

RULES OF THE Forensic Engineering Society of Australia Inc.

The society has adopted the model rules for an incorporated Society., which are set out in Part 3 of the *Association Incorporation Reform Regulations 2012 (S.R No. 128/2012)* with the amendments to be filed with the Registrar of Incorporated Societies.

1. Name

The name of the incorporated Society is **Forensic Engineering Society of Australia Inc.** (In the Rules called the Society)

2. Purposes

The purposes of the Forensic Engineering Society of Australia Incorporated are

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- a) To provide a forum for education, discussion and promote matters of forensic engineering in order for members to be better informed.
- b) To inform appropriate professional bodies, associations, firms and people in the community from time to time about the range of services provided by the members.
- c) To promote a high standard of consultancy for all relevant pertinent areas of engagement.
- d) To engage in such activities as the Committee of the Society considers desirable for the encouragement or promotion of those aims and in particular to promote the same by conducting and operating regular meetings, discussion nights, conferences or other events including social events and meetings with other bodies or societies involved in the building, drafting, architectural and engineering and building, architectural and associated fields and carrying out such activities primarily in the State of Victoria but, if necessary or desirable in the opinion of the Committee, in any other part of Australia or the world,

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Solely for the purpose of furthering the purpose set out above, the Forensic Engineering Society of Australia Inc. (hereinafter called "the Society") shall have power: -

- a) To take over the funds and other assets and liabilities of any present unincorporated Society.
- b) To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated Society become liable to pay any amount by way of damages or otherwise.
- c) To subscribe to, become a member of and co-operate with any other Society whether incorporated or not, whose objects are altogether or in parts similar to those of the Society provided that the Society shall not subscribe to or support with its funds any club, Society or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of the Rules.
- d) To buy, sell and deal with any kinds of articles, commodities and provisions, both liquid and solid, for the members of the Society or persons frequenting the Society's premises.
- e) To purchase take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Society:-
 - a. Provided that in case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- f) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and exercise of the powers of the Society; to obtain from any such Government or Authority any rights, privileges and concessions which the Society may think it desirable to obtain; and to carry out and exercise and comply with any such arrangements, rights, privileges and concessions.
- g) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Society.
- h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Society's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- i) To invest and deal with the money of the Society not immediately required in such manner as may from time to time be thought fit
- j) To take or otherwise acquire and hold shares, debentures or other securities of any company or body corporate.
- k) To lend and advance money or give credit to any person or body corporate and to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate and otherwise or assist any person or body corporate.
- l) To borrow or raise money either alone or jointly with any person or legal entity in such manner as may be thought proper and whether upon fluctuating advance, account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes, secured or unsecured, debentures or debenture stock, perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Society property or assets present or future and to purchase, redeem or pay off any such securities.
- m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- n) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society.
- o) To take or hold mortgages, liens of charges, to secure payments of the purchase price, or any unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind sold by the Society, or any money due to the Society from purchasers and others.
- p) To take any gift or property whether subject to any special trusts or not, for any one or more of the objects of the Society but subject always to the provisos in paragraph (e).
- q) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient, for the purpose of procuring contributions to the funds of the Society in the shape of donations, annual subscriptions or otherwise.
- r) To print and publish any newspaper, periodical, book or leaflets that the Society may think desirable for the promotion of its objects.
- s) To amalgamate with any one or more incorporated Societies having objects altogether or in part similar to those of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Society under or by virtue of the Rules.
- t) To purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any one or more of the incorporated Societies with which the Society is authorised to amalgamate.
- u) To transfer all or any part of the property, assets, liabilities and engagements of the Society to any one or more of the incorporated Societies with which the Society is

authorised to amalgamate.

- v) To make donations for patriotic, charitable or community purposes.
- w) Without derogating from any other power herein contained, to negotiate with Insurance Companies, agents, underwriters or brokers with a view to obtaining insurance of any type, and (without limiting the generality of the foregoing) in particular professional indemnity insurance against claims for negligence, defamation or such other matters as the Committee may determine as being appropriate, both on behalf of the Society and on behalf of individual members of the Society.
- x) To establish and support or aid in the establishment and support of Societies, institutions, funds, trusts and conveniences calculated to benefit members or past members of the Society or its predecessors or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or usual object and, in particular, to arrange for superannuation or similar benefits for members of the Society.
- y) To apply to the relevant authority under the current Liquor Control Act for such liquor licenses as the Committee may deem fit and, in particular, but without limiting the generality of the foregoing, a Club license or club permit and to maintain and renew any license granted pursuant to any such application and to do all such acts and things necessary or desirable in connection with such application, holding, maintenance and renewal and after the grant of such license, to carry on any Club (if a Club license or permit is granted) in accordance with the provisions or the said Liquor Control Act.
- z) To do all such other things as are incidental or conducive to the attainment of the objects *and* exercise the powers of the society.

3 Financial Year

The financial year of the Society is each period of 12 months ending on 30th June.

4 Definitions

In these Rules—

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

associate member means a member referred to in rule 11(2);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

Committee means the Committee having management of the business of the Society;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under Rule 51, Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Society convened under rule 23(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Society convened in accordance with Part 4 and includes an

annual general meeting, a special general meeting and a disciplinary appeal meeting;

honorary member means a member referred to in Rule 11 (5):

member means a member of the Society;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting,

retired member means a member referred to in rule 11 (4):

social member means a member referred to in rule 11(3);

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

The Act means the **Association's Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF SOCIETY

5 Powers of Society

- (1) Subject to the Act, the Society has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Society may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) Open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Society may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Society must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Society from paying a member—
 - (a) Reimbursement for expenses properly incurred by the member; or
 - (b) For goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated Society must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated Society is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Society must have at least 5 members.

8 Who is eligible to be a member

Any person who supports the purposes of the Society is eligible for membership.

9 Application for membership

- (1) To apply to become a member of the Society, a person must submit a written application to a committee member stating that the person—
 - (a) wishes to become a member of the Society; and
 - (b) supports the purposes of the Society; and
 - (c) agrees to comply with these Rules.
 - (d) provides the relevant information per the application form
- (2) The application—
 - (a) must be signed by the applicant; and
 - (b) to be accompanied by the application/entrance fee.

Note

The application/entrance fee is the fee (if any) determined by the Society under rule 12(3).

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any prepaid membership money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11 New membership

- (1) The Committee of the Society may from time to time as it deems fit make or revoke by-laws setting out criteria to be complied with, and qualifications to be held, or achieved, by any nominee for membership of the Society.
- (2) A natural person interested in or intending to become a member of the Society but not yet experienced to the level required of a member of the society may be accepted as a member of the Society in the category Associate Member subject to being nominated by two Members of the Society, the admission approved by the Committee and in paying of the entrance fee and annual subscription payable under the rules. An Associate Member may not move or second motions, vote or hold office.
 - (a) Associate Members may apply to be elevated to a full membership after gaining 2 years appropriate experience as a building consultant with the application supported by the nomination of two members of the Society.
- (3) A natural person interested in regularly attending meetings of the Society and participating in the fellowship and information networking of the Society but not qualified in the technical matters required for membership may be accepted as a member of the Society in a category Social Membership

subject to being nominated by two Members of the Society, the admission approved by the committee and on the paying of the entrance fee and the annual subscription payable under these rules. A Social Member may not move or second motions, vote or hold office.

- (4) A member who wishes to remain as a member of the Society after retiring may do so as follows---
 - (b) Must have been a prior member for period as set out by the Committee;
 - (c) Must apply to the Committee for the membership;
 - (d) Provide the Committee with a Statutory Declaration stating that they have retired as a Consultant with in the definition for a Member.
 - (e) A retired member may not move or second motions, vote or hold office.

- (5) The Committee at its discretion, may invite a person who is considered to have a high standing in any of the professions or trades relevant to the Society, to be an Honorary Member of the Society.
 - (f) The Committee may at its discretion set a token Membership fee for the position of Honorary Membership; and
 - (g) Honorary Members may not move or second motions, vote or hold office.

- (6) If an application for membership is approved by the Committee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

- (7) A person becomes a member of the Society and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Committee approves the person's membership; or
 - (b) the person pays the joining fee.

12 Annual subscription and fee on joining

- (1) Prior to the end of the financial year the committee shall determine—
 - (a) the amount of the annual subscriptions relevant to the class of membership (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.

- (2) The Committee may determine that a lower annual subscription is payable by associate, social and retired members.

- (3) The Society may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Society.

- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is

paid.

13 General rights of members

- (1) A member of the Society who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Society as provided under rule 71; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member is a member other than an associate, social, retired or an honorary member; and
 - (b) more than 10 business days have passed since he or she became a member of the Society; and
 - (c) the member's membership rights are not suspended for any reason.

14 Associate members

- (1) Associate members of the Society include—
 - (a) any members under the age of 21 years; and
 - (b) any other category of member as determined by special resolution at a general meeting.
- (2) An associate, social, retired or honorary member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

15 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Society, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17 Resigning as a member

- (1) A member may resign by notice in writing given to the Society.

Note

Rule 70(3) sets out how notice may be given to the Society. It includes by post or by handing the notice to a member of the committee.

- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

18 Register of members

- (1) The Secretary and Treasurer must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an associate, social, retired or honorary member, a note to that effect;
 - (v) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of

Members.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

The Society may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Society; or
- (c) has engaged in conduct prejudicial to the Society.

20 Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Committee members, members of the Society or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Society proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or

- (iii) expel the member from the Society.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Society under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) To the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Society who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Society.

- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Society—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Society but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE SOCIETY

30 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Society to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of

- any special general meeting held since then;
- (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of the Society during the preceding financial year; and
 - (ii) the financial statements of the Society for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the ordinary members of the Committee every second year;
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special general meetings

- (1) Any general meeting of the Society, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Society must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Society—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5).

- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Society no later than 24 hours before the commencement of the meeting.

35 Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in any other case—

- (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of 75% of members present at the meeting, adjourn the meeting to another time at the same place or at another place. Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (2) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (3) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

40 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

- (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Society; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

42 Role and powers

- (1) The business of the Society must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Society except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Society.
- (3) The Committee may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

43 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or

- (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

44 Composition of Committee

The Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) ordinary members (if any) elected under rule 51.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Society complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Society; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Society.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

46 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.

- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

47 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated Society.
- (2) The Secretary must—
 - (a) in conjunction with the treasurer maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Society and, except for the financial records referred to in rule 48(3), all books, documents and securities of the Society in accordance with rules 68 and 71; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Society and issue receipts for those moneys in the name of the Society; and
 - (b) ensure that all moneys received are paid into the account of the Society within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Society from the Society's funds; and
 - (d) ensure payments are signed by at least 2 committee members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Society are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Society and their certification by the Committee prior to their submission to the annual general meeting of the Society.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Society.
- (4) The Treasurer must----

- (a) In conjunction with the Secretary maintain the register of members in accordance with Rule 18:

Division 3—Election of Committee members and tenure of office Committee of Management

- (5) The affairs of the Society shall be managed by the committee of management.
- (6) The committee -
 - (a) shall control and manage the business and affairs of the Society; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Society; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Society.
- (7) Seven members shall be elected committee members, in accordance with the provisions of Rule 23, who shall remain members of the committee until the next election, which shall be held at every second subsequent annual general meeting of the Society.
- (8) The committee shall have the power to appoint a member to fill any casual vacancy on the committee that may arise from time to time.
- (6) The committee shall have the power to co-opt any member of the Society as an additional member of the committee as it shall see fit, but the number of additional members of the committee shall not exceed four such members.

49 Office holders

- (1) The officers of the Society shall be-
 - (a) a President;
 - (b) a Vice President;
 - (c) a Treasurer; and
 - (d) a Secretary.

- (2) The officers of the Society shall be elected by the committee at the first meeting of the committee after their election at the annual general meeting of the Society.
- (3) Each officer of the Society shall hold office until the commencement of the first committee meeting following the second annual general meeting after the date of his or her election but is eligible for re- election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office until the commencement of the first committee following the second year after the date of the election of the officer whose vacation of office gave rise to the casual vacancy the member was appointed to fill.
- (5) The President shall only serve a maximum two (2) consecutive terms, but may stand again after the expiration of a normal term (2 Years).

50 Ordinary members of the committee

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the second annual general meeting after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Society to fill the vacancy and the member appointed shall hold office subject to these Rules until the conclusion of the next annual general meeting next following the date of the appointment.

51 Election of committee members

- 1) Nominations of candidates for election as members of the committee must be in writing, signed by one member of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination; and if insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 2) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 3) If the number of nominations exceeds the number of vacancies to be filled, a postal ballot must be held.
- 4) The ballot for the election of members of the committee must be conducted prior to the annual general meeting in such manner as the committee may direct.
- 5) Timetable for the postal ballot shall be as follows;
 - (a) Request for nominations 35 days prior to the AGM via email

- (b) Nomination forms to be submitted to the Secretary/ Returning Officer 28 days prior to the AGM
 - (c) Voting forms issued 14 days prior to the AGM
 - (d) Election votes returned to Returning Officer by 12.00 noon 3 days prior to the AGM.
 - (e) The ballot to be counted by the Returning Officer prior to the AGM and the result of the election to be announced at the AGM
- 6) If any positions are vacant at the AGM they may be filled at the meeting as directed by the committee.

52 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - (a) ceases to be a member of the Society; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 63; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

Division 4—Meetings of Committee

53 Meetings of Committee

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Society at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

54 Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.

- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

55 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 55 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

56 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

57 Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

58 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 58) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 55.

59 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

60 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Society is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Society.

62 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 61.

63 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.

- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

64 Source of funds

The funds of the Society may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

65 Management of funds

- (1) The Society must open an account with a financial institution from which all expenditure of the Society is made and into which all of the Society's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Society, the Committee may approve expenditure on behalf of the Society.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Society (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Society must be deposited into the financial account of the Society no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

66 Financial records

- (1) The Society must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Society must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

67 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Society are met.
- (2) Without limiting subrule (1), those requirements include—

- (a) the preparation of the financial statements;
- (b) if required, the review or auditing of the financial statements;
- (c) the certification of the financial statements by the Committee;
- (d) the submission of the financial statements to the annual general meeting of the Society;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

68 Common seal

- (1) The Society may have a common seal.
- (2) If the Society has a common seal—
 - (a) the name of the Society must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

69 Registered address

The registered address of the Society is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

70 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or SMS, per the last email address or mobile phone number provided by the member.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Society or the Committee may be given—
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or

- (d) if the Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Society or the Secretary.

71 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Society, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Society referred to in this rule and the Society may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Society and includes the following—

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Society.

72 Winding up and cancellation

- (1) The Society may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Society, the surplus assets of the Society must not be distributed to any members or former members of the Society.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Society and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

73 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Society.

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