

Rules of Association

for

Anti Vivisection WA (Inc)

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All Rules of The Humane Society of Western Australia (Inc) now in force are hereby revoked, and the following Rules shall stand in lieu thereof:

1. 1. Name Of Association

1. The name of the Society is Anti Vivisection WA (Inc).

2. 2. Definitions & Interpretations

2. In these Rules the following definitions apply:

Act – means the Associations Incorporation Act 1987.

Annual General Meeting – means a General Meeting held annually for the purpose of the election of Office Bearers and Auditor (and any other business).

Auditor – means an independent accounting person suitably qualified and authorised to examine and verify financial records.

Casting Vote – means in the event of a tied ballot or election, the Chairman has one (1) extra vote with which to break the tie.

Deliberative Vote – means a Member assembled or organised for the purpose of voting after deliberation or debate.

Financial Year – means the accounting period for the Society from 1 July to 30 June of each year.

General Meeting – means a General Meeting called by the Committee of Management or as provided for in the Rules of Association.

Honorary Member – means a person who accepts the aims and objects of the Society and after acceptance by the Committee of Management is entitled to the privileges of Membership to the Society but is not entitled to vote.

Member – means a person who accepts the aims and objects of the Society and after paying a Subscription Fee and acceptance by the Committee of Management is entitled to the privileges of Membership to the Society and is entitled to vote.

Office Bearer – means a person who has been a Member of the Society for a period of at least one (1) year and who has been elected or appointed to fill one of the following positions: President, Vice President, Treasurer, Secretary or Committee of Management.

Office – means the premises for which business of the Society is conducted or transacted and is the official address for the serving of Notices, etc.

Poll – means a survey of Members or of a sample of Member's opinion to acquire further information.

Proxy Vote – means a vote given to a Member acting as an authorised agent or substitute by another Member who cannot attend a Meeting but who is entitled to vote. The authorised Member will hold one (1) extra vote in excess of their own deliberative vote for each Proxy at the Meeting where the Proxy Vote has been authorised to be used.

Rule or Rules – means the document containing the Rules of Association for the Society, including updates and amendments.

Society – means Anti Vivisection WA (Inc). Formerly known as the Humane Society of Western Australia (Inc) and The WA Group Against Vivisection (Inc) and the British Union for

the Abolition of Vivisection Perth (WA Branch).

Special or Requisitioned Meeting – means a Special Meeting called for a specific purpose or reason, either by the Committee of Management or by written requisition to the Committee of Management by ten (10) or more Members. A Special or Requisitioned Meeting must only conduct business for which it was called.

Vivisection – means the act or practice of ‘cutting into’ or otherwise injuring ‘living’ animals, especially for the purpose of scientific research. For the purpose of this document, vivisection, includes experiments or procedures where animals are; poisoned; deprived of food, water or sleep; applied with skin and eye irritants; subjected to psychological stress and toxicity tests; deliberately infected with disease; brain damaged; paralysed; surgically mutilated; irradiated; burned; gassed; force fed or, electrocuted. Vivisection also includes all experiments or procedures where animals are used in and for genetic and cloning research, xeno-transplantation or where animals die as a result of an experiment or are deliberately killed afterwards, as well as for post mortem examination.

3. 3. Aims & Objects Of The Society

- 3(1) The aim of the Society is to oppose vivisection absolutely and entirely, and without attempt at compromise of any kind. This being the fundamental aim of the Society shall not at any time be modified or departed from.
- 3(2) The objects for which the Society is established are to:
- a) Promote at all times the replacement of animals in experiments and research;
 - b) Promote at all times the use of alternatives to animals in experiments and research;
 - c) Promote, for the benefit of mankind and for all species on the planet, the ideals of benevolence and compassion towards all living creatures;
 - d) Enhance human civilisation by developing humane appreciation and understanding of other species;
 - e) Promote public debate on the moral and ethical implications of the use of animals in all areas of experimentation;
 - f) Strive for humane laws which provide for the welfare and rights of all animals and which protect animals from exploitation and suffering from humans;
 - g) Promote the collection of information on alternatives to the use of laboratory animals in research and testing, and to disseminate information on the advantages of these alternatives;
 - h) Fund and foster the development of alternatives to the use of laboratory animals in teaching;
 - i) Fund and foster the use of teaching aids in educational institutions to replace animal dissection; including behavioural, anatomical and physiological studies; and,
 - j) Develop educational curricula, inculcating humane attitudes towards animals.
- 3(3) The property and income of the Society shall be applied solely towards the promotion of the objects of the Society and, subject to these Rules, no part of that property or income may be paid or otherwise distributed, directly or indirectly, by way of dividend, bonus, remuneration
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or otherwise howsoever to Members except in good faith in the promotion of those objects.

4. 4. Powers Of The Society

- 4(1) In addition to the powers conferred on the Society by Section 13 of the Act the Society is also empowered to:
- a) Purchase, lease, hire or otherwise acquire, for such consideration as the Committee of Management and as directed by the Membership of the Society, may determine, any property or assets, real or personal, which may be considered of benefit to the Society;
 - b) Enter into such agreements as are necessary and reasonable or are considered advisable for the proper utilisation of the Society's assets and for the proper carrying out of the other objects detailed in these Rules, including agreements for the sale or disposition from time to time of assets of the Society;
 - c) To appoint trustees, make ethical investments, loans and guarantees and generally exercise the contractual, business and financial powers necessary or desirable for the more efficient achieving of its objects and exercise of powers conferred on it by these Rules or by law;
 - d) Raise money for any of the objects of the Society and to secure the payment thereof by mortgage of charge on or debenture over all or any of the property of the Society or in any other lawful manner;
 - e) Reconcile and settle any claim for action and enter into submissions to arbitration;
 - f) Receive property by gift, inter vivos or by Will or under the provisions of any trust or trusts or otherwise from any person and to hold the same for the objects of the Society and to administer the same under the provisions hereof; and,
 - g) Generally to do any other act, matter or thing or enter into any agreement or arrangement that is incidental to or conducive to the attainment of any of the aims or objects of the Society.

5. 5. Membership Of The Society

- 5(1) Membership of the Society is only open to persons who are in agreement with and are committed to the Society's stated aims and objects.
- 5(2) The Society shall consist of the following categories of Members:
- Ordinary Members** – being Members whose Membership is for a period of one (1) year and who are entitled to exercise the full privileges of Membership of the Society.
- Five Year Members** – being Members whose Membership is for a period of five (5) years and who are entitled to exercise the full privileges of Membership of the Society.
- Life Members** – being Members whose Membership is for the term of their life and who are entitled to exercise the full privileges of Membership of the Society.
- Honorary Members** – being Members appointed pursuant to Rule 5(5). Honorary Members shall not pay any Subscription Fee, shall be entitled to attend all General Meetings
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but shall not, notwithstanding anything to the contrary contained in these Rules, be entitled to vote at such Meetings and shall not be entitled to be elected as a Committee Member. Except as aforesaid, an Honorary Member shall be entitled to exercise all the privileges of Membership enjoyed by Ordinary Members.

- 5(3) Save and except for Honorary Members, a person who wishes to become a Member of the Society shall apply for Membership to the Committee of Management in writing, in such form as the Committee of Management directs, and deliver either by mail or in person, the same to the Secretary of the Society together with the Subscription Fee.
- 5(4) All applications for Membership made under Rule 5(3) shall be accepted or rejected by Resolution of the Committee of Management present at a Committee Meeting. Once an applicant has been accepted and has paid the relevant Subscription Fee shall become a Member of the Society.
- 5(5) No person shall become an Honorary Member unless:
- a) The name of the person proposed as an Honorary Member is in writing, nominated and signed by a Member; and,
 - b) The proposed Honorary Member is duly elected by unanimous decision of the Committee of Management at a Committee Meeting.

6. 6. Subscriptions & Renewals Of Membership

- 6(1) The Committee of Management shall, from time to time, determine the amount of the Subscription Fee to be paid for each category of Member, save and except that Honorary Members shall not be required to pay a Subscription Fee. Notwithstanding the foregoing, with regard to Ordinary Members, the Committee of Management may determine that the Subscription Fees to be paid by pensioners, students or unemployed persons to be different than that paid by other Ordinary Members.
- 6(2) With regard to Ordinary Members, if a Member wishes to renew their Membership, that Member shall forward to the Society the relevant Subscription Fee on or before the anniversary date of their Membership each year. With regard to Five Year Members, if a Member wishes to renew their Membership for a further five-year period, that Member shall forward to the Society on the fifth anniversary of their Membership, the amount of the Subscription Fee.
- 6(3) A Member who does not pay the Subscription Fee by the relevant date fixed or determined under Rule 6(2) and after a two (2) month period of grace, immediately ceases to be a Member. That person may reapply for Membership but must comply with Rule 5(3) and in the manner provided for by these Rules.
- 6(4) Notwithstanding that a Member has forwarded to the Society the Subscription Fee by the relevant date fixed by or determined under Rule 6(2), it shall be lawful for the Committee of Management to refuse any subscription or donation tendered by any person who has been found by the Committee of Management to be in direct conflict with the stated aims and objects of the Society.
- 6(5) In the event that the Committee of Management refuses to renew a Member's Membership in accordance with Rule 6(4):
- a) The Committee of Management shall advise the Member concerned, in writing, of its intention to refuse the renewal of that Member's Membership.

- b) The Member whose Membership is under question is entitled to request in writing to the Committee of Management to be heard before a Special Meeting where the Members present can vote to accept or reject the acceptance of the Member's renewal. In the event that the issue cannot be resolved at the Special Meeting the matter shall be brought to mediation with an independent official body for resolution and that independent official body's decision shall be binding.

7. 7. Resignation Of Members From The Society

- 7(1) A Member who delivers notice in writing of his or her resignation from the Society to any Committee Member ceases, on the delivery of that Notice, to be a Member.
- 7(2) A person who ceases to be a Member under Rule 7(1) is not entitled to any refund of the Subscription Fee paid by that person in respect of the remainder of the period for which that person would have been a Member had that person not resigned.

8. 8. Expulsion Of Members From The Society

- 8(1) The Committee of Management shall have full power and authority to expel any Member whose conduct or behaviour, has been or is detrimental to the aims and objects of the Society or who has been guilty of any act, practice, conduct, matter or thing calculated to bring discredit to the Society.
- 8(2) In the event that the Committee of Management expels a Member in accordance with Rule 8(1):
 - a) The Committee of Management shall advise the Member concerned, in writing, of its intention to expel that Member from the Society.
 - b) The Member whose Membership is under expulsion is entitled to request in writing to the Committee of Management to be heard before a Special Meeting where the Members present can vote to accept or reject the expulsion of the Member from the Society. In the event that the issue cannot be resolved at the Special Meeting the matter shall be brought to mediation with an independent official body for resolution and that independent official body's decision shall be binding.

9. 9. Management Of The Society

- 9(1) Save for anything which in accordance with these Rules is required to be dealt with by Members in General Meetings, the affairs and business of the Society shall be managed and controlled by a Committee of Management who shall consist of:
 - a) A President;
 - b) A Vice President;
 - c) A Treasurer;
 - d) A Secretary; and,
 - e) Not less than four but no more than six additional persons elected to Membership of the Committee of Management at the last Annual General

Meeting or co-opted under Rule 14(2).

- 9(2) Notwithstanding anything contained in these Rules, all Office Bearers and Committee Members must be Members of the Society for a period of at least one (1) year prior to their election or, in the case of the Secretary, their appointment.

10. 10. Office Bearers

- 10(1) In accordance with Rule 9(1)(a) there shall be a President of the Society who shall be elected annually by the Members of the Society at the Annual General Meeting and shall be eligible for re-election.
- 10(2) The President shall be entitled to take the Chair at all Meetings. If at any meeting the President is unable or unwilling to take the Chair, the Vice President will chair the Meeting.
- 10(3) The retiring President unless re-elected shall be entitled to become the Immediate Past President of the Society for the period of one (1) term being a period of not greater than twelve (12) months.
- 10(4) In the event of the President dying or resigning, the Vice President shall assume the role of President for the remainder of the term of office until the next Annual General Meeting.
- 10(5) In accordance with Rule 9(1)(b) there shall be a Vice President of the Society who shall be elected annually by the Members of the Society at the Annual General Meeting and shall be eligible for re-election.
- 10(6) In the event of the Vice President resigning or dying, the Committee of Management shall elect a Vice President for the remainder of the term of office until the next Annual General Meeting.
- 10(7) In accordance with Rule 9(1)(c) there shall be a Treasurer of the Society who shall be elected annually by the Members of the Society at the Annual General Meeting and shall be eligible for re-election.
- 10(8) The Treasurer shall be responsible for the overseeing of the financial affairs of the Society and the presentation of the Financial Report and Balance Sheet at the Annual General Meeting.
- 10(9) In the event of the Treasurer resigning or dying, the Committee of Management shall elect a Treasurer for the remainder of the term of office until the next Annual General Meeting.
- 10(10) In accordance with Rule 9(1)(d) there shall be a Secretary of the Society who shall be appointed annually by the Members of the Committee at the first Committee Meeting after the Annual General Meeting and shall be eligible for re-appointment.
- 10(11) The Secretary shall:
- a. Comply on behalf of the Society in respect of Section 27 of the Act to Register of Members of the Society; Section 28 of the Act in respect of the Rules of the Society; Section 29 of the Act in respect of the Record of Office Bearers, and any trustees of the Society and Section 40 of the Act in respect to the Lodging of Notice of Address for Service.
 - b. Keep full and correct Minutes of all proceedings of the Committee of Management and of all Meetings of the Society.
 - c. Have custody of all books, documents, records and registers of the Society other than those required by the Treasurer as in Rule 10(8) or Rule 11(3).
 - d. Receive all subscriptions, donations, and legacies and other monies to or for the benefit of the Society and give receipts for the same.

- e. Pay or deposit all moneys received to the credit of the Society, into a bank appointed by the Committee of Management.
 - f. Make payments from the funds of the Society with the authority of the Committee of Management and in so doing ensure that all cheques and withdrawal slips are jointly signed as per requirements of Rule 23(4).
- 10(12) The Treasurer for the time being shall hold office of the Secretary until the Secretary is appointed. It shall be lawful for the office of Treasurer and Secretary to be held by one and the same person.
- 10(13) In accordance with Rule 9(1)(e) there shall be a Committee of Management of the Society who shall be elected annually by the Members of the Society at the Annual General Meeting and shall be eligible for re-election.

11. 11. Auditors & Accounts

- 11(1) There shall be an Honorary Auditor of the Society, who shall be elected annually by the Members of the Society at the Annual General Meeting and shall be eligible for re-election. If a vacancy occurs in the office of the Auditor prior to the holding of the next Annual General Meeting, the Committee of Management shall appoint another Auditor to fill the position for the remainder of the term of office until the next Annual General Meeting.
- 11(2) The Auditor shall audit the accounts of the Society and with the assistance of the Treasurer, prepare and lay before the Annual General Meeting an Annual Statement of the Income and Expenditure of the Society up to the 30th day of June immediately preceding the Annual General Meeting.
- 11(3) At the audit or examination of the yearly accounts the Treasurer shall cause to be laid before the Auditor a written account of the Receipts and Payments for the year preceding, together with and account of all property, funds, and money belonging to the Society and furnish from time to time such information and documents relating thereto as may be required by the Auditor.

12. 12. Powers Of The Committee Of Management

- 12(1) Subject to the powers of the Members of the Society, the property and affairs thereof shall be under the control and management of the Committee of Management.
- 12(2) In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their power under Rule 12(1), the Committee of Management shall have the following powers:
- a) To expend the funds of the Society in such manner as they shall consider beneficial for the purposes of the Society and to invest in the name of the Society such part thereof as they may see fit, and to direct the sale or transposition of any such investments, and to expend the proceeds of any such sale for the purposes of the Society.
 - b) To name and authorise any official or officials (other than the Secretary) of the Society to give receipts for subscriptions, donations, and legacies and other monies, and such officials or officials shall forthwith pay all such monies to the Secretary.

- c) To acquire in the name of the Society, build upon, pull down, rebuild, add to, alter, improve, sell, dispose of or otherwise deal with any land, buildings or premises for the use or benefit of the Society.
- d) To enter into contracts on behalf of the Society.
- e) To cause the Common Seal of the Society in accordance with Rule 26(2) and Rule 26(3) to be affixed to any document they may think proper.
- f) To generally do all such things necessary or expedient for the due conduct of the affairs of the Society not herein otherwise provided for, and for such last mentioned purpose, may delegate all or any of their power as limited by Terms of Reference to any Subcommittee who shall be Members of the Society.

12(3) The Committee of Management as per requirements of Rule 17(1):

- a) May at any time convene a Special Meeting to conduct the business stated in the Notice convening the meeting; or,
- b) Shall within four (4) weeks of receiving a request in writing to do so, signed by not less than ten (10) Members, convene a Special Meeting for the purpose specified in that request.

13. 13. Proceedings Of The Committee Of Management

13(1) In the absence of the President or Vice President, who as provided for in Rule 10(2) are Chairman “de Jure” of all Meetings, the Committee of Management shall appoint one of their number to act as Chairman, who shall continue as Chairman until the conclusion of that Meeting.

13(2) The Committee of Management shall meet together for the dispatch of business at such times, at such hours and at such places as may be decided by the Committee of Management from time to time. The Secretary shall give each Committee Member no less than seven (7) days notice in writing of the holding of the Committee Meeting of the Society.

13(3) A Notice given under Rule 13(2) must specify:

- a) The time, date and place for the holding of the Committee Meeting; and,
- b) The particulars of the business to be transacted at the Committee Meeting concerned and of the order in which that business is to be transacted.

13(4) A Quorum at a Committee of Management Meeting shall be half plus one of the total number of serving Members on the Committee of Management.

13(5) The Chairman shall ensure that Minutes are taken of all Committee Meetings under Rule 13(2) and are read at the next Committee Meeting, and shall be confirmed either with or without amendment by the Members present at the Meeting to which the Minutes relate and are signed by the Chairman as a true and accurate record.

13(6) At each Committee Meeting each Committee of Management Member has one (1) deliberative vote.

13(7) Save for anything to the contrary contained in these Rules a question arising at a Committee Meeting shall be decided by a majority of votes of Committee Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee of Management.

13(8) In the case of an equality of votes the Member presiding as Chairman shall have a Casting Vote in addition to his or her deliberative vote.

13(9) A Committee Member having any direct or indirect pecuniary interest referred to in Section 21 of the Act shall ensure compliance with that Section.

13(10) A Member, after written request to or on invitation from the Committee of Management, may attend the next Committee Meeting as an Observer. An Observer at a Committee of Management Meeting cannot vote and can only voice an opinion if invited to do so by the Committee of Management at the Meeting to which the Observer is present.

14. 14. Casual Vacancies On The Committee Of Management

14(1) A casual vacancy shall occur in the office of the Committee of Management and that office becomes vacant if the Committee Member:

- a) Dies;
- b) Resigns;
- c) Is absent without reasonable cause from more than three (3) consecutive Committee Meetings and for which a notice in writing as per Rule 13(2) has been sent. A vote by the Committee of Management at a Committee Meeting determines that a casual vacancy has occurred; or,
- d) Is convicted of an offence under the Act.

14(2) The Committee of Management shall fill any vacancy as per Rule 14(1) by co-opting a Member to the Committee of Management for the remainder of the term of office until the next Annual General Meeting.

15. 15. General Meetings

15(1) A General Meeting of the Society shall be held at least once every three (3) months. The Secretary shall give each Member no less than fourteen (14) days notice in writing of the holding of the General Meeting of the Society.

15(2) A Notice given under Rule 15(1) must specify:

- a) The time, date and place for the holding of the General Meeting; and,
- b) The particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.

15(3) If at any Meeting at which the President or Vice President shall not take the Chair, or are not present within twenty (20) minutes after the time appointed for holding same, or be unwilling to act as Chairman, the Members present shall, before proceeding to business, choose some Member of the Committee of Management, or if no Member of the Committee of Management be present, or if all the Committee of Management present decline to take the Chair, the Members shall choose some Member present to act as Chairman until the conclusion of that meeting.

15(4) Subject to Rule 17(1) the Secretary shall give to all Members not less than fourteen (14) days notice in writing of a General Meeting at which a Special Resolution and of any Motions to be moved at that General Meeting.

- 15(5) Every question at a Meeting, unless otherwise provided for in these Rules, shall be decided by a majority of Members entitled to vote, present either in person or by Proxy in writing.
- 15(6) Any Motion put before the Meeting must be submitted to the Chairman in writing at the Meeting to which it is to be decided. The written Motion shall include the name of the proposer and seconder and be recorded in the Minute Book and Record of Resolutions Book and shall be read aloud to the Meeting by the Chairman prior to the vote taking place.
- 15(7) A declaration by the Chairman at a General Meeting that a Resolution has been carried unanimously or by the necessary majority, or lost or not carried by the necessary majority, shall cause an entry to be made to that effect in the Minute Book of the Society. The recording of the entry shall be conclusive evidence thereof of the number or proportion of the votes recorded in favour or against such Resolution.
- 15(8) In the event that a Meeting is adjourned, on recommencement of that Meeting there shall not be transacted any business other than business left unfinished or on the agenda at the time when the Meeting was adjourned.

16. 16. Annual General Meeting

- 16(1) The Annual General Meeting shall be held within four (4) months of the end of the Society's Financial Year at such time and at such place, as the Committee of Management may think fit. The Secretary shall give each Member no less than fourteen (14) days notice in writing of the holding of the Annual General Meeting of the Society.
- 16(2) A Notice given under Rule 16(1) must specify:
- a) The time, date and place for the holding of the Annual General Meeting; and,
 - b) The particulars of the business to be transacted at the Annual General Meeting concerned and of the order in which that business is to be transacted.
 - c) A clearly set out section on the Notice to allow for Members to indicate their Intention To Attend Meeting, Nominations for Positions of Office Bearers and Allocation of Proxy Vote
- 16(3) The order in which business is to be transacted in the case of an Annual General Meeting is:
- a) Opening Address.
 - b) Reading of the Notice of Annual General Meeting.
 - c) Recording of Apologies.
 - d) Reading and confirmation (by Resolution) of the Minutes of the previous Annual General Meeting.
 - e) Reading of a Report of the President of the Society on the activities of the Society during the previous Financial Year.
 - f) Reading, allocation and tabling of Proxy Votes.
 - g) Adoption, or otherwise, of the Accounting Reports as described in Rule 11(2) for the previous Financial Year.
 - h) Reading of or calling for Nominations for Office Bearers and Committee of Management.
 - i) Election of Office Bearers and Committee of Management.

- j) Election of the Honorary Auditor.
- k) Any special business for which Members have been notified as provided for in Rule 17(1).

16(4) It shall be lawful to accept nominations for positions of Office Bearers or Committee of Management from the floor at an Annual General Meeting, provided that the nominated Member accepts the nomination and complies with the requirements of Rule 9(2).

16(5) Prior to a vote or ballot for any position as Office Bearer or Committee of Management, the Chairman will seek from the nominated Member acceptance of their nomination, which will then be deemed as a commitment to serve in the nominated position. A Member who has nominated themselves for any position will be considered to have accepted their nomination in the affirmative. Should a nominated Member withdraw consent for the nomination or withdraw from standing for election (for any reason) during the election proceedings, the vote or ballot shall be voided and that portion of the vote or ballot shall be immediately re-conducted with the withdrawing Member's name struck from the list of nominations or ballot paper.

17. 17. Requisitioned & Special Meetings

17(1) The Committee of Management may at any time, or shall on a requisition signed by not less than ten (10) Members of the Society and delivered at the Office of the Society stating the object of such requisition, summon a Special Meeting of the Members of the Society to be held not later than four (4) weeks after the receipt of such requisition. The Secretary shall give each Member no less than fourteen (14) days notice in writing of the holding of the Requisitioned or Special Meeting of the Society. If the Committee of Management omits to call the Meeting within the time specified above, the requisitionists may summon such Meeting to be held seven (7) days after the deadline for holding such Meeting and the number of requisitionists present at such Meeting shall form the quorum as per Rule 18(1).

17(2) A Notice given under Rule 17(1) must specify:

- a) The time, date and place for the holding of the Requisitioned or Special Meeting; and,
- b) The particulars of the business to be transacted at the Requisitioned or Special Meeting concerned and of the order in which that business is to be transacted.

17(3) Any Special Resolution proposed at a Special or General Meeting of Members shall be carried if voted for by at least seventy-five percent (75%) of those Members present in person or by Proxy and entitled to vote and voting.

17(4) A Special or Requisitioned Meeting must only conduct business for which it was called.

18. 18. Quorum

18(1) No business shall be transacted at any General or Requisitioned or Special Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. For all purposes, other than Committee Meetings, a Quorum shall be not less than ten (10) Members present in person or present by Proxy authorised as herein provided for, and at least six (6) of whom shall be present in person and entitled to vote.

- 18(2) If, within twenty (20) minutes after the time appointed for the holding of a General or Requisitioned or Special Meeting a Quorum is not present, the Meeting if convened on the requisition of Members shall be dissolved. In any other case, it shall stand adjourned to the last Saturday of the following month at the same time and place and if, at such adjourned Meeting a Quorum is not present within twenty (20) minutes after the time appointed for holding the Meeting, the Members present shall be the Quorum.

19. 19. Voting Rights

- 19(1) Subject to these Rules, each Member present in person at a General or Annual General Meeting or Requisitioned or Special Meeting is entitled to one (1) vote only on a show of hands except where that Member has been authorised by Proxy to vote on behalf of another Member or Members then subject to Rule 21(1), the Proxy Votes shall be counted accordingly.
- 19(2) At all Meetings, in the event of equality of votes, the Chairman shall have a Casting Vote in addition to his or her deliberative vote.
- 19(3) A Member may not exercise voting rights at any Meeting unless they have been a Member for more than six (6) months. For administration purposes, the date on the Application Form will be deemed to be the date of the beginning of the term of their Membership.

20. 20. Taking Of A Poll

- 20(1) At a General or Requisitioned or Special Meeting, before or on the declaration of the result of the show of hands, a Poll may be demanded by the Chairman or by at least two (2) Members present in person, and if so demanded, shall be taken in such manner as the Chairman directs.
- 20(2) The result of the Poll shall be deemed to be the Resolution of the Meeting at which the Poll was demanded. Provided that only those Members shall be entitled to vote who were present either in person or by Proxy at the Meeting at which the Poll was demanded.
- 20(3) The demand for a Poll may be withdrawn.
- 20(4) The demand of a Poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the Poll was demanded.

21. 21. Proxy Votes

- 21(1) A Member (“the Appointing Member”) may appoint in writing subject to Rule 21(2) another Member to be the Proxy of the Appointing Member and to attend, and vote on behalf of the Appointing Member at the Meeting indicated in the instrument.
- 21(2) An instrument appointing a Proxy must clearly indicate the date, meeting at which the Proxy is to be used, name of the Member to hold the Proxy, name of the Appointing Member and their signature, all in the Appointing Member’s own hand. An Instrument of Proxy shall not be treated as valid unless it is received by the Society not less than twenty-four (24) hours before the time for holding the Meeting at which the Member appointing such Proxy proposes to vote.

- 21(3) Any validated Proxy Vote pursuant to Rule 21(2) is deemed to be a Member in person and therefore the recording of which is to be included in the Minutes of the Meeting to which the Proxy is authorised to be used.
- 21(4) All Proxy Votes are to be tabled at the Meeting for which they are to be used and whether validated or invalidated are to be affixed into the Minute Book.
- 21(5) A Member can hold any number of Proxy Votes provided that those Proxy Votes have been validated as per Rule 21(2) and are only used at the Meeting for which they are authorised.
- 21(6) An Instrument appointing a Proxy as per Rule 21(2), unless the contrary is stated, is valid for any adjournment of the Meeting as well as for the Meeting to which it relates.

22. 22. Minutes Of Meetings Of The Society

- 22(1) The Chairman shall ensure that Minutes taken of all General, Special or Requisitioned Meetings under Rule 16(1) or Rule 17(1) are read at the next General Meeting, and shall be confirmed either with or without amendment by the Members present at those Meetings to which the Minutes relate and are signed by the Chairman as a true and accurate record.
- 22(2) There shall be a Minute Book, Attendance Book and a Record of Resolutions Book to be kept by the Secretary. All Minutes of every Meeting are to be recorded into the Minute Book, names of all Members present at every Meeting are to be recorded into the Attendance Book and all Resolutions or Motions, put forward and seconded, are to be recorded into the Record of Resolutions Book.

23. 23. Finance

- 23(1) The income of the Society wheresoever derived shall be applied towards the promotion of the aims and objects of the Society as set out in these Rules.
- 23(2) The accounting period for the Society shall be 1 July to 30 June of each year and shall be known as the Financial Year.
- 23(3) Bankers shall be appointed and may be changed by the Committee of Management from time to time.
- 23(4) Cheques or withdrawals slips shall be jointly signed by either one of the President or Vice President and either one of the Secretary or Treasurer.

24. 24. Rules Of The Society

- 24(1) These Rules bind every Member and the Society to the same extent as if every Member and the Society had signed and sealed these Rules and agreed to be bound by all of its provisions. Upon application for Membership to the Society, the aims and objects of the Society shall be clearly stated on the Application Form.
- 24(2) A copy of the Rules of Association of the Society shall be available for inspection by Members, during office hours, at the Office of the Society.

25. 25. Rescission Of Resolutions

- 25(1) Excepting Rule 3(1), no Resolution passed at any Meeting of the Society shall be revoked or altered at any subsequent Meeting unless:
- a) Notice in writing of the intention to propose such revocation or alteration is given to the Secretary twenty-one (21) days before holding the meeting; and,
 - b) Such revocation or alteration is agreed upon by a majority at the subsequent Meeting provided the number of Members present at such subsequent Meeting is greater than the number present when such Resolution was passed.

26. 26. Common Seal

- 26(1) The Society shall provide a Common Seal with the name of the Society inscribed thereon which shall at all times remain in the custody and control of the Secretary.
- 26(2) The Common Seal of the Society shall only be used pursuant to a Resolution of the Committee of Management and every use of the Common Seal shall be recorded in the Minute Book referred to in Rule 22(2).
- 26(3) The affixing of the Common Seal shall be signed by and in the presence of either one of the President or Vice President and either one of the Secretary or Treasurer and a Member of the Committee of Management shall be present to attest to the affixing thereof.

27. 27. Register Of Members Of The Society

- 27(1) The Secretary shall on behalf of the Society keep and maintain the Register of Members in accordance with Section 27 of the Act and Record of Office Bearers in accordance with Section 29 of the Act.
- 27(2) The Secretary shall cause the name of a Member who dies or who ceases to be a Member under Rule 6(3), Rule 7(1), or Rule 8(1) to be deleted from the Register of Members referred to in Rule 27(1). In addition the Secretary shall keep a list of the names of any applicants refused application or renewal of Membership and any Members expelled from the Society.

28. 28. Inspection Of Records

- 28(1) A Member may at any reasonable time inspect without charge, make copies or take extracts of the books, documents, records, registers and securities of the Society.

29. 29. Dissolution

- 29(1) The Society may be dissolved at any time by a vote of seventy-five percent (75%) or more of the Members of the Society by a Secret Ballot conducted by post and supervised by the Honorary Auditor of the Society.

- 29(2) Prior to the ballot for the dissolution taking place, a Special Meeting shall be called for that purpose not less than thirty (30) days prior to the balloting. The Honorary Auditor shall give all Members of the Society thirty (30) days notice in writing stating the time, date and place for the holding of the Special Meeting for Dissolution.

30. 30. Distribution Of Surplus Property On Winding Up Of The Society

- 30(1) If, on the winding up of the Society, any property of the Society remains after satisfaction of the debts and liabilities of the Society and the costs, charges and expenses of that winding up, that property shall be distributed to another non-profit organisation incorporated under the Act and established with similar or compatible objects provided that such organisation or organisations have provisions within their Rules of Association which prohibit the distribution of funds or assets to its Members or may be distributed in such a manner as the Members of the Society consider to be in the best interest of the community, provided that no payments shall be made to any individual Member of the organisation which incorporated organisation or purposes, as the case requires, shall be determined by Resolution of the Members when authorising and directing the Committee of Management under Section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Society.
- 30(2) The liability of a Member of the Society to contribute towards the payment of the debts and liabilities of the Society or the cost, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the Member in respect of Membership of the Society as required by Rule 6(1).