

ECOLOGICAL CONSULTANTS ASSOCIATION OF NSW INC.

Statement of Objects

The objects of the Ecological Consultants Association of NSW Inc (hereinafter referred to as the Association) shall be:

1. To represent practising ecological consultants in New South Wales (NSW).
2. To liaise with regulatory authorities and other bodies on matters relevant to the practice of ecological consultants in NSW.
3. To co-operate with other bodies or organisations

and institutions both within Australia and overseas having objects in whole or in part similar to the objects of the Association.

4. To prepare and support guidelines and standards relevant to the practice of ecological consultants in New South Wales, including but not limited to:

(a) accreditation of consultants;

(b) standards for the practice of methods used by ecological consultants;

(c) peer review of work of ecological consultants;

(d) code of ethics to be followed by practising ecological consultants.

5. To initiate, co-ordinate or undertake training programs, seminars, and etc. for the betterment of the practice of ecological consultancy in NSW.

6. To undertake any activity which in the opinion of the Council of the Association is calculated to promote the interests of ecological consultants in NSW and elsewhere.

**ASSOCIATION OF
ECOLOGICAL
CONSULTANTS OF
NSW INC.**

Rules

[As at 16th September 2005]

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PART I - PRELIMINARY

Interpretation

1. Definitions

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

associate member means an associate member of the Association as described under rule 3,

Corporations Law has meaning as in the Act.

Council means the Council of the Ecological Consultants Association of NSW Inc established under Part III of these rules,

Councillor means a member elected or appointed to the Council pursuant to rules 13 and 14, including office bearers of the Association.

financial year means the 12 month period from and including 1st day of July in the previous year to and including 30th day of June in the current year

full member means a full member of the Association as described under rule 3,

member means a full member or an associate member of the Association elected under rules 3 and 4,

membership year means the 12 month period from and including 1st day of January in any year to and including 31st day of December in the same year,

ordinary Councillor means a member of the Council who is not an office-bearer of the Association as referred to in rule 13(2),

practising ecological consultant means a person who:

(a) undertakes studies of the ecology of flora and fauna as an occupation with respect to proposed developments or similar activities, and

(b) is the proprietor of, or an employee of a consulting business, incorporated or otherwise.

secretary means:

(a) the person holding office under these rules from time to time as secretary of the Association, or

(b) where no such person holds that office, the public officer of the Association,

the Act means the Associations Incorporation Act, 1984,

the Association means the Ecological Consultants Association of NSW Incas incorporated under the Act,

the Regulation means the Associations Incorporation Regulation, 1985.

(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.

(3) The provisions of the Interpretation Act, 1897, 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. Membership Qualifications

(1) Any person who is:

(a) an ecological consultant, or

(b) is employed in an occupation relevant to ecological consultancy, or

(c) is training in disciplines relevant to ecological consultancy,

and

(b) is in sympathy with the objects of the Association,
and

(c) is willing to comply with the rules of the Association

shall be eligible to apply to become a member, subject to election by the Council.

(2) A person is qualified to be a member of the Association if, but only if:

(a) the person is a person referred to in section 15(1) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act, or

(b) the person:

(i) has applied for membership of the Association as provided by rules 3 and 4, and

(ii) has been approved for membership of the Association by the Council.

3. Classes of Membership

(1) Persons may be elected to membership of the Association under rule 4 as either full members, as associate members or as student members.

(2) Full members shall comprise practising ecological consultants.

(3) Associate members shall comprise people other than practising ecological consultants and students.

(4) Student members shall comprise full time students training in disciplines relevant to ecological consultancy.

(5) The Council may determine subclasses within any of the classes of membership described under clauses

(2), (3) and (4) for the purposes of determining privileges of membership pursuant to rule 6(1), or rates of subscriptions pursuant to rule 9.

4. Application for Membership

(1) An application of a person for membership of the Association:

(a) shall be in the form determined by the Council from time to time, and

(b) shall be supported by two existing members of the Association, and

(b) shall be lodged with the secretary accompanied by the sum payable under these rules by a member as annual subscription.

(2) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the Council which shall determine whether to approve or reject the application.

(3) Where the Council determines to approve the application for membership, the secretary shall:

(a) as soon as practicable after the determination, notify the applicant of the approval, and

(b) enter the applicant's name in the register of

members and, upon the name being so entered, the applicant becomes a member of the Association.

(4) Where the Council determines to reject the application for membership the secretary shall:

(a) as soon as practicable after the determination, notify the applicant of the rejection, and

(b) along with that notification, include advice of the applicant's right to request a review of the application pursuant to clause (5).

(5) A rejected applicant shall have the right to request a review of the application by submitting a written request to the Council within fourteen days of the date of the notice of rejection.

(6) Within forty days of receipt of a request to review an application under clause (5), the Council or a Committee established by the Council for that purpose shall review the application.

(7) At a meeting of the Council or Committee held as referred to in clause (6), the Council or Committee shall:

(a) give the applicant an opportunity to make oral representations,

(b) give due consideration to any written

representations submitted to the Council by the applicant at or prior to the meeting, and

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

(8) Where the Council or Committee confirms to reject the application for membership after a review referred to in clause (7), the applicants membership shall be confirmed as set out under clause (3).

(9) Where the Council or Committee rescinds the motion to reject the application for membership after a review referred to in clause (7), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact.

(10) There shall be no further right of review of the rejection of an application for membership after the rejection has been confirmed pursuant to clause (8).

5. Cessation of Membership

A person ceases to be a member of the association:

(a) if the person:

(i) dies,

(ii) resigns that membership pursuant to rule 7,

(iii) is expelled from the Association pursuant to rule 11(1), or

(b) at such time that the person's subscription shall be in arrears for more than three months.

6. Membership Entitlements

(1) The privileges of the different classes of members, other than privileges conferred by these rules, shall be determined by the Council.

(2) No member shall be entitled to vote or to enjoy any privileges of membership of the Association so long as the member's subscription shall be in arrears.

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

(a) is not capable of being transferred or transmitted to another person, and

(b) terminates upon cessation of the person's membership.

7. Resignation of Membership

(1) A member of the Association may resign from membership of the Association by giving notice in writing to the secretary, the resignation taking effect on the date that such notice is received by the secretary.

(2) Where a member of the Association ceases to be a member pursuant to clause (1), and in every other case where a member ceases to hold membership :

(a) the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member, and

(b) the member is not entitled to any refund of subscriptions paid in respect of that membership.

8. Register of Members

(1) The secretary 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 the date when the member's annual subscription is due to be renewed.

(2) The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

9. Subscriptions

(1) A member of the Association shall pay to the Association a subscription of an amount determined by the Council for the different classes of members, payable upon application for membership, and annually thereafter.

(2) The due date of annual subscriptions shall be determined by the Council.

(3) The Council may approve the payment by a member of the Association of the annual subscription determined pursuant to clause (1) for any number of years in advance.

10. Members' Liabilities

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 9.

11. Disciplining of Members and Right of Appeal

(1) Where the Council is of the opinion that a member of the Association:

(a) has persistently refused 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,

the committee may by resolution :

(c) expel the member from the Association , or

(d) suspend the member from membership of the Association for a specified period.

(2) A resolution of the Council under clause (1) is of no effect unless the Council, at a meeting held not earlier than 14 days and not later than 40 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule.

(3) Where the committee 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 Council and the ground on which it is based,

(b) stating that the member may address the Council at

a meeting to be held not earlier than 14 days and not later than 40 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,

(ii) submit to the Council at or prior to the date of that meeting written representations relating to the resolution.

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

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

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

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

(5) Where the Council 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 the member's right to appeal under clause (7).

(6) A resolution confirmed by the committee 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 the period, or

(b) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to clause (10).

(7) A member may appeal to the Association in general meeting against a resolution of the Council which is confirmed under clause (4), within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.

(8) Upon receipt of a notice from a member under clause (7), the secretary shall notify the Council 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.

(9) At a general meeting of the Association convened under clause (8):

(a) no business other than the question of the appeal shall be transacted,

(b) the Council 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.

(10) 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 COUNCIL

12. Powers, etc., of the Council

Management of the Association shall be vest with the Council constituted under this Part and subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting, the Council:

(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 power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Association.

13. Constitution and Membership

(1) Subject, in the case of the first members of the Council, to section 21 of the Act, the Council shall consist of:

- (a) the office-bearers of the Association, and
- (b) up to 10 ordinary Councillors,

each of whom shall be full members elected at the annual general meeting of the Association pursuant to rule 14.

(2) The office-bearers of the Association shall be:

- (a) the president,
- (b) the vice-president,
- (c) the treasurer, and
- (d) the secretary.

(3) Any of the duties of any of the office-bearers may be undertaken by any other Councillor with the consent of and upon resolution of the Council.

(4) Each Councillor 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 among the office-bearers, the Council may appoint a member of

the Association 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.

14 Election of Office-bearers and Members of the Council

(1) Nominations of candidates for elections as office-bearers of the Association or as ordinary Councillors:

(a) shall be made in writing, signed by two full members of the Association and accompanied by the written consent of the candidate who is a full member (which may be endorsed on the form of nomination), and

(b) shall be delivered to the secretary of the Association by the day prior to the commencement of the annual general meeting at which the election is to take place.

(2) If insufficient nominations are received to fill the minimum number of vacancies on the Council (i.e. the office-bearers), further nominations shall be received at the annual general meeting.

(3) If insufficient further nominations are received any of the number of minimum positions on the Council remaining vacant shall be deemed to be casual vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, 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 Councillors shall be conducted at the annual general meeting in such usual and proper manner as the Council may direct.

(7) Any ballots for the election of office-bearers or ordinary Councillors required under clause (5) shall be held in the following order:

- (a) the president,
- (b) the two vice presidents,
- (c) the treasurer,
- (d) the secretary,
- (e) ordinary Councillors.

(8) A nomination of a candidate for election under this rule is not valid if that candidate has been elected to another office at the same election.

15. Secretary

(1) The secretary of the Association shall, as soon as practicable after being elected 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 elections of office: bearers and members of the Council,

(b) the names of members of the Council present at a Council meeting and all members present at a general meeting, and

(c) all proceedings at Council meetings and general meetings.

(3) Minutes of proceedings at a meeting shall be confirmed at the next succeeding meeting and this confirmation shall be indicated by the signature of the chairperson of that next succeeding meeting.

16. Treasurer

It is the duty of the treasurer of the Association to ensure that :

(a) all money due to the association is collected and received and that all payments authorised by the Association are made, and

(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.

17. Casual Vacancies

For the purposes of these rules, a casual vacancy in the office of a Councillor occurs if the Councillor:

- (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 given 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, or
- (g) is absent without consent of the Council from all meetings of the Council held during a period of 6 months.

18. Removal of a Councillor

(1) The Association in a general meeting may by resolution remove any Councillor from any office and from the Council before the expiration of the Councillor's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Councillor so removed.

(2) Where a Councillor 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 Councillor is entitled to require that the representations be read out at the meeting at which the resolution is considered.

19. Meetings and Quorum

(1) The Council shall meet at least 3 times in each period of 12 months at such place and time as the Council may determine.

(2) Additional meetings of the council may be convened by the president or by any Councillor.

(3) Oral or written notice of a meeting of the Council shall be given by the secretary to each Councillor at least 48 hours (or such other period as may be agreed upon by the members of the Council) before the time appointed for the holding of the meeting.

(4) The general nature of the business to be transacted at a meeting shall be specified in an agenda for the meeting, which shall be available to members of the Council before the meeting, and no business other than that business shall be transacted at the meeting, except business which the Council members present at the meeting unanimously agree to treat as urgent business.

(5) Any 5 members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.

(6) No business shall be transacted by the Council 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 shall be dissolved.

(7) At a meeting of the Council :

(a) the president or, in the president's absence, the vice president shall preside, or

(b) if the president and the vice presidents are absent or unwilling to act such, one of the remaining members of

the Council as may be chosen by the members present at the meeting shall preside.

20. Delegation by Council to Committee

(1) The Council may, by instrument in writing, delegate to one or more committees the exercise of such of the functions of the Council as are specified in the instrument, other than:

- (a) the power of delegation,
- (b) a function which is a duty imposed on the Council by the Act or by any other law.

(2) A committee may consist of such member or members of the Association as the Council thinks fit, providing that the committee includes at least one Councillor.

(3) A function, the exercise of which has been delegated to a committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.

(4) A delegation under this rule 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.

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

(6) Any act or thing done or suffered by a 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 Council.

(7) The Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(8) A committee may meet and adjourn as it thinks proper.

21. Voting and Decisions

(1) Questions arising at a meeting of the Council or of any committee appointed by the Council shall be determined by a majority of the votes of the members of the Council or committee present at the meeting.

(2) Each Councillor present at a meeting of the Council, and each member of any committee appointed by the Council present at a meeting of the committee (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 Council may act notwithstanding any vacancy on the Council.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or a committee appointed by the Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Councillor or member of a committee.

PART IV - GENERAL MEETINGS

22. Annual General Meetings - Holding of

(1) With the exception of the first annual general meeting of the Association, the Association shall, at least once each calendar year and within the period of 6 months after the expiration of the 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 6 months after the expiration of the first financial year of the Association.

(3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

23. Annual General Meetings - Calling of and Business at

(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 Council 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 Council reports upon the activities of the Association during the last preceding financial year,

(c) to receive from the treasurer an Income and Expenditure Statement for the preceding financial year and a Balance Sheet as at the 30th day of June of the preceding financial year,

(d) to elect office-bearers of the Association and ordinary Councillors, and

(e) 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.

24. Special General Meetings

(1) The Council may, whenever it thinks fit, convene a special general meeting of the Association.

(2) The Council shall, on the requisition in writing of not less than 5 percent of the total number of full members, convene a special general meeting of the association.

(3) A requisition of full 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 requisitions,

(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 Council fails to convene a special general meeting to be held within 1 month after the date on which the requisition of full members for the meeting is lodged with the secretary, any one or more of the full 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 full members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Council and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

25. Notice

(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 prepaid post to each member at the full 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 full 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) It shall not be necessary to give any notice pursuant

to clauses (1) and (2) to any full member of the Association whose address appearing in the register of members is not situate in Australia.

(4) No 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).

(5) Notice of a general meeting shall include instructions on how full members may vote by return mail on matters of business at that meeting pursuant to rule 29(2).

(6) A full 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 full member.

26. Procedure

(1) No item of business shall be transacted at a general meeting unless a quorum of full members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Ten full 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 full members shall be dissolved, and in any other case the full members present (being not less than 3) shall constitute a quorum.

27. Presiding Member

(1) The president or, in the president's absence, one of the vice presidents, shall preside as chairperson at each general meeting of the Association.

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

28. Adjournment

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of full 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 full 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.

29. Making of Decisions

(1) A question arising at a general meeting of the Association shall be determined on a show of hands of full members present and a count of mail votes received under clause (2), 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, the question shall be determined, and an entry to that effect in the minute book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) Full members may vote on questions raised at general meetings by submission of their vote by mail in a form determined by the Council and notified to members under rule 25(5).

(3) At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 full members present in person at the meeting.

(4) 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 chairperson of the meeting or 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 shall be deemed to be the resolution of the meeting on that matter.

30. Special Resolution

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 full members of the Association as, being members entitled under these rules

to do so, vote 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 Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a), the resolution is passed in a manner specified by the Commission.

31. Voting

(1) Upon any question arising at a general meeting of the Association, including a poll for the election of the Council:

(a) a full member has one vote only, and

(b) an associate member is not entitled to vote,

(c) an associate member is not entitled to vote.

(2) All votes shall be given personally or by mail pursuant to rule 29(2).

(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 is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.

32. Proxies

Members shall not be entitled to vote by proxy at meetings of the Association, or of the Council.

PART V- MISCELLANEOUS

33. Insurance

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

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

34. Funds - Source

(1) The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Council 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.

35. Funds - Management

(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 Council determines.

(2) No portion of the funds of the Association shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profits to the members of the Association except:

(a) repayment of out-of-pocket expenses,

(b) the payment of remuneration to a member as an officer or servant of the Association for services (which are approved by the Council) actually rendered to the Association, and

(c) reasonable and proper rent for premises let to the association.

(3) All cheques, draft, bills of exchange, promissory notes and other negotiable instruments shall be signed by two of the office-bearers of the Association being authorised to do so by the Council.

(4) The accounts of the Association shall be audited for each financial year, prior to their presentation to the annual general meeting pursuant to rule 23(2)(c), by auditors appointed under rule 43.

36. Alteration of Objects and Rules

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

37. Common Seal

(1) The common seal of the Association shall be kept in the custody of the public officer.

(2) The common seal shall not be affixed to any instrument except by the authority of the Council, and the affixing of the common seal shall be attested by the signatures of 2 of the office-bearers of the Association, or of 1 of the office-bearers and the public officer.

38. Custody of Books, etc.

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, other than those records required by these rules to be maintained by the secretary and the treasurer.

39. Inspection of Books, etc.

The records, books and other documents, of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

40. Service of Notices

(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 by sending it by prepaid post to the member at the member's address as shown in the register of members.

(2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

41. Surplus Property

In the event of the winding up or the cancellation of the incorporation of the Association, the Association shall vest its surplus property in an association or corporation with similar objects to the Association, in accordance with a special general meeting of the Association

42. Auditors

(1) Auditors for the Association shall be appointed by the members at the annual general meeting, and their remuneration (if any) shall be determined by the Council.

(2) It shall be the duty of every officer or servant of the Association to give to the auditors such information and explanation as they may require.