



THE ROYAL AERONAUTICAL SOCIETY PERTH BRANCH INC.

RULES

Name of association

1. The name of the association is *The Royal Aeronautical Society Perth Branch Inc.*

Definitions

2. In these rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015* (WA).

Annual General Meeting means the annual general meeting of the Branch required to be held under the Act.

Branch means the incorporated association referred to in rule 1.

Chairperson means the Committee member holding office as the Chairperson of the Branch and in the context of the chairing or presiding at a Committee meeting or a General Meeting means the person chairing or presiding at such meeting.

Committee means the management committee of the Branch referred to in rule 14.

Deputy Chairperson means the Committee member holding office as the Deputy Chairperson of the Branch.

Division means The Royal Aeronautical Society Australian Division Inc.

Division Council means the council of the Division from time to time.

Financial Year means the period of 12 months ending on 31 December.

Friend means a person whose application to become a Friend of the Branch is accepted by the Committee under rule 8.

General Meeting means a meeting of the Branch that all Members are entitled to receive notice of and to attend and includes where the context requires an **Annual General Meeting**.

Member means, subject to rule 7, a person who is a member of the Branch and also registered as a member of the Society and the Division.

Ordinary Resolution means a resolution passed at a General Meeting by the votes of more than 50% of Members who cast a vote at the General Meeting.

Registers means the registers referred to in rule 9.

Secretary means the Committee member holding office as the Secretary of the Branch.

Society means The Royal Aeronautical Society within which is incorporated the Institution of Aeronautical Engineers, the Helicopter Association of Great Britain and the Society of Licensed Aircraft Engineers and Technologists.

Special Resolution means a resolution passed by a majority of not less than 75% of the Members entitled to vote at the General Meeting in accordance with section 51 of the Act.

Tier 1 Association means an incorporated association to which section 64(1) of the Act applies.

Tier 2 Association means an incorporated association to which section 64(2) of the Act applies.

Tier 3 Association means an incorporated association to which section 64(3) of the Act applies.

Treasurer means the Committee member holding office as the Treasurer of the Branch.

Objects of the Branch

3. The objects of the Branch are:

- (1) To promote and encourage interest in and increased knowledge of the profession of aeronautics (including aerospace) and to establish an attractive and friendly meeting place for Members and Friends.
- (2) To arrange meetings at which papers may be read and discussed and to arrange visits and inspections of aeronautical and aerospace interest.
- (3) To form a library and source of information for the free use of Members and Friends.

Not-for-profit body

4.

- (1) The property and income of the Branch must be applied solely towards the promotion of the objects or purposes of the Branch and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a Member out of the funds of the Branch only if it is authorised under rule 4(3).
- (3) A payment to a Member out of the funds of the Branch is authorised if it is:
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Branch, or for goods supplied to the Branch, in the ordinary course of business;
 - (b) the payment of reasonable rent to the member for premises leased by the Member to the Branch; or
 - (c) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Branch,

provided always that, subject to rule 20(2), a payment to a Committee member out of the funds of the Branch must be authorised by an Ordinary Resolution.

Powers of the Branch

5. The Branch may do all things necessary or convenient for carrying out its objects and purposes subject to the Act.

Finances

6.

- (1) The finances of the Branch must be managed entirely by the Branch. Neither the Society nor the Division accept any financial responsibility for the Branch and incur no liability through the formation

or activities of the Branch.

- (2) The liability of a Member to contribute towards the payment of debts and liabilities of the Branch or towards the costs, charges and expenses of winding up and closure of the Branch is limited to the amount, if any, of unpaid subscription fees.
- (3) Subject to any restrictions imposed at a General Meeting, the Committee may approve expenditure on behalf of the Branch.
- (4) Borrowing money by or from the Branch is not permitted.

Membership

7.

- (1) Membership of the Branch is open to any person who:
 - (a) is registered as a member of both the Society and the Division; and
 - (b) who normally resides in the State of Western Australia.
- (2) Other registered members of the Society normally resident in a State or Territory of the Commonwealth of Australia in which there is not a branch of the Society may, at the discretion of the Committee and the approval of the Division, become Members.
- (3) A person who wants to become a Member must apply in writing to the Branch in such form as the Committee from time to time determines.
- (4) The Committee must not accept an application unless the applicant:
 - (a) is eligible under rule 7(1); and
 - (b) has applied under rule 7(3).
- (5) The Committee may reject an application even if the applicant:
 - (a) is eligible under rule 7(1); and
 - (b) has applied under rule 7(3).
- (6) The Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.
- (8) The Branch must consist of at least 20 Members.
- (9) A person ceases to be a Member when any of the following takes place:
 - (a) the person dies;
 - (b) the person no longer normally resides in the State of Western Australia;
 - (c) the person resigns from the Branch under rule 11(1);
 - (d) the person is expelled from the Branch under rule 12; or
 - (e) the person ceases to be a Member as a result of ceasing to be registered as a member of both the Society and the Division.
- (10) The Secretary must keep a record, for at least 1 year after a person ceases to be a Member, of:
 - (a) the date on which the person ceased to be a Member; and

- (b) the reason why the person ceased to be a Member.
- (11) The rights of a Member are not transferable and end when membership ceases.

Friends

8.

- (1) Any person normally resident in the State of Western Australia who does not qualify to be a Member under rule 7(1) but who is interested in the objectives of the Branch may apply to become a Friend.
- (2) A person who wants to become a Friend must apply in writing to the Branch in such form as the Committee from time to time determines.
- (3) The Committee must not accept an application unless the applicant has applied under rule 8(2).
- (4) The Committee may reject an application even if the applicant:
 - (a) is eligible under rule 8(1); and
 - (b) has applied under rule 8(2).
- (a) The Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (b) If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.
- (c) A person ceases to be a Friend when any of the following takes place:
 - (a) the person dies;
 - (b) the person ceases to be a Friend under rule 10(5);
 - (c) the person resigns as a Friend under rule 11(2); or
 - (d) the person is expelled as a Friend under rule 13.
- (d) The Secretary must keep a record, for at least 1 year after a person ceases to be a Friend, of:
 - (a) the date on which the person ceased to be a Friend; and
 - (b) the reason why the person ceased to be a Friend.

Register of Members and Friends

9.

- (1) The Secretary is responsible for the requirements imposed on the Branch under the Act to maintain the register of Members and record in that register any change in the membership of the Branch.
- (2) The Secretary is also responsible for maintaining a register of Friends and to record in that register any change in the Friends of the Branch.
- (3) The Registers must be kept at the Secretary's place of residence, or at another place determined by the Committee.

Subscription fees

10.

- (1) The Division or the Society will render an annual subscription fee to each Member. Each Member must pay their subscription fee directly to the Division or to the Society, as applicable.

- (2) No additional membership fee is payable by Members to the Branch.
- (3) Subject the approval of the Division, the Committee may render an annual subscription fee to each Friend. The amount of the annual subscription fee payable may be determined to be nil.
- (4) Subject the approval of the Division, the Committee may determine that the annual subscription fee for a new Friend is payable on a pro rata basis.
- (5) A Friend ceases to a Friend for the purposes of these rules if the Friend's annual subscription fee is not paid by within 3 months of the due date, unless the Committee decides otherwise.

Resignation of Members and Friends

11.

- (1) A Member may resign from membership of the Branch by notice in writing to the Division resigning as a member of the Division and the Society.
- (2) A Friend may resign by notice in writing to the Secretary. Upon resignation, a Friend remains liable to pay to the Branch the amount of any subscription fees payable as at the date of resignation.

Expulsion of Members

12.

- (1) The Committee may decide to suspend a Member's membership or to expel a Member from the Branch if :
 - (a) the Member contravenes any of these rules; or
 - (b) the Member acts detrimentally to the interests of the Branch.
- (2) The Secretary must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Committee meeting at which the proposal is to be considered by the Committee.
- (3) The notice given to the Member must state:
 - (a) when and where the Committee meeting is to be held;
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the Member, or the Member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion.
- (4) At the Committee meeting, the Committee must:
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion;
 - (b) give due consideration to any submissions so made; and
 - (c) decide:
 - (i) whether or not to suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the Member from the Branch.
- (5) Subject to rules 12(7) and 12(8), a decision of the Committee to suspend the Member's membership or to expel the Member from the Branch takes immediate effect.

- (6) The Committee must give the member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.
- (7) A Member who is expelled under rule 12(4)(c), may if he or she wishes to do so, appeal against the expulsion by giving written notice to the Secretary within a period of 14 days of receipt of the written notice of the Committee's decision.
- (8) When written notice is given under rule 12(7), the Secretary must convene a General Meeting to be held no later than 28 days after receipt of the written notice of the Member's written notice referred to in rule 12(7) at which, the Members will vote on a resolution to confirm the decision of the Committee to expel the Member (**Expulsion Resolution**). If the Members:
 - (a) pass the Expulsion Resolution as an Ordinary Resolution, the decision of the Committee to expel the Member from the Branch is confirmed and takes immediate effect; or
 - (b) do not pass the Expulsion Resolution as an Ordinary Resolution, the decision of the Committee to expel the Member from the Branch has not effect.
- (9) The expulsion of a Member from the Branch under this rule does by itself result in the expulsion of the Member from the Division or the Society.

Expulsion of Friends

- 13.
 - (1) The Committee may decide to suspend a Friend's participation in the Branch or to expel a Friend from the Branch if :
 - (a) the Friend contravenes any of these rules; or
 - (b) the Friend acts detrimentally to the interests of the Branch.
 - (2) Rules 12(2) to 12(8) apply *mutatis mutandis* to a decision to suspend a Friend's participation in the Branch or to expel a Friend from the Branch.

Committee

- 14.
 - (1) The Committee has the power to manage the affairs of the Branch.
 - (2) Subject to the Act, these rules and any resolution properly passed at a General Meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Branch.
 - (3) The Committee must comprise:
 - (a) the Chairperson;
 - (b) the Deputy Chairperson;
 - (c) the Secretary;
 - (d) the Treasurer; and
 - (e) not less than 4 and not more than 7 ordinary Committee members.
 - (4) At the Annual General Meeting, the Branch must decide by Ordinary Resolution the number of ordinary Committee members to hold office for the next year.
 - (5) A person may only hold the office of:
 - (a) the Chairperson if the person is a Fellow, Companion, Member or Associate Member of the Society and a Member;

- (b) the Secretary if the person is a Fellow, Companion, Member or Associate Member of the Society and a Member; and
 - (c) the Deputy Chairperson, the Treasurer or an ordinary Committee member if the person is a Member.
- (6) A person must not hold 2 or more of the offices referred to in rule 14(3) at the same time.
 - (7) A Member becomes a Committee member if the Member:
 - (a) is elected to the Committee at an Annual General Meeting; or
 - (b) is appointed to the Committee by the Committee to fill a casual vacancy under rule 17.
 - (8) The term of office of a Committee member begins when the Member:
 - (a) is elected at an Annual General Meeting or under rule 16(3)(b); or
 - (b) is appointed to fill a casual vacancy under rule 17.
 - (9) Subject to rule 17(1), a Committee member holds office until the positions on the Committee are declared vacant at the next Annual General Meeting.
 - (10) A Committee member may be re-elected.

Election of Committee members

15.

- (1) At the Annual General Meeting, a separate election must be held for the offices of the Chairperson, the Deputy Chairperson and the ordinary Committee members. The Secretary and Treasurer must be appointed by the Committee members elected at the Annual General Meeting.
- (2) At least 42 days before the Annual General Meeting, the Secretary must send written notice to all the Members:
 - (a) calling for nominations for election to the Committee; and
 - (b) stating the date by which nominations must be received by the Secretary to comply with rule 15(3).
- (3) A Member who wishes to be considered for election to the Committee at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least 28 days before the Annual General Meeting.
- (4) The written notice must include a statement by another Member in support of the nomination.
- (5) Subject to rule 14(5), a Member may nominate for either the office of the Chairperson, the Deputy Chairperson or to be an ordinary Committee member.
- (6) A Member whose nomination does not comply with this rule is not eligible for election to the Committee unless the Member is nominated under rule 15(10)(b).
- (7) If there is no nomination for the office of the Chairperson or the Deputy Chairperson, the Chairperson of the meeting may call for nominations from the Members at the meeting.
- (8) If only 1 Member has nominated for the office of the Chairperson or the Deputy Chairperson, subject to rule 14(5), the Chairperson of the meeting must declare the Member elected to the position.
- (9) If more than 1 Member has nominated for the office of the Chairperson or the Deputy Chairperson, the Members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position.

- (10) If the number of Members nominating for the position of ordinary Committee member is not greater than the number to be elected, the Chairperson of the meeting:
 - (a) must declare each of those Members to be elected to the position; and
 - (b) may call for further nominations from the Members at the meeting to fill any positions remaining unfilled after the elections under rule 15(10)(a).
- (a) If:
 - (a) the number of Members nominating for the position of ordinary Committee member is greater than the number to be elected; or
 - (b) the number of Members nominating under rule 15(10)(b) is greater than the number of positions remaining unfilled,

the Members at the meeting must vote in accordance with procedures that have been determined by the Committee who are to be elected to the position of ordinary Committee member.
- (11) Each Member present at the meeting may vote for 1 Member who has nominated for the position.
- (12) A Member who has nominated for the position may vote for himself or herself.
- (13) On the Member's election, the new Chairperson of the Branch may take over as the Chairperson of the meeting.

Resignation and removal from office

16.

- (1) A Committee member may resign from the Committee by written notice given to the Secretary or, if the resigning Member is the Secretary, given to the Chairperson.
- (2) The resignation takes effect:
 - (a) when the notice is received by the Secretary or Chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a General Meeting, the Members may by Ordinary Resolution:
 - (a) remove a Committee member from office; and
 - (b) elect a Member who is eligible under rule 14(5) to fill the vacant position.
- (4) A Committee member who is the subject of a proposed resolution under 16(3)(a) may make written representations (of a reasonable length) to the Secretary or Chairperson and may ask that the representations be provided to the Members.
- (5) The Secretary or Chairperson may give a copy of the representations to each Member or, if they are not so given, the Committee member may require them to be read out at the General Meeting at which the resolution is to be considered.

Casual vacancies in the membership of Committee

17.

- (1) A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:
 - (a) dies;
 - (b) ceases to be a Member;

- (c) with respect to the Chairperson and the Secretary, if they cease to be a Fellow, Companion, Member or Associate Member of the Society;
 - (d) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Secretary;
 - (e) becomes ineligible to accept an appointment or act as a Committee member under section 39 of the Act;
 - (f) becomes permanently incapacitated by mental or physical ill health; or
 - (g) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.
- (2) The Committee may appoint a Member who is eligible under rule 14(5) to fill a position on the Committee that:
- (a) has become vacant under this rule; or
 - (b) was not filled by election at the most recent Annual General Meeting or under rule 16(3)(b).
- (3) If the position of Secretary becomes vacant, the Committee must appoint a member who is eligible under rule 14(5) to fill the position within 14 days after the vacancy arises.
- (4) Subject to the requirement for a quorum, the Committee may continue to act despite any vacancy in its membership.
- (5) If there are fewer Committee members than required for a quorum, the Committee may act only for the purpose of:
- (a) appointing Committee members under this rule; or
 - (b) convening a General Meeting.

Validity of acts

18. The acts of the Committee, or of a Committee member, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Committee member

Duties of Committee members

- 19.
- (1) The Chairperson has the powers and duties relating to convening and presiding at Committee meetings and presiding at General Meetings as provided for in these rules.
 - (2) If the Chairperson is absent at any meeting, then the Deputy Chairperson must preside. If both the Chairperson and the Deputy Chairperson are absent, then the Secretary must preside.
 - (3) The Secretary has the following duties:
 - (a) to co-ordinate and keep records of the correspondence of the Branch;
 - (b) to keep full and correct minutes of the proceedings of the Committee and of the Branch;
 - (c) to maintain:
 - (i) the Registers; and
 - (ii) an up-to-date copy of these rules as required under the Act;

- (d) to have safe custody of all books, documents and records of the Branch other than those required to be kept and maintained by, or in the custody of, the Treasurer;
 - (e) to prepare an annual report on the activities of the Branch for presentation at the Annual General Meeting;
 - (f) to forward to the Division immediately following the Annual General Meeting a copy of the annual report and the Branch's financial statements or financial report; and
 - (g) to perform such other duties as are imposed by these rules on the Secretary.
- (4) The Treasurer has the following duties:
- (a) to be responsible for the receipt of all monies paid to or received by, or by him on behalf of, the Branch and the issue of receipts for those monies in the name of the Branch;
 - (b) to pay all monies referred to in rule 19(4)(a) into such account or accounts of the Branch as the Committee may from time to time direct;
 - (c) make payments from the funds of the Branch with the authority of the Committee or the Members in General Meeting;
 - (d) to ensure all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Branch must be signed by:
 - (i) 2 Committee members; or
 - (ii) 1 Committee member and a person authorised by the Committee;
 - (e) to ensure the safe custody of the Branch's financial records, financial statements and financial reports;
 - (f) if the Branch is a Tier 1 Association, to coordinate the preparation of the Branch's financial statements as required under the Act before their submission to the Annual General Meeting;
 - (g) if the Branch is a Tier 2 Association or Tier 3 Association, to coordinate the preparation of the Branch's financial report as required under the Act before its submission to the Annual General Meeting;
 - (h) to provide any assistance required by an auditor or reviewer conducting an audit or review of the Branch's financial statements or financial report under the Act; and
 - (i) to perform such other duties as are imposed by these rules on the Treasurer.

Payments to Committee members

20.

- (1) In this rule:
 - Committee member*** includes a member of a subcommittee; and
 - Committee meeting*** includes a meeting of a subcommittee.
- (2) A Committee member is entitled to be paid out of the funds of the Branch for any out-of-pocket expenses for travel and accommodation properly incurred:
 - (a) in attending a Committee meeting;
 - (b) in attending a General Meeting; or
 - (c) otherwise in connection with the Branch's business.

Proceedings of the Committee

21.

- (1) The Committee must meet not less than 8 times in each calendar year at such place and time as the Committee may determine.
- (2) Committee Meetings will normally be held on a fixed day in each month in accordance with a meeting schedule agreed by the Committee.
- (3) Notification of any changes to the meeting schedule must be given by the Secretary to each Committee member at least 48 hours before the time appointed for the holding of the scheduled meeting.
- (4) Unless rule 21(5) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (5) Urgent business that has not been described in the notice may be conducted at the meeting if the Committee members at the meeting unanimously agree to treat that business as urgent.
- (6) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each Committee meeting.
- (7) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a meeting, the Committee members at the meeting must choose 1 of them to act as Chairperson of the meeting.
- (8) Subject to these rules, the procedure and order of business to be followed at a Committee meeting will be determined by the Committee members present at the Committee meeting.
- (9) At a Committee meeting, 4 Committee members constitute a quorum.
- (10) Subject to rule 17(5), no business is to be conducted at a Committee meeting unless a quorum is present.
- (11) The presence of a Committee member at a Committee meeting need not be by attendance in person but may be by that Committee member and each other Committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (12) A Committee member who participates in a Committee meeting as allowed under rule 21(11) is taken to be present at the meeting and, if the Committee member votes at the meeting, the Committee member is taken to have voted in person.
- (13) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting, the meeting is adjourned to the same time, day and place in the following week.
- (14) If a quorum is not present within 30 minutes after the commencement time of a Committee meeting held under rule 21(13) and at least 2 Committee members are present at the meeting, those members present are taken to constitute a quorum.
- (15) Each Committee member present at a Committee meeting has 1 vote on any question arising at the meeting.
- (16) A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion.
- (17) If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (18) A Member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee.

- (19) A Committee member who has a material personal interest in a matter being considered at a Committee meeting must:
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - (b) disclose the nature and extent of the interest at the next General Meeting.
- (20) A Committee member who has a material personal interest in a matter being considered at a Committee meeting must not be present while the matter is being considered at the meeting or vote on the matter.
- (21) The Secretary must record every disclosure made by a Committee member of a material personal interest in the minutes of the Committee meeting at which the disclosure is made.

Minutes of Committee meetings

22.

- (1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following:
 - (a) the names of the Committee members present at the meeting;
 - (b) the name of any person attending the meeting under rule 21(18);
 - (c) the business considered at the meeting; and
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Committee meeting must be entered in the Branch's minute book within 30 days after the meeting is held.
- (4) The Chairperson must ensure that the minutes of a Committee meeting are reviewed and signed as correct by:
 - (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next committee meeting.
- (5) When the minutes of a Committee meeting have been signed as correct they are, until the contrary is proved, evidence that:
 - (a) the meeting to which the minutes relate was duly convened and held;
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

General Meetings

23.

- (1) The Committee:
 - (a) may at any time convene a General Meeting;
 - (b) convene an Annual General Meeting in each calendar year within four months after the end of the Financial Year; and
 - (c) must, within 28 days of:

- (i) receiving a request in writing to do so from not less than 10% of Members, convene a General Meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 12(7), convene a General Meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The Members requesting a General Meeting to be convened under rule 23(1)(c)(i) must:
 - (a) make the request by written notice given to the Secretary;
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (3) If the Committee does not convene a General Meeting within that 28 day period, the Members making the request (or any of them) may convene the General Meeting.
- (4) A General Meeting convened by Members under rule 23(3):
 - (a) must be held within 3 months after the date the original request was made; and
 - (b) may only consider the business stated in the notice by which the request was made.
- (5) The Branch must reimburse any reasonable expenses incurred by the Members convening a General Meeting under rule 23(3).

Annual General Meetings

24.

- (1) The ordinary business of the Annual General Meeting is as follows:
 - (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider:
 - (i) the Committee's annual report on the Branch's activities during the preceding Financial Year;
 - (ii) if the Branch is a Tier 1 Association, the financial statements of the Association for the preceding Financial Year as required under the Act;
 - (iii) if the Branch is a Tier 2 Association or a tier 3 association, the financial report of the Association for the preceding Financial Year as required under Part 5 of the Act; and
 - (iv) if required to be presented for consideration as required under the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the office holders of the Branch and other Committee members;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Branch in accordance with the Act;
 - (e) to confirm or vary the subscriptions and other amounts (if any) to be paid by Members and Friends.
- (2) Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

Notice of General Meetings

25.

- (1) The Secretary or, in the case of a General Meeting convened under rule 23(3), the Members convening the meeting, must give to each Member:
 - (a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a General Meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting;
 - (b) indicate the general nature of each item of business to be considered at the meeting;
 - (c) if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the Committee under rule 15(3);
 - (d) if a Special Resolution is proposed:
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act;
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 26(6).

Proxies

26.

- (1) Subject to rule 26(2), a Member may appoint an individual who is a Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (2) A Member may be appointed the proxy for not more than 5 other Members.
- (3) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (4) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the Member in any matter as the proxy sees fit.
- (6) Notice of a General Meeting given to a Member under rule 25 must:
 - (a) state that the Member may appoint an individual who is a Member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (7) A form appointing a proxy must be given to the Secretary before the commencement of the General Meeting for which the proxy is appointed.
- (8) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Branch not later than 24 hours before the commencement of the meeting.

Presiding member and quorum for General Meetings

27.

- (1) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each General Meeting.
- (2) If the Chairperson and deputy Chairperson are absent or are unwilling to act as Chairperson of a General Meeting, the Committee members at the meeting must choose 1 of them to act as Chairperson of the meeting.
- (3) At a General Meeting, 10 Members present in person or by proxy constitute a quorum.
- (4) No business is to be conducted at a General Meeting unless a quorum is present.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - (a) in the case of a General Meeting — the meeting lapses; or
 - (b) in the case of the Annual General Meeting — the meeting is adjourned to:
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (6) If :
 - (a) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under rule 27(5)(b); and
 - (b) at least 5 Members are present at the meeting,those Members present are taken to constitute a quorum.

Adjournment of General Meeting

28.

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting rule 28(1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 25.

Voting at General Meetings

29.

- (1) On any question arising at a General Meeting:
 - (a) subject to rule 29(3), each Member has 1 vote; and

- (b) Members may vote personally or by proxy.
- (2) Except in the case of a Special Resolution, a motion is carried if a majority of the Members present at a General Meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous General Meeting, only Members who were present at that meeting may vote.

Determining whether resolution carried

30.

- (1) In this rule:
poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to rule 30(4), the Chairperson of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
 - (a) carried;
 - (b) carried unanimously;
 - (c) carried by a particular majority;
 - (d) lost.
- (3) If the resolution is a Special Resolution, the declaration under rule 30(2) must identify the resolution as a Special Resolution.
- (4) If a poll is demanded on any question by the Chairperson of the meeting or by at least 3 other Members present in person or by proxy:
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson; and
 - (b) the Chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the Chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the Chairperson.
- (7) A declaration under rule 30(2) or 30(4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

Minutes of General Meetings

31.

- (1) The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each General Meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must record:
 - (a) the names of the Members attending the meeting;

- (b) any proxy forms given to the Chairperson of the meeting under rule 26(7);
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 24(1)(b)(ii) or 24(1)(b)(iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 24(1)(b)(iv).
- (4) The minutes of a General Meeting must be entered in the Branch's minute book within 30 days after the meeting is held.
 - (5) The Chairperson must ensure that the minutes of a General Meeting are reviewed and signed as correct by:
 - (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next General Meeting.
 - (6) When the minutes of a General Meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
 - (a) the meeting to which the minutes relate was duly convened and held;
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

Resolution of disputes

32.

- (1) The parties to a dispute, whether between Members or between one or more Members and the Branch, must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (2) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 32(1), any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (3) Within 28 days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
- (4) The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (5) The notice given to each party to the dispute must state:
 - (a) when and where the Committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
- (6) If:
 - (a) the dispute is between one or more Members and the Branch; and
 - (b) any party to the dispute gives written notice to the Secretary stating that the party:

- (i) does not agree to the dispute being determined by the Committee; and
 - (ii) requests the dispute to be determined by the Division Council under rule 34,
- the Committee must not determine the dispute.

Determination of disputes by the Committee

33.

- (1) At the Committee meeting at which a dispute is to be considered and determined, the Committee must:
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute;
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.

Determination of disputes by the Division Council

34.

- (1) At the Division Council meeting at which a dispute is to be considered and determined, the Division Council must:
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute;
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Division Council must give each party to the dispute written notice of the Division Council's determination, and the reasons for the determination, within 7 days after the Division Council meeting at which the determination is made.

Giving notices to Members

35. A notice or other document that is to be given to a Member under these rules is taken not to have been given to the Member unless it is in writing and:

- (1) delivered by hand to the recorded address of the Member;
- (2) sent by prepaid post to the recorded postal address of the Member; or
- (3) sent electronic transmission to an appropriate recorded number or recorded electronic address of the Member.

In this rule, ***recorded*** means recorded in the register of Members.

Rules of the Branch

- 36.
- (1) Subject to written approval from the Division, the Branch may alter these rules by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act.
 - (2) These rules bind every Member and the Branch to the same extent as if every Member and the Branch had signed these rules and agreed to be bound by all their provisions.

Common Seal

- 37.
- (1) The Branch must have a common seal on which its corporate name appears in legible characters.
 - (2) The common seal of the Branch must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book.
 - (3) The affixing of the common seal of the Branch must be witnessed by any 2 of the Chairperson, the Secretary and the Treasurer.
 - (4) The common seal of the Branch must be kept in the custody of the Secretary or by such other person as the Committee from time to time decides.

Inspection of records of the Branch

- 38.
- (1) This rule 38 applies to a Member who wants to inspect:
 - (a) the register of Members under section 54(1) of the Act;
 - (b) the record of the names and addresses of Committee members, and other persons authorised to act on behalf of the Branch, under section 58(3) of the Act; or
 - (c) any other record or document of the Branch.
 - (2) The Member must contact the Secretary to make the necessary arrangements for the inspection.
 - (3) The inspection must be free of charge.
 - (4) If:
 - (a) a Member inspecting the register of Members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the register of Members,the Committee may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract.
 - (4) If the Member wants to inspect a document that records the minutes of a Committee meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee meetings generally, or the minutes of a specific Committee meeting, being available for inspection by Members.
 - (5) The Member may make a copy of or take an extract from a record or document referred to in rule 38(1)(c) but does not have a right to remove the record or document for that purpose.
 - (6) The Member must not use or disclose information in a record or document referred to in rule 38(1)(c) except for a purpose:
 - (a) that is directly connected with the affairs of the Branch; or

- (b) that is related to complying with a requirement of the Act.

Dissolution

39. The Branch may be dissolved by the Division Council for any reason whatsoever.

Distribution of surplus property on winding up of the Branch

40. If upon the winding up or dissolution of the Branch there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members but must be given or transferred to the Division.