

CONSTITUTION OF HOLLYWOOD PRIVATE HOSPITAL RESEARCH FOUNDATION INCORPORATED

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STATEMENT OF OBJECTS

The objects of the association are as follows:

To advance medical knowledge and improve patient care. Research will be conducted, administered and directed by members of the Research Foundation. The proposed research will occur within Hollywood Private Hospital, or will significantly involve Hollywood Private Hospital.

The property and income of the association must be applied solely towards the promotion of the objects of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to the members of the association, except in good faith in the promotion of those objects.

Powers

- (1) Subject to the Act and to the Regulation the association may do all things necessary or convenient for carrying out its objects and in particular, may:
 - (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money:
 - (i) in any security in which trust moneys may be invested; or
 - (ii) in any other manner authorised by the rules of the association;
 - (d) borrow money upon such terms and conditions as the association thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the association as the association thinks fit;
 - (f) appointed agents to transact any business of the association on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.
- (2) The association may act as trustee and accept and hold real and personal property upon trust, but the association does not have power to do any act or thing as a trustee that, if done otherwise than a trustee, would contravene the Act or the rules of the Association.

RULES

PART 1: PRELIMINARY

Name/Definitions

1. (1) The name of the association will be **“Hollywood Private Hospital Research Foundation Incorporated”**.
- (2) In these rules, except in so far as the context or subject-matter otherwise indicates or requires:

“association” means the Hollywood Private Hospital Research Foundation Incorporated;

“member” means a member of the association except where otherwise specified;

“ordinary member” means a member of the committee who is not an office-bearer of the association, as referred to in rule 15(2);

“secretary” means the person holding office under these rules as secretary of the association;

“special general meeting” means a general meeting of the association other than an annual general meeting;

“the act” means the Associations Incorporation Act 1987;

“the Regulation” means the Associations Incorporation Regulation 1988.
- (3) In these rules
 - (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (4) The provision of the Interpretation Act 1984 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART 2: MEMBERSHIP

Membership qualifications

2. A person shall be eligible to apply for membership to the association if they are:

- a) a member of staff at Hollywood Private Hospital, or
- b) a Visiting Medical Practitioner at Hollywood Private Hospital, or
- c) invited to apply for membership by the Board

Application for membership

3. An application for membership of the association shall be made in such manner or form as is determined by the committee without discrimination from time to time, and shall be lodged with the secretary of the association.
 - (1) The secretary shall, as soon as practicable after application, request the applicant to pay within the period of 28 days the sum payable under these rules by a member as entrance fee and annual subscription.
 - (2) The secretary shall, on payment by the applicant of the amounts referred to in clause 9 (1) and 9 (2) within the period referred to in that clause, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the association.

Cessation of membership

5. A person ceases to be a member of the association if the person:
 - (a) dies;
 - (b) defaults in paying all amounts payable under clause 9
 - (b) resigns that membership; or
 - (c) is expelled from the association.

Membership entitlements

6. (1) A right, privilege or obligation which a person has by reason of being a member of the association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.
- (2) A member which is a company or partnership must, and a member who is an individual may, appoint in writing a natural person as the representative of that member.
- (3) A representative so appointed may exercise all the rights to which a member is entitled under these rules for so long as that person is the representative.
- (4) The rights which a nominee may exercise include the right to be elected to any position within the association and its committees.

- (5) A member may change the representative, but a representative who is elected to any body or position within the association does not cease to hold office on ceasing to be the representative.
- (6) A member who is an individual and who has appointed a representative cannot exercise any of the rights of a member until the appointment is cancelled in writing.
- (7) The member is responsible for the actions of a representative, and is subject to any disciplinary action which may be taken against a member in respect of the actions of the representative.
- (8) A member is entitled to request funding for specific research projects or other research activities as allowed by the Board and which: occur within Hollywood Private Hospital, or will significantly involve Hollywood Private Hospital and; require funding to resource the proposed research.

Resignation of membership

- 7. (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member of the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the association ceases to be a member pursuant to clause 7(2), and in every other case where a member ceases to hold membership, the secretary shall make an appointment entry in the register of members recording the date on which the member ceases to be a member.

Register of members

- 8. (1) The secretary of the association shall establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

Fees, subscriptions etc.

9. (1) A member of the association shall, upon admission to membership, pay to the association a fee of \$1 or, where some other amount is determined by the committee, of that other amount.
- (2) In addition to any amount payable by the member under clause 9(1), a member of the association shall pay to the association an annual membership fee of \$26 or, where some other amount is determined by the committee, of that other amount:
 - (a) except as provided by paragraph (b), before 1st July in each calendar year; or
 - (b) where the member becomes a member on or after 1st July in any calendar year – upon becoming a member and before 1st July in each succeeding calendar year.
- (3) A person ceases to be a member of the association if:
 - (a) in the case of members paying by annual subscription:
 - (i) the annual subscription or any other money owed by the member is six months overdue; and
 - (ii) a letter has been sent to the member stating:
 - (a) that the subscription or other amount is overdue, and
 - (b) that membership will be cancelled if the money due is not paid within one month of the date of the letter; and
 - (iii) the amount stated in the letter has not been paid at the end of that time.
 - (b) in the case of members paying by payroll deduction:
 - (i) the member elects to cease their subscription by payroll deduction, or
 - (ii) the member ceases employment at Hollywood Private Hospital,
 - (iii) except where a member commences an annual subscription within three (3) months of ceasing subscription by payroll deduction, then the person continues to be a member of the association.

Members' liabilities

10. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 9.

Disciplining of members

11. (1) Where the committee is of the opinion that a member of the association:
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association,
- the committee may, by resolution:
- (c) expel the member from the association; or
 - (d) suspend the member from membership of the association for a specified period.
- (2) A resolution of the committee under clause 11(1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause 3, confirms the resolution in accordance with this rule.
- (3) Where the committee passes as resolution under clause 11(1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting out the resolution of the committee and the grounds on which it is based;
 - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at the meeting;
 - (ii) submit to the committee at or prior to the date of that meeting written representation relating to the resolution.
- (4) At a meeting of the committee held as referred to in clause 11(3), the committee shall,
- (a) give to the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and

- (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the committee confirms a resolution under clause 11(4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under clause 12.
- (6) A resolution confirmed by the committee under clause 11(4) does not take effect:
 - (a) 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; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to clause 12(4).

Right of appeal of disciplined member

- 12. (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under clause 11(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under clause 12(1), the secretary shall notify the committee which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice.
- (3) At a general meeting of the association convened under clause 12(2):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3: UNDERTAKING OF RESEARCH

- 13. Members of the association shall undertake research as determined by the committee.

- (1) Members may request funding for a research project or other research activity which is to be conducted at Hollywood Private Hospital or significantly involves Hollywood Private Hospital.
- (2) A research project or other research activity must comply with the objects and regulations of the constitution of the association, by laws and all terms and conditions as determined by the association.
- (3) The committee will review requests for funding and distribution of funding to members.
- (4) The procedures for application for funding and their review shall be made in such a manner or form as is determined by the committee without discrimination from time to time.
- (5) The committee may appoint a Scientific Review Subcommittee or other advisory body or obtain independent expert advice to provide recommendations on the review of an application for funding.

PART 4: THE COMMITTEE

Powers etc of the committee

14. (1) The committee shall be called the committee of management of the association and, subject to the Act, the regulation and these rules and to any resolution passed by the association in general meeting:
 - (a) shall control and manage the affairs of the association;
 - (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association;
 - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.
- (2) The committee shall have power to make from time to time 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 from time to time such By-Laws. Such By-Laws shall not be inconsistent with this constitution.

Constitution and membership

15. (1) Subject to the cease of the first members of the committee to section 21 of the Act, the committee shall consist of:
 - (a) the office-bearers of the association; and

- (b) No less than 3 ordinary members and no greater than 7 ordinary members.
- (2) The office-bearers of the association shall be:
 - (a) the president;
 - (b) the vice-president;
 - (c) the treasurer; and
 - (d) the secretary.
- (3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) The president, treasurer and secretary of the association shall be current staff members employed by Hollywood Private Hospital.

Election of members

- 16. (1) The committee must appoint a person to be the returning officer for the annual elections. The returning officer need not be a member of the association and must not be a candidate or a member of the immediate family of a candidate at the elections.
- (2) The returning officer is responsible for the conduct of the elections and may decide any relevant matter which is not determined by this rule.
- (3) The returning officer shall call for nominations for election as a member of the committee at least one month before the date of the annual general meeting. All members shall be notified of the call for nominations.
- (4) Nominations must be:
 - (a) in writing;
 - (b) signed by the nominator; and
 - (c) signed by the candidate,and must reach the address nominated by the returning officer in the call for nominations by the date stated on the call for nominations.
- (5) A candidate may provide with the nomination a statement not exceeding 200 words in support of the nomination.

- (6) If the number of nominations exceeds the number of positions vacant, the returning officer shall prepare and send a ballot paper to each member at least two weeks before the date set for the annual general meeting. The returning officer shall also send with the ballot paper a document containing statements provided by the candidates, in the order in which the names appear on the ballot paper. The returning officer shall not include any statements which are abusive or defamatory.
- (7) The order on the ballot paper must be determined by lot.
- (8) In order to vote, the member shall indicate on the ballot paper, in accordance with voting instructions contained on the ballot paper, the name(s) of the member's preferred candidate(s).
- (9) Completed ballot papers shall be received at the address set out in the call for nominations by 5 p.m. on the last working day before the date of the annual general meeting.
- (10) The returning officer must count the votes and report the results to the annual general meeting.
- (11) If insufficient nominations are received by the close of nominations, the returning officer must declare those nominated to be elected, and further nominations must be called for at the annual general meeting.
- (12) If more nominations are received at the annual general meeting than there are vacancies, a ballot must be conducted by the returning officer at the annual general meeting. If the returning officer is not present at the annual general meeting, the meeting may appoint another person to conduct the ballot.
- (13) The decision of the returning officer on any matter relating to the elections is final, and no appeal may be brought from that decision.

Secretary

17. (1) The secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee;
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

Treasurer

18. It is the duty of the treasurer of the association to ensure that:
- (a) all money due to the association is collected and received and that all payments authorised by the association are made;
 - (b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.

Casual vacancies

19. For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies;
 - (b) ceases to be a member of the association;
 - (c) becomes an insolvent under administration within the meaning of the Corporations Law;
 - (d) resigns office by notice in writing given to the secretary;
 - (e) is removed from office under clause 20;
 - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.
 - (h) ceases to be employed by Hollywood Private Hospital under clause 15(5)

Removal of member

20. (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the committee to whom a proposed resolution referred to in clause 20(1) relates makes representations in writing of the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or president may send a copy of the representations to each member of the association or, if these are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Meetings and quorum

21. (1) The committee shall meet at least 3 times in each period of 12 months at such place and time as the committee may determine.

- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed to treat as urgent business).
- (4) Notice of a meeting given under clause 21(3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of the meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president shall preside; or
 - (c) if the president and the vice-president are absent or unwilling to act as such, one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.
- (9) A meeting of the committee may be held as a telephone or video conference. The procedure set out in these Rules for a meeting of the committee shall apply except that the members participating are not required to be present in the same room.
- (10) Committee members of either the association and/or the Scientific Review Sub Committee shall not be present in the same room, at a meeting while recommendations for funding requests are being presented, should the member have a direct or indirect interest in the research project been discussed.

Delegation by committee to sub-committee

22. (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

- (a) this power of delegation; and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
 - (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as time or circumstances, as may be specified in the instrument of delegation.
 - (4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
 - (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
 - (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
 - (7) A sub-committee may meet and adjourn as it thinks proper.

Voting and decisions

- 23. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any one question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 21(5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any effect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.
- (5) The committee may make decisions at times outside of the conduct of scheduled meetings, where:

- (a) The president at his discretion determines there is business requiring a decision by the committee before the next scheduled meeting.
- (b) The Secretary shall forward the relevant documents and the proposed motion to all members of the committee by post or email.
- (c) A minimum of five (5) working days shall be allowed for committee members to respond.
- (d) Members may vote on the motion by return post, fax or email.
- (e) A motion will be passed if a minimum of five (5) members respond and a simple majority cast a positive vote.
- (f) At the request of any member, the business shall be deferred to the next scheduled meeting.

PART 5: GENERAL MEETINGS

Annual general meetings – holding of

- 24. (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 4 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 2 months after the expiration of the first financial year of the association.
- (3) Clause (1) and (2) have effect subject to any extension or permission granted by the Commissioner under s23(1) of the Act.

Annual general meetings – calling of and business at

- 25. (1) The annual general meeting of the association shall, subject to the Act and to the clause 24, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

- (b) to receive from the committee reports upon the activities of the association during the last preceding financial year;
 - (c) to elect office-bearers of the association and ordinary members of the committee; and
 - (d) to receive and consider the association accounts which are required to be submitted to members pursuant to s26 of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

Special general meetings – calling of

26. (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 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 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause 26(4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

Notice

27. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's

address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause 27(1) specifying, in addition to the matter required under clause 27(1), the intention to propose the resolution as a special resolution.
- (3) No business other than specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 25 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

Procedure

28. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall 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.
- (4) 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 not less than 5) shall constitute a quorum.

Presiding member

29. (1) The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

Adjournment

30. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses 30(1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

Making decisions

31. (1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson by not less than 3 members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

Special resolution

32. A special resolution of the association is a special resolution if it is passed by a majority which comprises not less than three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which no less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

Voting

33. (1) Upon any question arising at a general meeting of the association a member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) 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.

Appointment of proxies

34. (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the prescribed form ("Form of Appointment of Proxy"), which may be amended as is determined by the committee without discrimination from time to time.

PART 6: MISCELLANEOUS

Insurance

35. (1) The association may effect and maintain such insurance as the committee determines.

Funds – source

36. (1) The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations and, subject of any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

Funds – management

37. (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

Alteration of objects and rules

38. The statement of objects and these rules may be altered, rescinded or added to only be a special resolution of the association.

Common seal

39. (1) The common seal of the association shall be kept in the custody of the secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the secretary.

Custody of books etc.

40. Except as otherwise provided these rules, the secretary shall keep his or her custody or under his or her control all records, books and other documents relating to the association.

Inspection of books etc.

41. The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

Service of notices

42. (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting of the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

- (3) A notice or other document may be sent by fax or electronic mail, if the person or organisation to whom it is addressed has notified an address applicable to that system.

A document sent by either of those systems is taken to have been received:

- (a) when the sender by either of those systems is taken to have been received;
- (b) at the latest, on the first business day after the date of sending.

Payment etc. of office bearers and members

43. A member of the committee shall not be appointed to any salaried office of the association or any office of the association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the committee except:
- (a) repayment of out-of-pocket expenses;
 - (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the association's bankers for money lent to the association; and
 - (c) reasonable and proper rent for premises to the association.

Vacation of office

44. Without limiting the operation of clause 19, the office of a member of the committee shall become vacant if:
- (a) a member holds an office of profit in the association; or
 - (b) the member is directly or indirectly interested in any contract or proposed contract with the association.

Notification of proposed alteration of rules

45. A proposed alteration of the rules, the statement of objects or the name of the association shall be notified to:
- (a) the Commissioner for Corporate Affairs in the manner required by the Act, and
 - (b) the Commissioner of Taxation.

Income distribution on winding up

46. (1) (a) The income and property of the association must be used and applied solely in promotion of its purposes and the exercise of its powers, and no proportion may be distributed paid or transferred directly or indirectly to or amongst the members.
- (b) This rule does not prevent the payment in good faith of:
- (i) interest to any member on money advance by the member to the association or otherwise owing to the member;
 - (ii) remuneration to any officers or servants of the association or to any member of the association for services actually rendered;
 - (iii) out of pocket expenses;
 - (iv) money lent;
 - (v) reasonable and proper charges for goods hired to the association;
 - (vi) reasonable and proper rent for premises lent to the association.
- (c) This rule does not prevent the provision of services to a member to which he would be entitled in accordance with the purposes if not a member.
- (2) (a) If:
- (i) the association is wound up in accordance with the provisions of the Act; and
 - (ii) any property remains after satisfaction of all liabilities;
- It must not be paid to or distributed amongst the members.
- (b) Distribution of surplus property must be distributed to some other incorporated association that has been approved under Division 30 of the Income Tax Assessment Act 1997. This must be determined in accordance with a resolution of the members of the association, or, in the absence of such a resolution, by the Commissioner.

Notification of winding up

47. In the event that the association is wound up in accordance with the provisions of the Act, notification of the date of winding up shall be given to the Commissioner of Taxation.