable after being appointed as Secretary, advise the Association of his or her address.

- 21.2 It is the duty of the Secretary to keep a record of all proceedings at all meetings.
- 21.3 The Secretary shall arrange for Minutes of proceedings at a meeting to be ratified at the next available opportunity.
- 21.4 The Secretary, at the Committee's discretion, may delegate the administrative duties of the Secretary to a third party.

22 TREASURER

- 22.1 It is the duty of the Treasurer to ensure:
- a) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - b) that correct books and accounts are kept showing the financial affairs, including full details of all receipts and expenditure connected with the activities of the Association.

23 CASUAL VACANCIES

- 23.1 For the purposes of these Rules, a casual vacancy in the office of an Office Bearer or Ordinary Member of the Committee occurs if the Office Bearer or Ordinary Member:
- a) ceases to be an employee of a Member; or
 - b) is employed by a Member that becomes an insolvent under administration within the meaning of the Corporations Law; or
 - c) resigns office by notice in writing given to the Secretary; or
 - d) is removed from office under Rule 24; or
 - e) is absent without the consent of the Committee from all meetings of the Committee held during a period of six months.

24 REMOVAL OF COMMITTEE MEMBER

- 24.1 The Association in a Special General Meeting may, by resolution, remove any member of the Committee from their office before the expiration of their term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member of the Committee so removed.
- 24.2 If a member of the Committee, to whom a proposed resolution referred to in Rule 24.1 relates, makes representations in writing (not exceeding a reasonable length) to the Secretary or President and requests that the representations be notified to the Members, the Secretary or the President may send a copy of the representations to each Member or, if they are not so sent, the member of the Committee is entitled to require that the representations be read out at the Special General Meeting at which the resolution is considered.

25 MEETINGS AND QUORUM

- 25.1 The Committee shall meet at least four times in each period of 12 months at such place and time as the Committee may determine.

- 25.2 Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- 25.3 Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least seven days (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- 25.4 Notice of a meeting given under Rule 25.3 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 Committee members present at the meeting unanimously agree to treat as urgent business.
- 25.5 At least 50% of the members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 25.6 No business shall 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 will be adjourned to be reconvened at a place, date and time agreed.
- 25.7 If, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 25.8 At a meeting of the Committee:
- 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 as such, one of the remaining members of the Committee may be chosen to preside by the other members of the Committee present at the meeting.

26 DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 26.1 The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such members or parties 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.
- 26.2 A function that has been delegated to a sub-committee under Rule 26 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 26.3 A delegation under Rule 26 may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 26.4 Notwithstanding any delegation under Rule 26, the Committee may continue to exercise any function delegated.
- 26.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under Rule 26 has the same force and effect as it would have if it had been done or suffered by the Committee.

26.6 The Committee may, by instrument in writing, revoke wholly, or in part, any delegation under Rule 26.

26.7 A sub-committee may meet and adjourn as it thinks proper.

27 VOTING AND DECISIONS

27.1 Questions arising at any meeting of the Committee or any sub-committee shall be decided by a majority of votes with each Committee member being entitled to one vote only. The chairperson shall have a deliberative vote only. In the event of equality of votes the status quo will be maintained.

27.2 Subject to Rule 25.5 the Committee may act despite any vacancy on the Committee.

27.3 A decision which has been brought before all members of the Committee, in which a majority of the members of the Committee concur, is a resolution of the Committee notwithstanding that it is not made at a meeting of the Committee.

27.4 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 notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

27.5 A member of the Committee who has any direct or indirect pecuniary interest in a contract or proposed contract with the Association:

- a) shall as soon as he or she becomes aware of his or her interest disclose the nature and extent of his or her interest to the Committee;
- b) shall disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting;
- c) shall not take part in any decision of the Committee with respect to that contract; and
- d) may, subject to complying with Rules 27.5(a), 27.5(b) and 27.5(c), take part in any deliberations with respect to that contract.

PART 4— GENERAL MEETINGS

28 ANNUAL GENERAL MEETINGS — HOLDING OF

28.1 With the exception of the first Annual General Meeting, the Association shall, at least once in each calendar year and within the period of three months after the expiration of each financial year, convene an Annual General Meeting of its Members.

- 28.2 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 three months after the expiration of the first financial year.

29 ANNUAL GENERAL MEETINGS — CALLING OF AND BUSINESS AT

- 29.1 Subject to the Act and Rule 28, the Annual General Meeting of the Association shall be convened on such date and at such place and time as the Committee thinks fit.
- 29.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of 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 Committee reports upon the activities of the Association during the last preceding financial year; and
 - c) to elect Office Bearers and Ordinary Members of the Committee.
- 29.3 An Annual General Meeting shall be specified as such in the notice convening it.

30 SPECIAL GENERAL MEETINGS – CALLING OF

- 30.1 The Committee may, whenever it thinks fit, convene a Special General Meeting.
- 30.2 The Committee shall, on the requisition in writing of not less than 20% of the total number of Member, convene a Special General Meeting.
- 30.3 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.
- 30.4 If the Committee fails to convene a Special General Meeting to be held within one calendar 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 call a Special General Meeting to be held not later than three calendar months after that date.
- 30.5 A Special General Meeting convened by a Member, or Members, as referred to in Rule 30.4, shall be convened as nearly in the same manner as a general meeting convened by the Committee and any Member who thereby incurs expense related to the convening of the Special General Meeting is entitled to be reimbursed by the Association for any expense so incurred.

31 NOTICE

- 31.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by means deemed appropriate by the Committee, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 31.2 Where the nature of the general meeting requires a Special Resolution, 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 Rule 31.1 specifying, in addition to the matters required under Rule 31.1, the intention to propose the resolution as a Special Resolution.
- 31.3 No business, other than that specified in the notice convening the 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 29.2.
- 31.4 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 after receipt of the notice from the Member.

32 PROCEDURE

- 32.1 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.
- 32.2 50% of Members present in person (being Members entitled under these Rules to vote at a general meeting) shall constitute a quorum for the transaction of the business of a general meeting.
- 32.3 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 upon the requisition of Members, is to be dissolved; and
 - b) in any other case, is to stand adjourned to be reconvened at a place, date and time agreed.
- 32.4 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 30%) are to constitute a quorum.

33 PRESIDING MEMBERS

- 33.1 The President or, in the President's absence, the Vice-President, is to preside as the chairperson at each general meeting.
- 33.2 If the President and the Vice-President are absent or unwilling to act, the Members present shall elect one of their number to preside as chairperson at the meeting.

34 ADJOURNMENT

- 34.1 The chairperson of a general meeting, 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.
- 34.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjournment meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

35 MAKING OF DECISIONS

- 35.1 A question arising at a general meeting 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 unanimously or carried by a particular majority or lost, an entry to that effect in the minutes of that meeting is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 35.2 At a general meeting, a poll may be demanded by the chairperson or by not less than three Members present in person or by proxy at the meeting.
- 35.3 If 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 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.
- 35.4 The resolution of the poll as described in Rule 35.3 on the matter is taken to be the resolution of the meeting on that matter.

36 SPECIAL RESOLUTION

- 36.1 A resolution is a Special Resolution:
- a) if it is passed by a majority which comprises at least three-quarters of such Members, 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
 - b) where it is made to appear to the chairperson that it is not practicable for the resolution to be passed in the manner specified in Rule 36.1(a), if the resolution is passed in manner specified by the chairperson.

37 VOTING

- 37.1 On any question arising at a general meeting, a Member has one vote only, with the chairperson entitled to a deliberative vote only.
- 37.2 All votes must be given personally or by proxy, but no Member may hold more than five proxies.

- 37.3 A Member or proxy is not entitled to vote at any general meeting unless all money due and payable by the Member to the Association has been paid, other than the amount of the annual subscription payable in respect of the current year in accordance with Rule 10.

38 APPOINTMENT OF PROXIES

- 38.1 Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary in writing no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 38.2 The notice appointing the proxy shall be in the format as sent out by the Secretary.

PART 5 – GENERAL

39 INSURANCE

- 39.1 The Association must affect the maintenance of insurance under Section 44 of the Act.
- 39.2 In addition to the insurance required under Rule 39.1, the Association may affect and maintain other insurance.

40 FUNDS – SOURCES

- 40.1 The funds shall be derived from annual fees, donations and, subject to any resolution passed by the Association in a general meeting such other sources as the Committee determines.
- 40.2 All money received shall be deposited, as soon as practicable and without deduction, to the credit of the Association's bank account.
- 40.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

41 FUNDS – MANAGEMENT

- 41.1 Subject to any resolution passed in a general meeting, the funds of the Association shall be used in furtherance of the Objects of the Association in such manner as the Committee determines.
- 41.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Committee and/or sub-contractors, being parties authorised to do so by the Committee and registered as signatories with the Association's bank.

42 NON PROFIT ASSOCIATION

- 42.1 The income and property shall be applied solely towards the promotion of the Objectives and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the Members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper rent for premises let by any Member to the Association.

43 WINDING UP

- 43.1 In the event of the winding up or the cancellation of the incorporation, the assets must be disposed of in accordance with the provisions of the Act.
- 43.2 If, on the winding up or dissolution, any property remains after the satisfaction of all its debts and liabilities and the costs, expenses and charges of the winding up, that property:
- a) must not be paid to or distributed among the Members; and
 - b) must be given or transferred to an institution:
 - i. which has objectives similar to those of the Association;
 - ii. whose constitution prohibits the distribution of property among its Members; and
 - iii. which has been chosen by the Members at, or before, the time of dissolution.

44 ALTERATION OF OBJECTS AND RULES

- 44.1 These Rules may be altered, rescinded or added to only by a Special Resolution, as per Rule 36.

45 CUSTODY OF BOOKS ETC

- 45.1 Except as otherwise provided by these Rules, the Public Officer shall keep in his or her custody, or under his or her control, all records, books and other documents relating to the Association.

46 INSPECTION OF BOOKS ETC

- 46.1 The records, books and other documents shall be made available for inspection, free of charge, by any Member during normal business hours.

47 SERVICE OF NOTICES

- 47.1 For the purpose of these Rules, a notice may be served by, or on behalf of, the Association upon any Member either personally or in a manner deemed appropriate by the Committee.
- 47.2 Where a document is sent to a Member by properly addressing prepaying and posting to the Member a letter or by email correspondence containing the document, unless the contrary is proved, it is taken for the purposes of these Rules, to have been served on the Member at the time at which the letter would have been delivered in the ordinary course of post or the email would have been received in the ordinary course of internet transfer.

48 LIABILITY AND PROPERTY

- 48.1 Members or natural persons, who with the authority of the Committee, incur any debt or other liability on behalf of the Association, shall have such liability met by the Association so that they incur no loss in respect of the authorised debt or liability.
- 48.2 The income, property and funds shall be used solely in the promotion of the as set out in Rule 3 and shall not be paid or transferred to any person, provided that nothing in these Rules shall prevent any payment in good faith being made to any person in return for services actually rendered or otherwise in furtherance of the Objects.