

# **Constitution of the Tasmanian Debating Union Incorporated**

As at 12 April 2012

## **Part I: General**

### **1. Name of association**

The name of the association is the Tasmanian Debating Union Incorporated.

### **2. Interpretation**

In these rules, unless the context otherwise requires:

- (1) **accounting** records has the same meaning as in the Act;
- (2) **Act** means the *Associations Incorporation Act 1964*;
- (3) **annual general meeting** means an annual general meeting of the Association held under rule 17;
- (4) **Association** means the association referred to in rule 1;
- (5) **association** has the same meaning as in the Act;
- (6) **auditor** means the person appointed as the auditor of the Association under rule 14;
- (7) **authorised deposit-taking institution** means a body corporate that is an authorised deposit-taking institution for the purposes of the *Banking Act 1959* of the Commonwealth;
- (8) **basic objects of the Association** means the objects and purposes of the Association as stated in rule 3;
- (9) **committee** means the committee of management referred to in rule 28;
- (10) **constitution** means the rules of the Association within the meaning of the Act;
- (11) **financial year** has the same meaning as in the Act;
- (12) **general meeting** means:
  - (a) an annual general meeting; or
  - (b) a special general meeting;
- (13) **officer of the Association** means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under rule 29;
- (14) **ordinary business of an annual general meeting** means the business specified in rule 17;

- (15) **ordinary committee member** means a member of the committee other than an officer of the Association;
- (16) **proxy** means a member appointed to submit votes or other items of business on behalf of another member in the manner proscribed by rule 25;
- (17) **regulation of the Association** means a regulation made under rule 41;
- (18) **special committee meeting** means a meeting of the committee that is convened under rule 33 by the president or any 4 of the members of the committee;
- (19) **special general meeting** means a meeting of the Association, other than an annual general meeting, convened under rule 18;
- (20) **special resolution** has the same meaning as in the Act.

## **Part II: Objects and Purposes**

### **3. Basic Objects of the Association**

The basic objects of the Association are:

- (1) To promote and develop the art of debating throughout Tasmania; and
- (2) To promote, assist and coordinate the debating activities of interested organisations and people throughout Tasmania; and
- (3) To encourage the discussion of social, economic and other questions of public interest; and
- (4) To promote and improve public and civic discourse; and
- (5) To establish and maintain a system of adjudicator accreditation; and
- (6) To cooperate with similar bodies, including the Australian Debating Federation, to promote these objectives.

### **4. Objects and purposes of Association**

The objects and purposes of the Association consist of the basic objects of the Association and the following objects and purposes:

- (1) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- (2) the purchase, sale or supply of, or other dealing in, goods;
- (3) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
- (4) the acceptance of a gift for any of the objects or purposes of the Association;
- (5) the taking of any step the committee or the members of the Association at a general meeting determine expedient for the purpose of procuring contributions to the funds of the Association;

- (6) the printing or publication of any newspaper, periodical, book, leaflet or other document the committee or the members of the Association at a general meeting determine desirable for the promotion of any of the objects or purposes of the Association;
- (7) the borrowing and raising of money in any manner and on terms approved or directed by resolution passed at a general meeting;
- (8) subject to the provisions of the *Trustee Act 1898*, the investment, in any manner the committee determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
- (9) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the *Income Tax Assessment Act 1936* of the Commonwealth relates;
- (10) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (11) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (12) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (13) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

### **Part III: Membership**

#### **5. Eligibility for Membership of Association**

A person is eligible to be a member of the Association if:

- (1) they are nominated and approved for membership in accordance with rule 6; and
- (2) they have an interest in the basic objects of the Association; and
- (3) on payment of the annual subscription specified in rule 37.

#### **6. Procedure for Admission to Membership of Association**

Unless a Regulation of the Association otherwise provides:

- (1) A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted as a member of the Association unless:
  - (a) the person is nominated for membership in accordance with subrule (2); and
  - (b) the person is approved for membership by the committee.
- (2) A nomination of a person for membership is to be:
  - (a) made in writing by that person or their agent; and

- (b) lodged with the public officer of the Association.
- (3) As soon as practicable after the receipt of a nomination, the public officer is to refer the nomination to the committee.
- (4) Unless the nomination is declined by the committee, the public officer is to:
  - (a) notify the nominee, in writing, that the nominee has been approved for membership of the Association; and
  - (b) on receipt of the amount payable by the nominee as the first annual subscription, enter the nominee's name in a register of members.

## **7. Register of Members**

- (1) The public officer is to maintain a register of members.
- (2) A person:
  - (a) becomes a member of the Association when his or her name is entered in the register of members; and
  - (b) ceases to be a member of the Association when his or her name is removed from the register of members.
- (3) A member of the Association may resign by serving on the public officer a written notice of resignation.
- (4) On receipt of a notice from a member of the Association under subrule (3), the public officer is to remove the name of the member from the register of members.

## **8. Transfer of Membership**

- (1) Membership of the Association cannot be transferred.
- (2) Any right, privilege or obligation of a person as a member of the Association:
  - (a) is not capable of being transferred to another person; and
  - (b) terminates on the cessation of the membership.

## **9. Liability of Members on Winding-Up**

If the Association is wound up no member of the Association is liable:

- (1) to the assets of the Association for payment of the liabilities of the Association; nor
- (2) for the costs, charges and expenses of the winding-up; nor
- (3) for the adjustment of the rights of the contributors among themselves.

## **Part IV: Finances**

## **10. Distribution of funds on Winding-Up**

If the Association is wound up, any funds or assets that remain after such winding up and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

## **11. Income and property of Association**

- (1) The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- (2) No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this rule.
- (3) The Association may:
  - (a) pay a servant or member of the Association:
    - (i) remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the servant or member; or
    - (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or member for any of the objects or purposes of the Association; or
    - (iii) remuneration that constitutes an honorarium for services rendered by a servant or member; or
    - (iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the servant or member; or
  - (b) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body.
- (4) Despite subrule (3), the Association is not to pay a person any amount under that subrule unless the Association or committee has first approved that payment.
- (5) Despite subrule (3)(b), the Association is not to appoint or nominate a member of the Association under that subrule to an office in respect of which remuneration is payable unless the Association or committee has first approved:
  - (a) that appointment or nomination; and
  - (b) the receipt of that remuneration by that member.

## **12. Accounts of receipts and expenditure**

- (1) True accounts are to be kept of the following:
  - (a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
  - (b) each asset or liability of the Association.
- (2) The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the committee.
- (3) The treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the committee determines.
- (4) The accounts, books and records are to be kept at the Association's office or at any other place the committee determines.

### **13. Banking and finance**

- (1) On behalf of the Association, the treasurer of the Association is to:
  - (a) receive any money paid to the Association; and
  - (b) immediately after receiving the money, issue an official receipt in respect of the money; and
  - (c) cause the money to be paid into the account opened under subrule (2) as soon as practicable after it is received.
- (2) The committee is to open with an authorised deposit-taking institution an account in the name of the Association.
- (3) No payment is to be made from the Association's account except for payments authorised by the committee or the Association.
- (4) No payment is to be made from the Association's account except in the manner specified by the Regulations of the Association, or in the absence of such a regulation, except in the manner specified by the committee.
- (5) No payment is to be made from the Association's account except:
  - (a) with the authority of at least two members of the committee; and
  - (b) with the full knowledge and consent of the treasurer.

### **14. Auditor**

- (1) At each annual general meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.
- (2) If an auditor is not appointed at an annual general meeting under subrule (1), the committee is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- (3) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- (4) The first auditor:
  - (a) may be appointed by the committee before the first annual general meeting; and
  - (b) if so appointed, holds office until the first annual general meeting unless earlier removed by a resolution of the members of the Association at a general meeting.
- (5) If the first auditor is appointed by the committee under subrule (4)(a) and subsequently removed at a general meeting under subrule (4)(b), the members of the Association, at that general meeting, may appoint an auditor to hold office until the first annual general meeting.
- (6) Except as provided in subrule (4)(b), the auditor may only be removed from office by special resolution.
- (7) If a casual vacancy occurs in the office of auditor, the committee is to appoint a person to fill the vacancy until the next annual general meeting.

**15. Audit of accounts**

- (1) The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- (2) The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –
  - (a) certify as to the correctness of the accounts of the Association; and
  - (b) at the next annual general meeting, provide a written report to the members of the Association present at that meeting.
- (3) In the report and in certifying to the accounts, the auditor is to –
  - (a) specify the information, if any, that he or she has required under subrule (b) and obtained; and
  - (b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
  - (c) state whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The public officer of the Association is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- (5) The auditor may:
  - (a) have access to the accounting records, books and accounts of the Association; and
  - (b) require from any servant of the Association any information the auditor considers necessary for the performance of his or her duties; and
  - (c) employ any person to assist in auditing the financial affairs of the Association; and
  - (d) examine any member of the committee, or any servant of the Association, in relation to the accounting records, books and accounts of the Association.

**16. Waiver of Audit**

Rule 15 will not apply to any financial year where:

- (1) the Association is exempt from the requirement to conduct an audit by s 24(1B) of the Act; and
- (2) the waiver of rule 15 in respect of that year is approved by a special resolution before, during or after that year.

**Part V: Meetings**

**17. Annual general meeting**

- (1) The Association is to hold an annual general meeting each year.
- (2) An annual general meeting is to be held on any day (being not later than 3 months after the end of the financial year of the Association) the committee determines.

- (3) An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- (4) The notice convening an annual general meeting is to specify the purpose of the meeting.
- (5) The ordinary business of an annual general meeting is to be as follows:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the committee, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
  - (c) to elect the officers of the Association and the ordinary committee members;
  - (d) to appoint the auditor and determine his or her remuneration;
  - (e) to determine the remuneration of servants of the Association.
- (6) An annual general meeting may transact special business of which notice is given in accordance with rule 19.

#### **18. Special general meetings**

- (1) The committee may convene a special general meeting of the Association at any time.
- (2) The committee, on the requisition in writing of at least 10 members of the Association, is to convene a special general meeting of the Association.
- (3) A requisition for a special general meeting is to state the objects of the meeting.
- (4) If the committee does not cause a special general meeting to be held within 21 days after the day on which a requisition is served on the public officer, any one or more of the requisitionists may convene the meeting within 3 months after the day of the service of the requisition.
- (5) A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the committee.
- (6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

#### **19. Notices of general meetings**

At least 7 days before the day on which a general meeting of the Association is to be held, the public officer of the Association is to publish on the Association website or by email to the members a notice specifying:

- (1) the place, day and time at which the meeting is to be held; and
- (2) the nature of the business that is to be transacted at the meeting.

#### **20. Business and quorum at general meetings**

- (1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.



- (2) Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time the meeting considers that business.
- (3) A quorum for the transaction of the business of a general meeting is 5 members of the Association entitled to vote.
- (4) If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting:
  - (a) if convened on the requisition of members of the Association, is dissolved; or
  - (b) if convened by the committee, is to be adjourned to the same day in the next week at the same time and:
    - (i) at the same place; or
    - (ii) at any other place specified by the chairperson:
      - (A) at the time of the adjournment; or
      - (B) by notice in a manner determined by the chairperson.
- (5) If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

## **21. Chairperson at general meetings**

At each general meeting of the Association, the chairperson is to be:

- (1) the president; or
- (2) in the absence of the president, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.

## **22. Adjournment of general meetings**

- (1) The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- (3) If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

## **23. Determination of questions arising at general meetings**

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands.
- (2) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

## **24. Votes**

- (1) On any question arising at a general meeting of the Association, a member of the Association (including the chairperson) has one vote only.
- (2) All votes are to be given:
  - (a) Personally; or
  - (b) By a proxy.
- (3) In the case of an equality of votes, the resolution shall be lost.

## **25. Appointment of a proxy**

- (1) A member (the “represented”) may appoint any other member their proxy (the “proxy”) for any particular meeting or for all meetings which take place during a period specified by the represented by providing notice in writing to the public officer.
- (2) A member may refuse to act as a proxy, except if that member is the chair of the meeting.
- (3) Where a member wishes to appoint a proxy but cannot find a suitable person who consents to act as their proxy they may appoint the chair of the meeting by providing notice in writing, including instructions, to the public officer at least the day before the meeting.
- (4) The represented must provide the proxy with instructions which may include any or all of the following in any number:
  - (a) An instruction to put a particular motion;
  - (b) An instruction to vote in a particular way on a motion or at an election;
  - (c) An instruction to exercise discretion, with or without general direction given, on matters where explicit instructions have not been provided;
  - (d) An instruction to abstain from exercising the proxy on matters where explicit instructions have not been provided;
  - (e) An instruction to nominate a person (including the represented) for a position;
  - (f) Instructions which are conditional on any business of the meeting or any matter related to business of the meeting.
- (5) A vote, motion or nomination by the proxy on behalf of the represented is taken to have been given by the represented and is in addition to any action on behalf of any other represented person and in addition to any action by the person acting as proxy in their capacity as member.
- (6) A proxy must act in accordance with the instructions provided to them under subrule (4).
- (7) If a proxy acts in accordance with a discretion provided under subrule (4)(c) then that cannot be later challenged by the represented.
- (8) A person may act as a proxy for more than one represented individual.

## **26. Taking of poll**

If at a general meeting a poll on any question is demanded –

- (1) the poll is to be taken at that meeting by secret ballot; and
- (2) the result of the poll is taken to be the resolution of the meeting on that question.

**27. When poll to be taken**

- (1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- (2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

**Part VI: Executive Committee**

**28. Affairs of Association to be managed by a committee**

- (1) The affairs of the Association are to be managed by a committee of management constituted as provided in rule 30.
- (2) The committee:
  - (a) is to control and manage the business and affairs of the Association; and
  - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules or the Regulations of the Association to be exercised and performed by members of the Association at a general meeting; and
  - (c) has power to do anything that appears to the committee to be essential for the proper management of the business and affairs of the Association.

**29. Officers of the Association**

- (1) The officers of the Association are as follows:
  - (a) one president; and
  - (b) one treasurer; and
  - (c) one secretary; and
  - (d) one chief adjudicator; and
  - (e) such other officers as are specified at the annual general meeting.
- (2) Rule 31(3), (4) and (b) applies, with all necessary modifications, to the election of persons to any of the offices referred to in subrule (1).
- (3) Each officer of the Association is to hold office until the next annual general meeting after that at which he or she is elected and is eligible for re-election.
- (4) If a casual vacancy in an office referred to in subrule (1) occurs, the committee may appoint one a member to fill the vacancy until the next annual general meeting after the appointment.
- (5) If the annual general meeting fail to appoint a person to an office referred to in subrule (1) the committee may appoint any member to fill that vacancy until the next annual general meeting after the appointment.

(6) Unless otherwise provided by the committee, the public officer shall be the secretary.

(7) A member must not hold more than one office of the Association.

### **30. Constitution of the committee**

(1) The committee consists of:

- (a) the officers of the Association; and
- (b) such other members as are elected at the annual general meeting.

(2) An ordinary committee member is to hold office until the next annual general meeting after that at which he or she is elected and is eligible for re-election.

(3) If a casual vacancy occurs in the office of ordinary committee member, the committee may appoint a member of the Association to fill the vacancy until the next annual general meeting after the appointment.

### **31. Election of numbers of committee**

(1) A nomination of a candidate for election as an officer of the Association, or as an ordinary committee member, may be made:

- (a) In the form proscribed by the Regulations of the Association; or
- (b) in the absence of a Regulation of the Association referred to in subrule (a), orally at the annual general meeting; or
- (c) in any case in writing served to the public officer at least 3 days prior to the annual general meeting.

(2) In every case the nomination of a candidate for election must be with the consent of the nominee.

(3) If insufficient nominations are received to fill all vacancies on the committee –

- (a) the candidates nominated are taken to be elected; and
- (b) further nominations are to be received at the annual general meeting.

(4) All ballots for the election of officers or committee members are to be conducted as follows:

- (a) If the number of nominations received for a particular office is equal to the number of vacancies to be filled for that office, the persons nominated are taken to be elected.
- (b) If the number of nominations received exceeds the number of vacancies on the committee to be filled, a secret ballot is to be held with votes counted in the manner of:
  - (i) where only one candidate may be elected, partial preferential instant-runoff voting; or
  - (ii) where multiple candidates may be elected, the Hare-Clarke single transferable vote.

### **32. Vacation of office**

For the purpose of these rules, the office of an officer of the Association, or of an ordinary committee member, becomes casually vacant if the officer or committee member:

- (1) dies; or
- (2) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- (3) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*; or
- (4) resigns office in writing addressed to the committee; or
- (5) ceases to be ordinarily resident in Tasmania; or
- (6) is absent from 3 consecutive meetings of the committee without the permission of the other members of the committee; or
- (7) ceases to be a member of the Association.

### **33. Meetings of the committee**

- (1) The committee at any place and time the committee determines and with such frequency as the committee determines.
- (2) A quorum for the transaction of the business of a meeting of the committee is 3 members of the committee.
- (3) Business is not to be transacted at a meeting of the committee unless a quorum is present.
- (4) At each meeting of the committee, the chairperson is to be –
  - (a) the president; or
  - (b) in the absence of the president, a member of the committee elected to preside as chairperson by the members of the committee present at the meeting.
- (5) On the matter of any question arising at a meeting of the committee, procedure shall be as for a general meeting.

### **34. Disclosure of interests**

- (1) If a member of the Association or a member of a committee or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Association or committee or subcommittee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the meeting.
- (2) If at a meeting of the Association or a committee or a subcommittee a member of the Association or committee or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

### **35. Subcommittees**

- (1) The committee may –
  - (a) appoint a subcommittee from the committee; and
  - (b) prescribe the powers and functions of that subcommittee.

- (2) The committee may co-opt any person as a member of a subcommittee with or without voting rights, whether or not the person is a member of the Association.
- (3) A quorum for the transaction of the business of a meeting of the subcommittee is 3 appointed members entitled to vote.
- (4) The public officer of the Association is to convene meetings of a subcommittee.
- (5) Any question arising at a meeting of a subcommittee is to be determined –
  - (a) on a show of hands; or
  - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (6) On any question arising at a meeting of a subcommittee, a member of the subcommittee (including the chairperson) has one vote only.
- (7) Written notice of each subcommittee meeting is to be served on each member of the subcommittee.

**36. Executive committee**

- (1) The executive committee is the committee.

**Part VII: Membership Administration**

**37. Annual subscription**

- (1) Until a Regulation of the Association otherwise provides, the annual subscription payable by members of the Association is nil.
- (2) The annual subscription of a member of the Association is due and payable on or before the first day of each financial year of the Association.

**38. Service of notices and requisitions**

Except as otherwise provided by these rules, a document may be served under these rules on a person by –

- (1) giving it to the person; or
- (2) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- (3) emailing it to the person's email address; or
- (4) sending it to that person by Facebook message where they are known to be a user of Facebook; or
- (5) sending it to that person by Twitter direct message where they are known to be a user of Twitter.

**39. Expulsion of members**

- (1) The committee may expel a member from the Association if, in the opinion of the committee, the member is guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member under subrule (1) does not take effect until the later of the following:

- (a) the fourteenth day after the day on which a notice is served on the member under subrule (3);
  - (b) if the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- (3) If the committee expels a member from the Association, the public officer of the Association, without undue delay, is to cause to be served on the member a notice in writing:
- (a) stating that the committee has expelled the member; and
  - (b) specifying the grounds for the expulsion; and
  - (c) informing the member of the right to appeal against the expulsion under rule 40.

**40. Appeal against expulsion**

- (1) A member may appeal against an expulsion under rule 39(1) by serving on the public officer of the Association, within 14 days after the service of a notice under rule 39(3), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- (2) On receipt of a requisition, the public officer is to immediately notify the committee of the receipt.
- (3) The committee is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- (4) At a special general meeting convened for the purpose of hearing an appeal under this rule:
- (a) no business other than the question of the expulsion is to be transacted; and
  - (b) the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion; and
  - (c) the expelled member must be given an opportunity to be heard; and
  - (d) the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (5) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion:
- (a) the expulsion is lifted; and
  - (b) the expelled member is entitled to continue as a member of the Association.
- (6) If at the special general meeting a majority of the members present do not vote in favour of lifting the expulsion:
- (a) the expulsion takes effect; and
  - (b) the expelled member ceases to be a member of the Association.

**Part VIII: Regulations**

#### **41. Making of Regulations**

- (1) A General Meeting may, by a simple majority of those present and voting, make, repeal or amend a Regulation of the Association.
- (2) The Executive Committee may, by a three-quarters majority of members, make a Regulation of the Association.
- (3) The Executive Committee may, by three-quarters majority of members, repeal or amend a Regulation of the Association made under subrule (2), provided that rule has not been amended or repealed under subrule (1).
- (4) Any power to make, repeal or amend Regulations of the Association under this rule may be delegated by the body holding that power:
  - (a) by the majority that would be required for that body to make a Regulation of the Association; and
  - (b) in respect of a particular Regulation of the Association; or in the case of making a Regulation of the Association, in respect of particular subject matter; and
  - (c) on such terms and to such a body as it sees fit.
- (5) For the purposes of this subrule (4), body includes the Association, a general meeting, the committee, a subcommittee, a group of people, a person and an external body incorporated or unincorporated.

#### **42. Keeping of Regulations**

- (1) The public officer shall maintain the Regulations of the Association.
- (2) The Regulations of the Association shall be accessible to any member at a time and in a manner mutually convenient to the member and the public officer.

#### **43. Validity of Regulations**

- (1) A purported Regulation which is inconsistent with this Constitution or the Act is to be considered void *ab initio* to the extent of the inconsistency.
- (2) A purported regulations which is not for the pursuance of the objectives of the Association or which is inconsistent with those objectives is to be considered void *ab initio* to the extent of the inconsistency.
- (3) In the event of inconsistency between a Regulation of the Association made or amended under subrule 41(1), and a Regulation of the Association made under subrule 41(2), the former shall prevail to the extent of the inconsistency.

#### **44. Regulations Binding on Members**

The Regulations of the Association are, unless the contrary intention is expressed, binding on:

- (1) Members; and
- (2) The Executive Committee; and
- (3) The Committee; and
- (4) Any subcommittees.

### **Part IX: Miscellaneous**



**45. Disputes**

- (1) A dispute between a member of the Association, in the capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986.
- (2) This rule does not affect the operation of rule 40.

**46. Amendment of the Constitution**

- (1) The Constitution of the Association may be amended by Special Resolution at a General Meeting of the Association.
- (2) A motion to amend the Constitution of the Association cannot be considered unless notice of that motion is distributed with notice of the meeting at which the motion is moved.

**47. Seal of Association**

- (1) Until a Regulation of the Association otherwise provides, the seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association including the word "Seal".
- (2) The seal is not to be affixed to any instrument except by the authority of the committee.
- (3) The affixing of the seal is to be attested by the signatures of:
  - (a) two members of the committee; or
  - (b) one member of the committee and the public officer of the Association or any other person the committee may appoint for that purpose.
- (4) If a sealed instrument has been attested under subrule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the committee.
- (5) The seal is to remain in the custody of the public officer of the Association.