



Rules of Association

Canberra Spiritualist Association Incorporated

Association Number A00418

An association incorporated under the *Associations
Incorporation Act 1991 (ACT)*

Rules approved by Special Resolution on 29 May 2022



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PART 1 - PRELIMINARY

Preamble

These Rules replace The Canberra Spiritualist Association Incorporated's original rules to clarify and make the rules more plain language and to reflect current better practice relating to rules and governance of associations.

The Canberra Spiritualist Association (**CSA**) was incorporated under the *Associations Incorporation Act 1991* (ACT) on 23 January 1976. CSA's main objectives are:

- (a) to maintain a Spiritualist church in Canberra;
- (b) to promote the philosophy of Spiritualism;
- (c) to provide spiritual counselling, guidance, healing and upliftment to all who are in need of any of these and who request guidance, and healing.
- (d) to promote the growth of the brotherhood of man without discrimination and in accordance with ACT legislation, currently the *Discrimination Act 1991* (ACT);
- (e) to promote the study and understanding of Spiritualist philosophy, practices and psychic sciences; and
- (f) to provide a meeting point for all people interested in any aspect of Spiritualist philosophy and psychic sciences.



1 Name of the Association

The name of the Association is The Canberra Spiritualist Association Incorporated.

2 Type of Association

- (a) The Association is an association incorporated in the Australian Capital Territory under the *Associations Incorporation Act 1991 (ACT)*.
- (b) Subject to **Rule 2(c)**, each person who is a Member and each person who was a Member during the year ending on the day of the commencement of the winding up of the Association, undertakes to contribute to the property of the Association for:
 - (i) payment of debts and liabilities of the Association;
 - (ii) payment of the costs, charges and expenses of winding up; and
 - (iii) any adjustment of the rights of the contributories among Members.
- (c) The amount that each Member or past Member is liable to contribute under **Rule 2(b)** is limited to moneys due and payable by the Member to the Association on the day of the commencement of the winding up of the Association.

3 Definitions and Interpretation

3.1 Definitions

In these Rules, unless there is something in the subject or context which is inconsistent:

Advisory Sub-Committee means the Sub-Committee referred to in **Rule 49(a)(i)**.

AGM means annual general meeting.

Association means The Canberra Spiritualist Association Incorporated.

Associations Act means the *Associations Incorporation Act 1991 (ACT)*.

Associations Regulation means the *Associations Incorporation Regulation 1991 (ACT)*.

Business Day means a day that is not a Saturday, Sunday or public holiday in the Australian Capital Territory.

By-Laws means the by-laws adopted and amended by the Committee from time to time in accordance with **Rule 53**.

Committee means the governing body of the Association.

Committee Member means any person who is appointed to the Committee and

Committee Members means the committee members for the time being of the Association, or, as the context permits, such number of them as has authority to act for the Association.

Disciplinary Sub-Committee means the Sub-Committee referred to in **Rule 10.3**.

Investment Sub-Committee means the Sub-Committee referred to in **Rule 49(a)(iii)**.

Member means a member of the Association under to **Rule 5**, and **Membership** has the corresponding meaning.



Member Present means in connection with a meeting of Members, a Member being present in person or by proxy.

Membership Sub-Committee means the Sub-Committee referred to in **Rule 49(a)(ii)**.

Membership Year means a period of twelve (12) months, beginning on 1 July and ending on the following 30 June of any year.

Objects means the objects of the Association as set out in **Rule 4.1**.

Office means the registered address for the time being of the Association.

Office Bearer means the President and a person holding any of the offices specified in **Rule 33.4**.

Officer means:

- (a) a Committee Member;
- (b) a Public Officer;
- (c) a Treasurer;
- (d) a person:
 - (i) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Association;
 - (ii) who has the capacity to affect significantly the Association's financial standing; or
 - (iii) in accordance with whose instructions or wishes the Committee is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Committee Members or the Association);
- (e) receiver, or receiver and manager, of the property of the Association;
- (f) an administrator of the Association;
- (g) a liquidator of the Association; or
- (h) a trustee or other person administering a compromise or arrangement made between the Association and someone else.

President means the Committee Member appointed to that position under **Rule 33.4(a)(i)**.

Presiding Member means the person holding that office under **Rule 17**, or **Rule 46**, as the context requires.

Public Officer means the public officer of the Association under the Associations Act, appointed to that position under **Rule 52.1**.

Register means the register of Members and Committee Members to be kept under **Rule 56**.

Rules means these Rules of Association, as amended from time to time.

Secretary means the Committee Member appointed to that position under **Rule 33.4(a)(iii)**. If no person holds that position, then references within these Rules to the Secretary refer to the Public Officer.



Special Resolution has the same meaning as in section 70 of the Associations Act.

Sub-Committee means a sub-committee of the Committee established in accordance with **Rule 49**.

Treasurer means the person appointed to that position under **Rule 52.2**.

Vice President means the Committee Member appointed to that position under **Rule 33.4(a)(ii)**.

3.2 Interpretation

In these Rules,

- (a) headings do not form part of or affect the construction or interpretation of these Rules.

unless there is something in the subject or context which is inconsistent:

- (b) the singular includes the plural and vice versa;
- (c) each gender includes any other gender;
- (d) the word **person** means a natural person and any partnership, association, body or entity whether incorporated or not;
- (e) the words **writing** and **written** include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form, including electronic modes;
- (f) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (g) a reference to any Rule or schedule is to a Rule or schedule of these Rules;
- (h) a reference to any time is a reference to the time in the Australian Capital Territory;
- (i) the meaning of **or** is that of the inclusive, being one, some or all of, a number of possibilities;
- (j) **includes** and **including** are to be read as if followed by the phrase 'without limitation';
- (k) a reference to any statute, proclamation, Rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, Rule, code, regulation or ordinance replacing it; and
- (l) an expression used in a particular Part or Division of an Act or Regulation that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any Rule that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division.



PART 2 - OBJECTS

4 Objects

4.1 Objects

- (a) The Association is a not-for-profit institution.
- (b) The Association's objects are:
 - (i) to maintain a Spiritualist church in Canberra;
 - (ii) to promote the philosophy of Spiritualism;
 - (iii) to provide spiritual counselling, guidance, healing and upliftment to all who need of any of these and who request guidance, and healing.
 - (iv) to promote the growth of the brotherhood of man without discrimination and in accordance with ACT legislation, currently the *Discrimination Act 1991* (ACT);
 - (v) to promote the study and understanding of Spiritualist philosophy, practices and psychic sciences; and
 - (vi) to provide a meeting point for all people interested in any aspect of Spiritualist philosophy and psychic sciences.
- (c) The Association will achieve its objects by:
 - (i) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
 - (ii) the buying, selling, and supplying of, and dealing in, goods of all kinds;
 - (iii) the construction, maintenance, and alteration of building or works necessary or convenient for any of the objects or purposes of the Association;
 - (iv) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association the taking of such steps from time to time as the Committee or the Members in General Meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;
 - (v) the printing and publishing (including by digital or electronic means) of newspapers, periodicals, books, leaflets, or other documents as the Committee or the Members in general meeting consider desirable for the promotion of the objects and purposes of the Association;
 - (vi) the borrowing and raising of money in any manner and on the terms the Committee considers fit, or as may be approved or directed by resolution passed at a General Meeting; and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;



- (vii) subject to the provisions of the *Trustee Act 1925* (ACT), the investment of any moneys of the Association not immediately required for any of its objects or purposes in the manner the Committee may from time to time determine;
- (viii) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which subdivision 30B of division 30 of the *Income Tax Assessment Act 1997* (Cth) relates;
- (ix) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit current or past Committee Members or Members of the Association and their dependents;
- (x) the doing of all other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule;
- (xi) the making of financial contributions to other spiritualist organisations in respect of jointly managed functions; and
- (xii) anything ancillary to the objects set out in this **Rule 4.1**.

4.2 Powers

The Association can only exercise the powers in section 24 of the Associations Act to:

- (a) carry out the Objects of the Association; and
- (b) do all things incidental or convenient in relation to the exercise of power under **Rule 4.2(a)**.

4.3 Income and Property

- (a) The income and property of the Association will only be applied towards the promotion of the Objects.
- (b) No income or property of the Association will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member. However, nothing in these Rules will prevent payment in good faith to a Member:
 - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association;
 - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Association; or
 - (iii) of reasonable and proper rent for premises leased by any Member to the Association.

4.4 Remuneration of Committee Members

No payment may be made to any Committee Member (except any executive Committee Member in their capacity as an employee or independent contractor of the Association) other than the payment:

- (a) of out-of-pocket expenses incurred by the Committee Member in the performance of any duty as a Committee Member where the amount payable does not exceed an amount previously approved by the Committee; and



- (b) for any service rendered to the Association by the Committee Member in a professional or technical capacity, other than in the capacity as a Committee Member, where the provision of the service has the prior approval of the Committee and where the amount payable is approved by the Committee and is not more than an amount which commercially would be reasonable for the service.

PART 3 - MEMBERSHIP

5 Admission to Membership

5.1 Eligibility for Membership

- (a) The Membership of the Association will consist of:
- (i) the Committee Members; and
 - (ii) other individuals who have applied for Membership in accordance with **Rule 6.1** and have that Membership application approved in accordance with **Rule 6.2(b)**.
- (b) The Members referred to in **Rule 5.1(a)(i)**:
- (i) will automatically become Members upon being appointed as Committee Members under **Rule 33.2(a)**;
 - (ii) will consent to being Members at the time of their admission; and
 - (iii) will remain Members for so long as they maintain their membership.
- (c) The Members referred to in **Rule 5.1(a)(ii)**:
- (i) will be Members for the relevant Membership Year for which they were approved by the Committee under **Rule 6.2(b)**; and
- (d) if they wish to continue being Members after the relevant Membership Year has ended, will need to reapply in accordance with **Rule 6.1** and have their application approved in accordance with **Rule 6.2(b)**. The Members referred to in this **Rule 5** must accept the principles of Spiritualism and agree to comply with any Code of Conduct of the Association, as may be amended from time to time.

5.2 Benefits

- (a) Each Member will be entitled to vote at all general meetings.
- (b) In addition to each Member being entitled to vote at all general meetings, the Committee will determine from time to time what additional benefits will attach to Membership.

6 Applications for Membership

6.1 Applications for Membership

For the purpose of **Rules 5.1(a)(ii)** and **5.1(d)**, an application for Membership of the Association must be:



- (a) made each Membership Year in writing in the form prescribed by the Committee from time to time; and
- (b) lodged with the Secretary.

6.2 Determining Application for Membership

- (a) As soon as practicable after receiving an application for Membership, the Secretary must refer the application to the Committee which is to determine whether to approve or reject the application.
- (b) As soon as practicable after the Committee makes that determination the Secretary must:
 - (i) notify the applicant, in writing, that the Committee approved or rejected the application (whichever is applicable);
 - (ii) if the Committee approved the application, enter the applicant's name in the Register; or
 - (iii) if the Committee rejected the application, the Committee will not be required to provide the applicant with any reasons for the rejection.
- (c) Subject to the Associations Act, a person becomes a Member for the relevant Membership Year when the Secretary enters their name into the Register in accordance with **Rule 6.2(b)(ii)**.

7 Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

8 Entrance Fee and Subscriptions

- (a) A Member of the Association must pay to the Association a joining, annual or lifetime membership fee in the amount as determined by the Committee from time to time.
- (b) The Committee can determine to charge different:
 - (i) joining fees;
 - (ii) annual membership fees; and
 - (iii) lifetime membership fees;to any class of membership.

9 Cessation of Membership

- (a) A Member's Membership will cease:
 - (i) on the date that the Secretary receives written notice of resignation from that Member;



- (ii) in relation to the Members referred to in **Rule 5.1(a)(ii)**, at the end of the Membership Year, unless the Member has applied for Membership and been approved by the Committee under **Rules 5.1(d)** and **6.2**;
- (iii) upon that Member dying;
- (iv) if the Member is expelled from the Association under **Rule 10**.
- (b) A Member may at any time, under **Rule 9(a)(i)**, resign as a Member but will continue to be liable for:
 - (i) any monies due by the Member to the Association;
 - (ii) any sum for which the Member is liable as a Member of the Association under **Rule 2(b)**.
- (c) If there are fewer than the minimum number of Members required by the Associations Act, the Committee may admit the number of Members that is required to meet the minimum, in its sole discretion.

10 Disciplining of Members

10.1 Complaint Made

- (a) A complaint may be made to the Committee by any person that a Member of the Association:
 - (i) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

10.2 Disciplining of Members

- (a) Where a complaint is made under **Rule 10.1**, or the Committee or the Association is of the opinion that a Member has:
 - (i) persistently refused or neglected to comply with a provision or provisions of these Rules; or
 - (ii) persistently and wilfully acted in a manner prejudicial to the interests of the Association,then the Committee may:
 - (iii) expel the Member from the Association; or
 - (iv) suspend the Member from Membership of the Association for a specified period,by resolution of the Committee.
- (b) A resolution of the Committee under **Rule 10.2(a)** is of no effect unless the Committee confirms the resolution in accordance with this **Rule 10.2(b)** at a Committee meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the Member of a notice under **Rule 10.2(c)**.



- (c) If the Committee resolves under **Rule 10.2(b)** to expel or suspend any Member, the Secretary must serve the Member with a notice in writing (which, for the avoidance of doubt, may be by way of email):
- (i) setting out the resolution of the Committee and the grounds upon which it is based;
 - (ii) stating that the Member may address the Committee at a Committee meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the Member that the Member may do either or both of the following:
 - (A) attend and speak at that meeting; and
 - (B) submit to the Committee at or prior to the date of the meeting, written representations relating to the resolution.
- (d) At a meeting of the Committee held as referred to in **Rule 10.2(c)**, the Committee must:
- (i) give the Member an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the Committee by the Member at or prior to the Committee meeting; and
 - (iii) by a resolution of at least seventy-five per cent (75%) of the Committee Members participating in the Committee meeting who vote on the resolution, determine whether to confirm or to revoke the resolution.
- (e) The Member must be notified in writing (which, for the avoidance of doubt, may be by way of email) of the decision of the Committee within seven (7) days. If the Committee resolves to confirm the expulsion or suspension, the Member must also be notified of the right of appeal available under **Rule 10.3**.
- (f) A resolution confirmed by the Committee under **Rule 10.2(d)** does not take effect:
- (i) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; and
 - (ii) where, within that period, the Member exercises the right of appeal, unless and until the Disciplinary Sub-Committee confirms the resolution under **Rule 10.3(d)(ii)**.

10.3 Right of Appeal of Disciplined Member

- (a) The Committee will establish a Sub-Committee for the purpose of conducting disciplinary proceedings against a Member. The Disciplinary Sub-Committee will be comprised of an independent panel of three (3) experts, all chosen by the Committee. The experts will be chosen based upon the nature of the alleged misconduct by the Member. The Disciplinary Sub-Committee may seek advice from any relevant source.



- (b) A Member may appeal to the Disciplinary Sub-Committee against a resolution of the Committee, which is confirmed under **Rule 10.2(d)**. Written notice of the appeal must be lodged with the Secretary within seven (7) days of service of the notice required under **Rule 10.2(e)**.
- (c) Within thirty-five (35) days after receipt of a notice of appeal from the Member under **Rule 10.3(b)**, the Disciplinary Sub-Committee must convene a meeting.
- (d) At the Disciplinary Sub-Committee meeting convened under **Rule 10.3(c)**:
 - (i) the Member must be given the opportunity to state his or her case orally or in writing, or both using any technology (reasonably available to the Committee) that gives the Member a reasonable opportunity to do so; and
 - (ii) the Disciplinary Sub-Committee will vote by ballot on the question of whether the resolution will be confirmed.
- (e) The Disciplinary Sub-Committee's decision, under **Rule 10.3(d)(ii)**, is final. The Member is not entitled to appeal the Disciplinary Sub-Committee's decision.
- (f) The Member the subject of these disciplinary procedures is entitled to:
 - (i) subject to **Rule 10.3(f)(ii)**, bring a support person to any meeting with the Disciplinary Sub-Committee or the Committee, which meetings are being held under this **Rule 10**; and
 - (ii) if the support person is legally qualified, the Member must notify the Disciplinary Sub-Committee or the Committee (as the case may be) at least five (5) Business Days before the meeting that the support person attending the meeting will be legally qualified.
- (g) Natural justice will be applied during every disciplinary process under this **Rule 10**, requiring the Committee and Disciplinary Sub-Committee to act fairly, in good faith and without bias or conflict of interest when making their decisions.

11 Resolution of Disputes Between Members

- (a) Disputes between Members (in their capacity as Members), including any fundraising disputes, must be referred to the Committee which will take steps to resolve the dispute.
- (b) If a dispute so referred is not resolved to the satisfaction of any party to the dispute within twenty (20) Business Days of its being referred, then that party may refer the dispute to mediation before a mediator appointed by mutual agreement of the parties.
- (c) Failing agreement by the parties to the appointment of a mediator within fourteen (14) days of a party notifying the other party of its intention to refer the dispute to mediation, the appointment of the mediator must be made by the Chief Executive Officer of the Resolution Institute ACN 008 651 232 ABN 69 008 651 232.
- (d) The costs of the mediator appointed under **Rule 11(b)** or **Rule 11(c)** (as the case may be) will be shared equally between the Members party to the dispute.
- (e) At least five (5) Business Days before a mediation session established by a mediator appointed under **Rule 11(b)** or **Rule 11(c)** (as the case may be) is to



commence, the parties to the dispute are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

PART 4 – CONVENING GENERAL MEETINGS

12 Convening of General Meetings

12.1 Convening Annual General Meetings (AGMs)

- (a) With the exception of the first AGM of the Association, the Association must, at least once in each calendar year and within the period of five (5) months after the expiration of each financial year of the Association, convene an AGM of its Members.
- (b) An AGM of the Association is, subject to the Associations Act, to be convened on the date and at place and time as the Committee thinks fit.
- (c) The AGM of the Association may be convened at two (2) or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.
- (d) In addition to any other business which may be transacted at an AGM, the business of an AGM is to include the following:
 - (i) to confirm the minutes of the last preceding AGM and of any special general meeting held since that meeting;
 - (ii) to receive from the Committee reports on the activities of the Association during the last preceding financial year;
 - (iii) to elect the officers of the Association and the Committee Members;
 - (iv) to appoint the auditor and determine their remuneration; and
 - (v) to receive and consider the statement which is required to be submitted to Members under sections 73 and 75 or 76 of the Associations Act being a statement which is not misleading, and which gives a true and fair view of the following:
 - (A) the income and expenditure of the association during its last financial year,
 - (B) the assets and liabilities of the association at the end of its last financial year,
 - (C) the mortgages, charges and other securities of any description affecting any of the property of the association at the end of its last financial year,
 - (D) in respect of each trust of which the association was trustee during a period, being the whole or any part of the last financial year of the association:
 - (E) the income and expenditure of the trust during that period,
 - (F) the assets and liabilities of the trust during that period, and



- (G) the mortgages, charges and other securities of any description affecting any of the property of the trust at the end of that period.

12.2 Convening General Meetings

- (a) A minimum of fifty per cent (50%) of the total number of Committee Members (if not an integer, rounded up to the next nearest integer) may, whenever those Committee Members think fit, convene a general meeting of the Association.
- (b) A minimum of fifty per cent (50%) of the total number of Members (if not an integer, rounded up to the nearest integer, calculated based on the number of Members at the time of the request) may require the Association to convene a general meeting by submitting a written request to the Secretary.
- (c) If a valid written request is served on the Secretary under **Rule 12.2(b)**, the Committee must convene a general meeting within twenty-one (21) days of the service of the request.
- (d) A general meeting of the Association may be convened at two (2) or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.

13 Special General Meetings

- (a) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (b) The Committee must, on the requisition in writing of at least 10 per cent (10%) of the total number of Members, convene a special general meeting of the Association.
- (c) A requisition of Members for a special general meeting:
 - (i) must state the purpose or purposes of the meeting;
 - (ii) must be signed by the Members making the requisition;
 - (iii) must be lodged with the Secretary; and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (d) If the Committee fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- (e) A special general meeting convened by a Member or Members as referred to in **Rule 13(d)** must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any Member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.
- (f) A special general meeting of the Association may be convened at two or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.



14 Notice of General Meeting

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary must give at least fourteen (14) days' notice of:
 - (i) the place, day and hour of the meeting;
 - (ii) the general nature of any business to be transacted at the meeting;
 - (iii) if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - (iv) any other information required by the Associations Act.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary must, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matters required under **Rule 14(a)**, the intention to propose the resolution as a Special Resolution and the details of it.
- (c) Subject to **Rule 14(a)**, notice of every general meeting must be given in any manner authorised by these Rules to:
 - (i) every Member; and
 - (ii) every Committee Member.
- (d) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under **Rule 12.1(d)**
- (e) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

15 Cancellation or Postponement of General Meeting

- (a) Subject to the provisions of the Associations Act and these Rules, the Association may cancel a general meeting:
 - (i) convened by the Committee; or
 - (ii) which has been convened by a Member or Members under **Rule 12.2(b)** upon receipt by the Association of a written notice withdrawing the requisition signed by that Member or those Members.
- (b) The Committee may postpone a general meeting or change the venue at which it is to be held. No business will be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.
- (c) Where any general meeting is cancelled or postponed or the venue for a general meeting is changed:
 - (i) the Committee must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue



or the postponement of the meeting by any means permitted by these Rules and in the case of the postponement of a meeting, the new place, date and time for the meeting; and

- (ii) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice will not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

PART 5 - PROCEEDINGS AT GENERAL MEETINGS

16 Quorum

- (a) No business may be transacted at any general meeting unless there is a quorum of Members Present at all times during the meeting.
- (b) Eight (8) Members Present will constitute a quorum for all general meetings.
- (c) If within thirty (30) minutes after the time appointed for holding a general meeting a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Members, is to be dissolved; and
 - (ii) in any other case:
 - (A) will stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the Meeting is adjourned) at the same place; and
 - (B) if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members Present (being at least three (3)) will constitute a quorum for that adjourned meeting.

17 Presiding Member

- (a) The President or, in the President's absence, the Vice President, is to preside as Presiding Member at each general meeting of the Association.
- (b) If the President and the Vice President are absent or unwilling to act, the Members Present must elect one of their number to preside as Presiding Member at the meeting.
- (c) The rulings of the Presiding Member of a general meeting on all matters relating to the order of business, procedure and conduct of the meeting will be final and no motion of dissent from these rulings will be accepted.

18 Adjournments

- (a) The Presiding Member of a general meeting at which a quorum is present:
 - (i) may adjourn a meeting with the consent of the meeting; and



- (ii) must adjourn the meeting if the meeting so directs by a majority of the Members present at the meeting,
to a time and place as determined.
- (b) No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- (d) It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting except if the meeting is adjourned for fourteen (14) days or more in which case notice of the adjourned meeting must be given as in the case of an original meeting.

19 Determination of Questions

- (a) At any general meeting a resolution to be considered at the meeting will be decided on a show of hands unless a poll is demanded by:
 - (i) the Presiding Member of the meeting; or
 - (ii) at least two (2) Members Present.
- (b) A declaration by the Presiding Member of the result of a vote on a resolution by a show of hands and an entry to that effect contained in the minutes of the proceedings of the Association which has been signed by the Presiding Member of the meeting or the next succeeding meeting will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

20 Polls

- (a) A poll may be demanded:
 - (i) before a vote on a resolution is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (b) If a poll is demanded it will be taken in the manner and at the time and place as the Presiding Member of the meeting directs subject to **Rule 20(e)**.
- (c) The result of the poll will be taken to be the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll will not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- (e) A poll demanded on the election of a Presiding Member or any question of adjournment of the meeting must be taken immediately.
- (f) The demand for a poll may be withdrawn.



21 Special Resolution

- (a) A resolution of the Association is a Special Resolution if it is passed by a majority of at least three-quarters of the Members of the Association entitled under these Rules to vote, who vote in person or by proxy at a general meeting in favour of the Resolution.
- (b) For the purposes of this **Rule 21**, at least twenty-one (21) days' written notice specifying the intention to propose the Resolution as a special resolution must be given in accordance with these Rules.

22 Voting Rights

- (a) On any question arising at a general meeting of the Association, a Member has one (1) vote only.
- (b) All votes must be given personally or by proxy, but no Member may hold more than five (5) proxies.
- (c) In the case of an equality of votes on a question at a general meeting, the Presiding Member of the meeting is entitled to exercise a second or casting vote.
- (d) A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

23 Disqualification

No person other than:

- (a) a Member; or
- (b) a proxy of a Member,

will be entitled to a vote at a general meeting.

24 Objection to Qualification to Vote

Any challenge as to the qualification of a person to vote at a general meeting or the validity of any vote tendered may only be raised at the meeting and will be determined by the Presiding Member whose decision will be final and conclusive and a vote allowed by the Presiding Member will be valid for all purposes.

25 Persons of Unsound Mind and Minors

- (a) A Member:
 - (i) of unsound mind; or
 - (ii) whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (iii) who is a minor;may vote whether on a show of hands or on a poll by that Member's committee or by such other person as properly has the management or guardianship of that



Member's estate or by the public trustee (as the case may be) and the committee or other person or trustee may vote by representative.

- (b) Any person having the right of management or guardianship of the person or estate in respect of a Member as referred to in **Rule 25(a)** will not exercise any of the rights conferred under that Rule unless and until the person has provided to the Committee satisfactory evidence of the appointment of the person accordingly.

26 Casting Vote

In the case of an equality of votes whether on a show of hands or on a poll, the Presiding Member of the meeting at which the show of hands is taken or at which the poll is demanded is entitled to a casting vote in addition to a deliberative vote.

27 Right of Non-Members to Attend General Meeting

- (a) Any auditor and any Committee Member of the Association will be entitled to attend and address a general meeting.
- (b) The Presiding Member of a general meeting may invite any person who is not a Member or an auditor of the Association to attend and address a meeting.

PART 6 - PROXIES

28 Right to Appoint Proxies

- (a) A Member who is entitled to attend and vote at a general meeting of the Association may appoint another Member as the Member's proxy to attend and vote for the Member at the meeting by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (b) If a Member appoints a proxy, the proxy is entitled to vote on a show of hands and on a poll.

29 Appointing a Proxy

29.1 Appointing a Proxy

- (a) The notice appointing the proxy is to be in the form set out in **Annexure B** to these Rules.

29.2 Instrument of Proxy

- (a) The instrument of proxy is valid if it contains the following information, and any additional information required by the Associations Act:
 - (i) the name and address of the Member;
 - (ii) the name of the Association;
 - (iii) the proxy's name or the name of the office of the proxy; and
 - (iv) the meetings at which the instrument of proxy may be used.



- (b) An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.
- (c) An instrument of proxy will not be treated as invalid merely because it does not specify all of the information required by **Rule 29.2(a)**.
- (d) An instrument of proxy may be revoked at any time by notice in writing to the Association.

30 Lodgement of Proxies

- (a) An instrument appointing:
 - (i) a proxy and the power of attorney or other authority (if any) under which it is signed or executed or a certified copy of that power or authority; or
 - (ii) an attorney to exercise a Member's voting rights at a general meeting or a certified copy of that power of attorney,must be deposited at the Office or at such other place as is specified for that purpose in the notice convening the general meeting not less than twenty-four (24) hours (or such shorter period as the Committee may allow) before the time appointed for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote. In default, the instrument of proxy or the power of attorney will not be treated as valid.
- (b) For the purposes of **Rule 30** it will be sufficient that any document required to be lodged by a Member be received in legible form by facsimile at the place at which the document is required to be delivered by the Member and the document will be regarded as received at the time the facsimile was received at that place.
- (c) For the purposes of **Rule 30** it will be sufficient that any document required to be lodged by a Member be received in legible form by email or other electronic transmission if the notice of meeting so permits, and the document is sent to the address and in the form specified in the notice, and the proxy will be regarded as received at the time of the receipt of the email or other electronic transmission by the Association.

31 Right to Appoint Proxies

- (a) A vote exercised under an instrument of proxy, a power of attorney or other instrument of appointment is valid notwithstanding:
 - (i) the death or unsoundness of mind of the Member;
 - (ii) the revocation of the instrument of proxy or the power of attorney or any instrument under which the instrument or the power was granted,if the Association has not received at its Office written notice of the death, unsoundness of mind or revocation at least forty-eight (48) hours (or such shorter period as the Committee may allow) prior to the time appointed for the holding of the general meeting or adjourned meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.



- (b) A proxy who is not entitled to vote on a resolution as a Member may vote as a proxy for another Member if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.
- (c) Except on a show of hands, a proxy may vote as more than one Member if the proxy holds appointments for those Members which specify the way the proxy is to vote on the resolution and the proxy votes that way.

32 Rights of Proxies and Attorneys

- (a) The instrument appointing a proxy will be taken to confer authority to demand or join in demanding a poll.
- (b) Subject to **Rule 32(c)**, unless a Member by the instrument of proxy directs the proxy to vote in a certain manner, the proxy may vote as the proxy thinks fit on any motion or resolution. Otherwise the proxy will follow the voting instructions contained in the instrument of proxy.
- (c) A proxy will not be revoked by the appointor attending and taking part in any general meeting, but if the appointor votes on a resolution either on a show of hands or on a poll, the person acting as proxy for the appointor will not be entitled to vote in that capacity in respect of the resolution.
- (d) The Presiding Member of a general meeting may require any person acting as a proxy to establish to the satisfaction of the Presiding Member that he or she is the person nominated as proxy in the form of proxy lodged under these Rules. If the person is unable to establish his or her identity, he or she may be excluded from voting either upon a show of hands or upon a poll.

PART 7 - APPOINTMENT AND REMOVAL OF COMMITTEE MEMBERS

33 Number and Appointment of Committee Members

33.1 Number of Committee Members

- (a) The Committee must consist of not fewer than three (3) Committee Members and of no more than eight (8) Committee Members.
- (b) The Committee may, by resolution, vary the number of Committee Members holding office from that referred to in **Rule 33.1(a)**.

33.2 Composition of Committee

- (a) The Committee will appoint Members to be Committee Members.
- (b) The Committee will determine from time to time how many Committee Members will be on the Committee, subject to **Rule 33.1(a)**.

33.3 Term

- (a) Subject to the terms of the initial Committee Members in accordance with **Rule 33.3**



- (i) Committee Members will hold office for an initial term of one (1) year;
 - (ii) at the end of the Committee Member's term under **Rule 33.3(a)(i)**, the Committee may pass a resolution (requiring the consent of the number of Committee Members which represents two-thirds (2/3rds) of the number of Committee Members who vote on the resolution, rounded up to the nearest integer) to allow the Committee Member to hold office for a further term of up to three (3) years;
 - (iii) at the end of the Committee Member's term under **Rule 33.3(a)(ii)**, the Committee Member may hold office for up to two (2) further terms of three (3) years, with no requirement for the Committee to pass a two-thirds (2/3rds) majority resolution; and
 - (iv) Committee Members will not hold office for more than ten (10) consecutive years.
- (b) For the avoidance of doubt, time served on the Committee before the adoption of these Rules will not count towards the term limit set out in **Rules 33.1 or 33.3(a)(iv)**.

33.4 Office Bearers

- (a) The Committee will, at the first meeting of the Committee held after the adoption of these Rules, after an Office Bearer has retired or resigned, or from time to time appoint from among the Committee Members sitting on the Committee at that time:
- (i) a President;
 - (ii) a Vice President;
 - (iii) a Secretary; and
 - (iv) such additional Office Bearer positions as the Committee deems necessary from time to time.
- (b) The Office Bearers will hold office for a term of one (1) year but are eligible for reappointment for further terms of one (1) year each, provided that Office Bearers will not hold office beyond their retirement or removal from the Committee as a Committee Member.
- (c) The Office Bearers must reside in or within 50 kilometres of the Australian Capital Territory.

34 General Right to Appoint Committee Members

The Committee may act despite any vacancy in its body but if the number falls below the minimum fixed in accordance with **Rule 33.1** the Committee may act:

- (a) for the purpose of:
 - (i) increasing the number of Committee Members to the minimum; or
 - (ii) convening a general meeting; or
 - (b) in emergencies,
- but for no other purpose.



35 Vacation of Office

35.1 Vacation of Office

- (a) Any Committee Member may retire from office on giving written notice to the Association at the Office of his or her intention to retire and the resignation will take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Association).
- (b) The office of a Committee Member will become vacant if the Committee Member:
- (i) dies;
 - (ii) ceases to be a Member for any reason;
 - (iii) becomes bankrupt or makes any arrangement or composition with creditors generally;
 - (iv) has been disqualified from being the public officer or committee member of an incorporated association under section 63A of the Associations act;
 - (v) has been convicted, whether in or outside the ACT, of:
 - (A) an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - (B) an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more,and has not been granted leave by the Supreme Court to act as the public officer or committee member of an incorporated association;
 - (vi) becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
 - (vii) is removed from office by the Committee under **Rule 35.2**;
 - (viii) resigns by notice in writing to the Association; or
 - (ix) is absent without permission of the Committee from two (2) consecutive meetings of the Committee, and the Committee resolves that this constitutes resignation.

35.2 Removal

- (a) If a resolution is proposed by a Committee Member to remove another Committee Member (**Subject Committee Member**) under **Rule 35.1(b)(vii)**, the Subject Committee Member will have the right to put his or her case to the Committee by:
- (i) giving the Secretary a written statement for circulation to the Committee; and
 - (ii) speaking to the resolution at the meeting.
- (b) The written notice referred to in **Rule 35.2(a)(i)** is to be circulated by the Secretary to the Committee by:



- (i) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
 - (ii) if there is not time to comply with **Rule 35.2(b)(i)**, having the statement distributed to the Committee Members attending the meeting and read out at the meeting before the resolution is voted on.
- (c) The written notice referred to in **Rule 35.2(a)(i)** does not have to be circulated to the Committee if it is:
 - (i) more than one thousand (1,000) words long; or
 - (ii) is defamatory.
- (d) The Committee (excluding the Subject Committee Member) will consider the resolution to remove the Subject Committee Member and if the resolution is passed as an ordinary resolution, then the Subject Committee Member will cease being a Committee Member immediately upon the resolution being passed.
- (e) For the purposes of **Rule 36.2(c)(ii)**, the written notice will be defamatory if it is reasonably likely, on the balance of probabilities, that a court would find that the written notice contained a defamatory statement (or statements).

36 Filling of Vacancies on the Committee

- (a) If a casual vacancy occurs on the Committee, in relation to a Committee Member vacancy, the Committee can appoint any Member to fill that vacancy.
- (b) Any Member appointed under **Rule 36(a)** will be appointed for an initial full term of one (1) year under **Rule 33.3(a)(i)**.

37 Acting Office Bearers

- (a) If a vacancy occurs in the position of President, another Committee Member (appointed by the Committee Members at the next meeting of the Committee), determined by the Committee, will assume office as the new President for the balance of the term of the outgoing President.
- (b) If a vacancy occurs in the position of Vice President, another Committee Member (appointed by the Committee Members at the next meeting of the Committee) who is not President, determined by the Committee, will assume office as acting Vice President for the balance of the term of the outgoing Vice President.
- (c) If any Office Bearer is temporarily absent or temporarily unable to perform his or her duties, the Committee may authorise another Committee Member to act in the vacant position during the absence or inability of the Office Bearer.
- (d) Nothing in **Rule 37** permits any person to simultaneously hold more than one position of Office Bearer.

38 Alternate Committee Members

Alternate Committee Members will not be permitted.



PART 8 - POWERS AND DUTIES OF COMMITTEE MEMBERS

39 Duties of Committee Members

Each Committee Member is subject to, and must always comply with, Division 4.2 of the Associations Act.

40 Powers of Committee Members

The control, management and conduct of the Association will be vested in the Committee which must exercise all such powers of the Association as are not by the Associations Act or by these Rules required to be exercised in any other manner.

41 Negotiable Instruments

41.1 Two signatories

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, all requests or arrangements for electronic fund transfers and all receipts for money paid to the Association must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by two (2) people authorised by resolution of the Association, in accordance with section 55 of the Associations Act.

41.2 Authorised signatories

The Committee must authorise the Public Officer, and may also authorise:

- (a) a Committee Member(s); or
 - (b) another staff member of the Association,
- to sign the instruments referred to in **Rule 41.1**.

42 Conferment of Powers

- (a) The Committee may from time to time confer upon any Committee Member for the time being or any other person as they may select the powers exercisable under these Rules by the Committee as it may consider appropriate for the time and to be exercised for the purposes and on the terms and conditions and with any restrictions as it may consider expedient.
- (b) Powers conferred under this **Rule 42** may be exercised concurrently with the powers of the Committee and the Committee may from time to time withdraw, revoke or vary all or any of the powers granted under **Rule 42(a)** above

PART 9 - COMMITTEE MEMBERS' DISCLOSURE OF INTEREST

43 Contracts

- (a) The Association may enter into contracts or arrangements with other companies or bodies in which a Committee Member has an interest, provided it does so according to the usual commercial terms and conditions which apply to such contracts or arrangements.



- (b) Any interest of a Committee Member must be dealt with in accordance with the relevant legislation and internal policy documents, being:
- (i) any Conflict of Interest Policy; or
 - (ii) the Associations Act,
- which will include disclosing an interest and having the Secretary (or in absence of the Secretary, another Committee Member) record all declarations in the minutes of the relevant meeting.
- (c) Subject to **Rule 43(b)**, a Committee Member who has an interest in a contract or arrangement made by the Association and has disclosed this interest to the Committee will:
- (i) be present while the matter is being considered at a meeting;
 - (ii) not vote on the matter;
 - (iii) still be counted in determining whether or not a quorum is present at any meeting of the Committee considering that contract or arrangement or proposed contract or arrangement;
 - (iv) not sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (v) not vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- (d) A Committee Member's failure to make a disclosure under this **Rule 43** will render void or voidable any contract or arrangement in which the Committee Member has a direct or indirect interest.
- (e) Subject to **Rule 43(f)**, a general notice given to the Committee by a Committee Member that the Committee Member is an officer, a member of, or otherwise interested in any specified corporation or firm stating the nature and the extent of the Committee Member's interest in the corporation or firm will, in relation to any matter involving the Association and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Committee Member's interest.
- (f) Notice under **Rule 43(e)** will only be sufficient provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Committee than was stated in the notice.

PART 10 - PROCEEDINGS OF COMMITTEE MEETINGS

44 Meetings of Committee Members

- (a) The Committee may meet for the conduct and despatch of business, adjourn and otherwise regulate their meetings and proceedings as the Committee thinks fit.
- (b) The Committee must meet not fewer than three (3) times each calendar year.
- (c) A Committee Member may at any time, and the Secretary upon the request of a Committee Member will, convene a meeting of the Committee by giving at least twenty-four (24) hours' notice of the meeting to all Committee Members,



provided that the Committee Member or Secretary will have used his or her best endeavours to ensure that the notice was properly served and received.

- (d) Notice of a meeting of the Committee need not be in writing.
- (e) Subject to **Rule 44(f)**, a Committee meeting may be convened or held using any technology consented to by a majority of Committee Members. The consent may be a standing one. A Committee Member may withdraw consent to the use of a particular technology within a reasonable time period before a Committee meeting.
- (f) The particular technology used to convene or hold a Committee meeting, under to **Rule 44(e)**, must be available and accessible to all Committee Members who wish to attend the Committee meeting.
- (g) All resolutions of the Committee Members passed at a meeting of the Committee where a quorum is present but where notice of the meeting has not been given as required to each Committee Member, or any act carried out under the resolution, will, provided each Committee Member to whom notice was not given subsequently agrees to waive the same, be as valid as if notice of the meeting had been duly given to all Committee Members.
- (h) Attendance by a Committee Member at a meeting of the Committee waives any objection which that Committee Member may have to a failure to give notice of the meeting.

45 Quorum

- (a) The quorum necessary for the transaction of the Committee's business is the number of Committee Members being personally present (or in conference in accordance with **Rule 44**) who represent a majority of Committee Members.
- (b) A quorum must be present at all times during the meeting.
- (c) A Committee Member who is disqualified from voting on a matter under **Rule 43** will be counted in the quorum despite that disqualification.

46 Presiding Member – Meetings of the Committee

- (a) The President will be the Presiding Member.
- (b) The Presiding Member must, if present, preside as Presiding Member of every meeting of the Committee.
- (c) If a meeting of the Committee is held and the Presiding Member is:
 - (i) not present within fifteen (15) minutes after the time appointed for the holding of the meeting; or
 - (ii) if present, does not wish to chair the meeting,then the Vice President will preside as Presiding Member. If the Vice President is:
 - (iii) not present within fifteen (15) minutes after the time appointed for the holding of the meeting; or
 - (iv) if present, does not wish to chair the meeting,



then the other Committee Members present will elect one of their number to be Presiding Member of the meeting.

47 Voting

- (a) A resolution of the Committee must be passed by a majority of votes of the Committee Members present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Committee Members will for all purposes be taken to be a determination of the Committee.
- (b) Each Committee Member will have one (1) vote at Committee Meetings.
- (c) In case of an equality of votes at a meeting of the Committee, the Presiding Member will have a casting vote in addition to a deliberative vote.

48 Resolutions by Committee Members

- (a) The Committee may pass a resolution without a Committee meeting being held if the majority of the Committee Members sign a document containing a statement that they are in favour of the resolution set out in that document. For this purpose, signatures can be contained in more than one document.
- (b) A facsimile transmission which is received by the Association and which purports to have been signed by a Committee Member will for the purposes of this **Rule 48** be taken to be in writing and signed by that Committee Member at the time of the receipt of the facsimile transmission by the Association in legible form.
- (c) An email transmission which is received by the Association and which purports to have been sent by a Committee Member will for the purposes of this **Rule 48** be taken to be in writing and signed by that Committee Member at the time of the receipt of the email transmission by the Association.
- (d) A vote made by a Committee Member using an online voting platform operated or commissioned by the Association will for the purposes of this **Rule 48** be taken to be in writing and signed by that Committee Member at the time the vote was received by the online voting platform.

49 Sub-Committee

- (a) The Committee may form and delegate any of its powers to the following Sub-Committees consisting of such Committee Members and other persons as it thinks fit and may from time to time revoke such delegation:
 - (i) Advisory Sub-Committee;
 - (ii) Membership Sub-Committee;
 - (iii) Investment Sub-Committee; and
 - (iv) any other Sub-Committees that the Committee wishes to have all decisions made by that Committee ratified by the Committee.
- (b) The Committee has the power to require any Sub-Committee to have all decisions made by that Sub-Committee ratified by the Committee.



- (c) A Sub-Committee must, in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Committee. A power so exercised will be taken to be exercised by the Committee.
- (d) The meetings and proceedings of any Sub-Committee will be governed by the Sub-Committee's Terms of Reference, which is to be approved by the Committee. The Committee will review the Sub-Committee's Terms of Reference every two (2) years.
- (e) A minute of all the proceedings and decisions of every Sub-Committee must be made, entered and signed in the same manner in all respects as minutes of proceedings of the Committee are required by the Associations Act and these Rules to be made entered and signed. A copy of such Sub-Committee minutes must be tabled at the next Committee meeting.

50 Validation of Acts of Committee Members

All acts done:

- (a) at any meeting of the Committee; or
- (b) by any person acting as a Committee Member,

must, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Committee Member or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Committee Member and had been entitled to vote.

PART 11 - MINUTES

51 Minutes

- (a) The Committee must cause minutes to be kept in such a manner as is required by the Associations Act for the purposes of recording:
 - (i) the names of the Committee Members present at each meeting of the Committee and of Committee Members present at each meeting of any Committee;
 - (ii) all orders, resolutions and proceedings of general meetings and of meetings of the Committee and of Sub-Committees; and
 - (iii) such matters as are required by the Associations Act to be recorded in the record books of the Association including without limitation all declarations made or notices given by any Committee Member of his or her interest in any contract or proposed contract or the holding of any office or property whereby any conflict of duty or interest may arise.
- (b) Such minutes must be signed by the Presiding Member of the meeting (which may include signing by electronic means), or the Presiding Member of the next succeeding meeting and minutes which purport to be signed accordingly will be received in evidence without any further proof as sufficient evidence that the matters and things recorded by such minutes actually took place or happened as



recorded and of the regularity of such matters and things and that the same took place at a meeting duly convened and held.

PART 12 - PUBLIC OFFICER, TREASURER AND SECRETARY

52 Appointment and Tenure

52.1 Public Officer

- (a) There will be at least one Public Officer appointed by the Committee on conditions determined by the Committee.
- (b) The Committee may replace any Public Officer so appointed.

52.2 Treasurer

- (a) The Committee may appoint a Treasurer on conditions determined by the Committee.
- (b) The Treasurer may, but need not, be a Committee Member.
- (c) The Committee may remove or replace any Treasurer so appointed.
- (d) Despite the appointment of any Treasurer, all Committee Members retain responsibility regarding the financial management of the Association.

52.3 Secretary

- (a) The Committee may appoint a Secretary on conditions determined by the Committee.
- (b) The Committee may remove or replace any Secretary so appointed.

PART 13 - BY-LAWS

53 By-Laws

- (a) The Committee may from time to time make such By-Laws as are in its opinion necessary and desirable for the proper control, administration and management of the Association's affairs, operations, finances, interests, effects and property and to amend and repeal those By-Laws from time to time.
- (b) A By-Law must be subject to these Rules and must not be inconsistent with any provision contained in these Rules.
- (c) When in force, a By-Law is binding on all Members and has the same effect as these Rules.
- (d) Subject to **Rule 53(e)**, the Committee will adopt such measures as it deems appropriate to bring to the notice of Members all By-Laws, amendments and repeals.
- (e) The Committee will provide Members with reasonable notice of any proposed changes to the By-Laws regarding the eligibility requirements for Membership classes prior to the changes being implemented.



PART 14 - EXECUTION OF DOCUMENTS

54 Execution of Documents

- (a) Without limiting the manner in which the Association may execute any contract, including as permitted under section 55 of the Associations Act, the Association may execute any agreement, deed or other document by:
 - (i) two (2) Committee Members signing the same; or
 - (ii) one (1) Committee Member and the Public Officer signing the same.
- (b) Nothing in these Rules requires the Association to execute any agreement, deed or other document under common seal for the same to be effectively executed by the Association.

PART 15 - ACCOUNTS AND INSPECTION OF RECORDS

55 Accounts and Records

55.1 Accounts

The Association must:

- (a) cause proper financial records to be kept and must, if required by the Associations Act prepare and distribute copies of the financial reports of the Association; and
- (b) from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Association or any of them will be open to the inspection of Members.

55.2 Records

Except as otherwise provided by these Rules, all records, books and other documents relating to the Association must be kept at the:

- (a) Office; or
- (b) residence of the Secretary.

55.3 Inspection of records

- (a) Subject to **Rule 56**, the following documents may be inspected, free of charge, by a Member of the Association by appointment at any reasonable hour:
 - (i) records, books and other financial documents of the Association; and
 - (ii) these Rules.
- (b) A Member may obtain a copy of any of the documents referred to in **Rule 55.3(a)** (excluding the Register) on payment of a fee (if any) of up to AUD \$2.00 for each page copied, at the discretion of the Committee.
- (c) Despite anything else contained in this **Rule 55.3**, the Committee may refuse to permit a Member to inspect or obtain a copy of any of the documents referred to



in **Rule 55.3(a)** that relate to confidential, personal, employment, commercial or legal matters or where it considers that to do so may be prejudicial to the interests of the Association.

56 Register of Members

56.1 Register to be kept

The Secretary must maintain a Register, including:

- (a) the name of each Member and Committee Member;
- (b) the address of each Member and Committee Member; and
- (c) the date on which the Member and Committee Member was entered onto the Register.

56.2 Register can be inspected

The Register of Members must be kept at the principal place of administration of the Association or at the Secretary's residence and must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.

56.3 Copies of the Register of Members

A Member of the Association may obtain a copy of any part of the register on payment of a fee of AUD \$2.00 for each page copied or, if some other amount is determined by the Committee, that other amount.

PART 16 - NOTICES

57 Service of Notices

- (a) For the purpose of these Rules, a notice may be served on or given to a person:
 - (i) by delivering it to the person personally; or
 - (ii) by sending it by pre-paid post to the address of the person;
 - (iii) by sending it by facsimile transmission to a facsimile address specified by the person for giving or serving the notice; or
 - (iv) by sending it by email to an email address specified by the person for giving or serving the notice.
- (b) For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
 - (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post;
 - (iii) in the case of a notice sent by facsimile transmission, on receipt by the sender of an acknowledgement or transmission report generated by the machine from which the facsimile was sent; and



- (iv) in the case of a notice sent by email:
 - (A) when the sender receives an automated message confirming delivery; or
 - (B) 30 minutes after the time sent (as recorded on the device from which the sender sent the email) unless the sender receives an automated message that the email has not been delivered, whichever happens first,

but if the delivery or receipt is on a day which is not a Business Day or is after 5.00 pm (addressee's time) it is deemed to be received at 9.00 am on the following Business Day.

PART 17 - WINDING UP

58 Winding Up

- (a) If any surplus remains following the winding up of the Association, the surplus will be given or transferred to another institution(s) or corporation(s) which has:
 - (i) objects which are similar to the Objects;
 - (ii) a constitution (or equivalent) which requires its income and property to be applied in promoting its objects; and
 - (iii) a constitution (or equivalent) which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Association by **Rule 4.3(b)**.
- (b) The identity of the corporation(s) or institution(s) referred to in **Rule 58(a)** is to be determined by a Special Resolution of the Members in writing at or before the time of dissolution, and failing such determination being made, by application to the Supreme Court of the Australian Capital Territory for determination.

PART 18 - INDEMNITY

59 Indemnity

To the extent permitted by law every Officer (and former Officer) will be indemnified out of the funds of the Association against all costs, expenses and liabilities incurred as an Officer (or former Officer). However, no such Officer (or former Officer) will be indemnified out of the funds of the Association under this Rule unless:

- (a) it is in respect of a liability to another person (other than the Association or a related body corporate to the Association) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (b) it is in respect of a liability for costs and expenses incurred:



- (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or
- (ii) in connection with an application, in relation to such proceedings, in which the Court grants relief to the Officer (or former Officer) under the Associations Act.

60 Payment of Indemnity Policy Premium

- (a) To the extent permitted by law the Association may at the discretion of the Committee enter into or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Association against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both); except for any liability arising out of conduct which contravenes **Rule 39**.
- (b) The Association will have the discretion to approve the terms and conditions of any such policy of insurance.
- (c) Where an Officer (or former Officer) has the benefit of an indemnity under an insurance policy in respect of his or her actions or omissions then the Association will not be required to indemnify the Officer under **Rule 59** except to the extent that the indemnity affected by the insurance policy does not fully cover the person's liability.

61 Indemnity to Continue

The indemnity granted by the Association contained in **Rules 59** and **60** will continue in full force and effect notwithstanding the deletion or modification of that Rule, relating to acts and omissions occurring prior to the date of the deletion or modification.

PART 19 - FINANCIAL YEAR

62 Financial Year

The financial year of the Association is each period of twelve (12) months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

PART 20 - MISCELLANEOUS

63 Insurance

The Association may effect and maintain insurance.



64 Funds

64.1 Source of funds

The funds of the Association are to be derived from:

- (a) entrance fees and annual subscriptions of Members;
- (b) donations;
- (c) registration fees, and
- (d) subject to any resolution passed by the Association, any other sources that the Committee determines.

64.2 Receipt of funds

- (a) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (b) The Association must, as soon as practicable after receiving any money that is not a donation, issue an appropriate receipt.

64.3 Management of funds

- (a) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) Committee Members or employees of the Association, being Members or employees authorised to do so by the Committee.

64.4 Alteration of Objects and Rules

The Objects and these Rules may be altered, rescinded or added to only by a Special Resolution of the Association.



Annexure A Application for Membership of Association (Rule 5)

The Canberra Spiritualist Association Incorporated
(incorporated under the *Associations Incorporation Act 1991 (ACT)*)

I,
(full name of applicant)

of
.....
(address)

.....
(occupation)

hereby declare that I accept the basic principles of Spiritualism, and apply to become a member of the Canberra Spiritualist Association Incorporated. If admitted as a member, I agree to be bound by the Rules of the Association and Code of Conduct for the time being in force.

.....
Applicant's signature

Date

Proposer:

.....
Proposer's signature

.....
Proposer's printed full name

Seconder:

.....
Seconder's signature

.....



Rules of Association
The Canberra Spiritualist Association Inc

Secunder's printed full name



Annexure B Form of Appointment of Proxy

(Rule 29)

The Canberra Spiritualist Association Incorporated
(incorporated under the *Associations Incorporation Act 1991 (ACT)*)

PROXY FORM

1. Your details

(Please print your name and address)

Name: _____

Address: _____

City: _____

State: _____

Postcode: _____

Telephone: _____

being a member of the Canberra Spiritualist Association Incorporated,

2. Hereby Appoints

Name: _____

(Please print name of proxy)

being a member of the [insert name],

or failing the person so named, or if no person is named, the **Presiding Member of the Meeting** to vote in accordance with the following directions or, if no directions have been given, as the proxy or the Presiding Member sees fit at the (annual general meeting / general meeting / special general meeting / Committee Members' meeting / Sub-Committee Members' meeting) of the Canberra Spiritualist Association Incorporated to be held on

.....commencing at..... and any adjournment thereof.
Date *Time*

3. Directions

4. Signature

5. Date