

RULES OF ASSOCIATION

1. Name of Association

- 1.1 The name of the Association is the Gilbert & Sullivan Society of Western Australia Inc. ("the Society").

2. Definitions

- 2.2 In these rules, unless the contrary intention appears-

"annual general meeting" is the meeting convened under paragraph (b) of rule 16 (1);

"Board of Management meeting" means a meeting referred to in rule 15;

"Board member" means a person referred to in rule 10.1;

"convene" means to call together for a formal meeting;

"department" means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

"Executive" means the combination of the President, Senior and Junior Vice-Presidents, the Secretary and the Treasurer;

"financial year" means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Society and ending on 31 December; and thereafter each period commencing 1 January and ending on 31 December in the following year;

"general meeting" means a meeting to which all members are invited;

"member" means member of the Society;

"ordinary resolution" means a resolution other than a special resolution;

"poll" means voting conducted in written form (as opposed to a show of hands);

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the Society who are entitled under the rules of the Society to vote and vote in person or, where proxies or postal votes are allowed by the rules of the Society by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Society or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the Society present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 1987*;

"the Society" means the Association referred to in rule 1;

"the Chairperson" means-

- (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10.1 or, if that person is unable to perform his or her functions, the Vice Chairperson;

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

"the Board" means the Board of Management of the Society referred to in rule 10.1;

"the Secretary" means the Secretary referred to in paragraph (d) of rule 10.1;

"the Treasurer" means the Treasurer referred to in paragraph (e) of rule 10.1;

"the Vice-Chairperson" means the Senior Vice-President referred to in paragraph (b) of rule 10.1.

3. Objects of Association

3.1 The objects of the Society are-

- (a) To maintain intact the tradition of the Gilbert and Sullivan operas and to perpetuate and honour the memory of Sir William Schwenck Gilbert and Sir Arthur Seymour Sullivan;
- (b) To foster, cultivate and stimulate the acquisition of knowledge of the musical works of Sir Arthur Seymour Sullivan and the poetical, dramatic and operatic works of Sir William Schwenck Gilbert, and in particular the comic operas jointly composed and written by Sir William Schwenck Gilbert and Sir Arthur Seymour Sullivan;
- (c) To study in detail, learn, read, publicly perform and in any suitable manner acquire and disseminate knowledge of the said works, their history and origin;
- (d) To establish support and provide financial assistance to any Trust or Foundation having amongst its objects any of the objects of the Society;
- (e) To carry out all or any of the above objects and do all such other things as are incidental or as the Board may think conducive, to the attainment of the above objects or any of them.

3.2 The property and income of the Society shall be applied solely towards the promotion of the objects of the Society and no part of that property or income

may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4. Powers of Society

4.1 The powers conferred on the Society are the same as those conferred by the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Society may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- (a) raise money and solicit and accept donations, bequests and gifts of money and property from all sources;
- (b) acquire, hold, deal with, and dispose of any real or personal property;
- (c) open and operate bank accounts;
- (d) invest its money -
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Society;
- (e) borrow money upon such terms and conditions as the Society thinks fit;
- (f) give such security for the discharge of liabilities incurred by the Society as the Society thinks fit;
- (g) appoint agents to transact any business of the Society on its behalf;
- (h) enter into any other contract it considers necessary or desirable; and
- (i) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Society.

5. Qualifications for membership of Society

5.1 The classes of membership of the Society are as follows-

- (a) Life Membership – Life Membership shall be conferred by ordinary resolution at an annual general meeting on recommendation from the Board. Life Members shall have full voting rights, be eligible to hold office under these rules and have access to all benefits and privileges of membership;
- (b) Ordinary Membership – is open to any natural person 18 years of age or over. Ordinary Members shall have full voting rights, be eligible to hold office under these rules and have access to all benefits and privileges of membership;
- (c) Dual Membership – is open to two natural persons who reside at the same postal or residential address. Both persons in a Dual Membership individually shall have full voting rights and be eligible to hold office provided that person is 18 years of age or over. Both persons shall have access to all benefits and privileges of membership excepting that only

one copy of any correspondence will be sent to the postal address for both persons in the Dual Membership.

- (d) Junior Membership – is open to any natural person under the age of 18 years. Junior Members are not entitled to vote or hold office under these rules but otherwise shall have access to all benefits and privileges of membership; and
- (e) Associate Membership – is open to any entity other than a natural person. Associate Members are not entitled to vote or hold office under these rules, but otherwise shall have access to all benefits and privileges of membership.

5.2 With the exception of Life Members, any person or entity who wishes to become a member must apply for membership to the Board in writing-

- (i) signed by that person; and
- (ii) in such form as the Board from time to time directs.

5.3 The Board members must consider each application made under rule 5.2 at a Board meeting and must at the Board meeting or the next Board meeting accept or reject that application.

5.4 An applicant whose application for membership of the Society is rejected under rule 5.3 must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.

5.5 When notice is given under rule 5.4, the Society in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Society in the general meeting.

6. Register of members of Society

6.1 Subject to rule 6.2 below, the Society must keep and maintain in an up-to-date condition a register of the members of the Society and their postal or residential addresses and, upon the request of a member of the Society, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

6.2 The Society must keep and maintain a separate register of Junior Members and their postal and residential addresses for the purpose of providing information and correspondence to them on behalf of the Society, however in accordance with the privacy laws and to protect the identity of Junior Members, their membership details will only be supplied for that purpose and will not be supplied to any members seeking to inspect the register.

6.3 The register must be so kept and maintained at the Society's place of business.

- 6.4** The name of a person who dies or who ceases to be a member for any other reason must be deleted from the register of members referred to in rule 6.1.

Subscriptions of members of Society

- 7.1** The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- 7.2** Each member must pay to the Treasurer, annually on or before 1 January or such other date as the Board from time to time determines, the amount of the subscription determined under rule 7.1.
- 7.3** Subject to rule 7.4, a member whose subscription is not paid within 3 months after the relevant date fixed by or under rule 7.2 ceases on the expiry of that period to be a member, unless the Board decides otherwise.
- 7.4** A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under rule 7.2 or within 3 months thereafter, or such other time as the Board allows.

8. Termination of membership of the Society

- 8.1** Membership of the Society may be terminated upon-
- (a) receipt by the Secretary or another Board member of a notice in writing from a member of his or her resignation from the Society. Such person remains liable to pay to the Society the amount of any subscription due and payable by that person to the Society but unpaid at the date of termination; or
 - (b) non-payment by a member of his or her subscription within three months after the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise in accordance with rule 7.3; or
 - (c) expulsion of a member in accordance with rule 9.

9. Suspension or expulsion of members of Society

- 9.1** If the Board considers that a member should be suspended or expelled from membership of the Society because his or her conduct is detrimental to the interests of the Society, the Board must communicate in writing, to the member-
- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct,
- not less than 30 days before the date of the Board meeting referred to in paragraph (a).

- 9.2** At the Board meeting referred to in a notice communicated under rule 9.1, the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that member from membership of the Society and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- 9.3** Subject to rule 9.5, a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under rule 9.2.
- 9.4** A member who is suspended or expelled under rule 9.2 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in rule 9.3.
- 9.5** When notice is given under rule 9.4 -
- (a) the Society in a general meeting, must either confirm or set aside the decision of the Board to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Society in the general meeting; and
 - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel him or her is confirmed under this sub-rule.

Board of Management

- 10.1** Subject to rule 10.9, the affairs of the Society will be managed exclusively by a Board of Management consisting of-
- (a) a President;
 - (b) a Senior Vice-President;
 - (c) a Junior Vice-President
 - (d) a Secretary;
 - (e) a Treasurer;
 - (f) the Immediate Past President; and
 - (g) six (6) other persons as Ordinary Board Members, unless there is no Immediate Past President, then the number of Ordinary Board Members is seven (7),
- all of whom must be members of the Society who are eligible to hold office.
- 10.2** Board members must be elected to membership of the Board at an annual general meeting or appointed under rule 10.8.
- 10.2.1** Prior to the election of the Board members at the first annual general meeting to be held after the adoption of these rules, a ballot will be held to choose half of that number of Ordinary Board members who will cease to be Board members, but will be eligible for re-election to membership of

the Board. In addition the Junior Vice-President and Secretary will also cease to be Board Members but will also be eligible for re-election to membership of the Board.

- 10.3** Subject to rules 10.2.2 and 10.8 a Board member's term will be from his or her election at an annual general meeting until the election of Board members at the second annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Board.

10.3.1 Thus each year, subject to vacancies occurring, there should be available for election at each annual general meeting half the positions as Ordinary Members of the Board plus either:

- (a) the President, Senior Vice-President and Treasurer; or
- (b) the Junior Vice-President and Secretary

positions open for election.

- 10.4** Except for nominees under rule 10.7, a person is not eligible for election to membership of the Board unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-

- (a) the nominator; and
- (b) the nominee to signify his or her willingness to stand for election, to the Secretary not less than 14 days before the day on which the annual general meeting concerned is to be held.

- 10.5** A person who is eligible for election or re-election under this rule may -

- (a) propose or second himself or herself for election or re-election; and
- (b) vote for himself or herself.

- 10.6** If the number of persons nominated in accordance with rule 10.4 for election to membership of the Board does not exceed the number of vacancies in that membership to be filled-

- (a) the Secretary must report accordingly to; and
- (b) the Chairperson must declare those persons to be duly elected as members of the Board at,

the annual general meeting concerned.

- 10.7** If vacancies remain on the Board after the declaration under rule 10.6, additional nominations of Board members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Board. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.

- 10.8** If a vacancy remains on the Board after the application of rule 10.7, or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Board-

- (a) the Board may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will -
 - (i) hold office until the election referred to in rule 10.2; and
 - (ii) be eligible for election to membership of the Board, at the next following annual general meeting.
- 10.9** The Board may delegate, in writing, to one to more Board Committees (consisting of such member or members of the Society as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than-
- (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or any other law.
- 10.10** Any delegation under rule 10.9 shall be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
- 10.11** The Board may, in writing, revoke wholly or in part any delegation under rule 10.9.
- 11 Chairperson and Vice-Chairperson**
- 11.1** Subject to this rule, the President must preside at all general meetings and Board meetings.
- 11.2** In the event of the absence from a general meeting of-
- (a) the President, the Senior Vice-President; or
 - (b) both the President and the Senior Vice-President, the Junior Vice-President; or
 - (c) all of the President, and the Senior and Junior Vice-Presidents, a member elected by the other members present at the general meeting,
- must preside at the general meeting.
- 11.3** In the event of the absence from a Board meeting of-
- (a) the President, the Senior Vice-President; or
 - (b) both the President and the Senior Vice-President, the Junior Vice-President; or
 - (c) all of the President, and the Senior and Junior Vice-Presidents, a Board member elected by the other Board members present at the Board meeting,
- must preside at the Board meeting.

12. Secretary

12.1 The Secretary must-

- (a) co-ordinate the correspondence of the Society;
- (b) keep full and correct minutes of the proceedings of the Board and of the Society;
- (c) comply on behalf of the Society with the Act-
 - (i) with respect to the register of members of the Society, as referred to in rule 6;
 - (ii) by keeping and maintaining in an up-to-date condition the rules of the Society and, upon the request of a member of the Society, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) by maintaining a record of -
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Society provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Society under rule 22; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Society,and subject to rule 6.2 the Secretary must, upon the request of a member of the Society, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Society, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

13. Treasurer

13.1 The Treasurer must-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Society and must issue receipts for those moneys in the name of the Society;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Society as the Board may from time to time direct;
- (c) make payments from the funds of the Society with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Board member, or by any two others as are authorised by the Board;

- (d) comply on behalf of the Society with the Act with respect to the accounting records of the Society by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Society;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Society to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Society to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Society accounts of the Society showing the financial position of the Society at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Society, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

14. Casual vacancies in membership of Board

14.1 A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member-

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Board;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) 3 consecutive Board meetings; or
 - (ii) 3 Board meetings in the same financial year;
 without tendering an apology to the person presiding at each of those Board meetings or seeking and receiving a leave of absence from the Board of which meetings the member received notice, and the Board has resolved to declare the office vacant;
- (f) ceases to be a member of the Society; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board member.

15. Proceedings of Board

15.1 The Board must meet together for the dispatch of business not less than 6 times in each year and the Chairperson, or at least half the members of the Board, may at any time ask the Secretary to, or may themselves by giving notice to all Board members convene a meeting of the Board.

15.1.1 Notice of Board meetings must be given at least 14 days prior to the date set for the meeting, unless the issue to be dealt with is urgent such that those calling the meeting consider there to be an unacceptable risk to the Society, its property or its members if the meeting is not held within the 14 day notice period.

15.2 Each Board member has a deliberative vote.

15.3 A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote.

15.4 At a Board meeting five (5) Board members constitute a quorum.

15.5 Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.

15.6 As required by the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Society is established), must-

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
- (b) not take part in any deliberations or decision of the Board with respect to that contract.

15.7 Rule 15.6 paragraph (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Society.

15.8 The Secretary must cause every disclosure made under Rule 15.6 paragraph (a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

16. General meetings

16.1 The Board-

- (a) may at any time convene a special general meeting;
- (b) must convene annual general meetings within the time limits provided for the holding of such meetings by the Act, that is, in every calendar year

within 4 months after the end of the Society's financial year or such longer period as may in a particular case be allowed by the Commissioner; and

- (c) must, within 35 days of-
 - (i) receiving a request in writing to do so from not fewer than 20 members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 9.4, convene a general meeting to deal with the appeal to which that notice relates.
- (d) must, after receiving a notice under rule 5.4, convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Society at that next annual general meeting in relation to the Board's rejection of his or her application and the Society at that meeting must confirm or set aside the decision of the Board.

16.2 The members making a request referred to in Rule 16.1(c) (i) must-

- (a) state in that request the purpose for which the special general meeting concerned is required including any resolutions they seek to be considered at the special general meeting; and
- (b) sign that request.

16.3 If a special general meeting is not convened within the relevant period of 35 days referred to in -

- (a) rule 16.1 (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
- (b) rule 16.1 (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Board.

16.4 When a special general meeting is convened under rule 16.3 (a) or (b) the Society must pay the reasonable expenses of convening and holding the special general meeting.

16.5 Subject to rule 16.7, the Secretary must give to all members not less than 28 days notice of a special general meeting and that notice must specify-

- (a) when and where the general meeting concerned is to be held; and
- (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted including any resolutions to be put for the members' consideration.

16.6 Subject to rule 16.7, the Secretary must give to all members not less than 28 days notice of an annual general meeting and that notice must specify-

- (a) when and where the annual general meeting is to be held;
- (b) the particulars and order in which business is to be transacted, as follows-
 - (i) first, the consideration of the accounts and reports of the Board;
 - (ii) second, the election of Board members to replace outgoing Board members; and

- (iii) third, any other business requiring consideration by the Society at the general meeting.

- 16.7** A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 28 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in rule 16.5 and 16.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 16.8** The Secretary must give a notice under rule 16.5, 16.6 or 16.7 by-
- (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.
- 16.9** When a notice is sent by post under rule 16.8 (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- 16.10** The Board of Trustees by notice signed by each of the Trustees provided to the Secretary may convene a general meeting.
- 16.11** Where a general or annual general meeting has been called and Board Members are to be elected, then notice of the general or annual general meeting shall refer to such election and invite members to advise the Secretary no later than 14 days prior to the meeting if they wish to cast their vote by post.
- 16.11.1** Where the Secretary has received the notice that a member wishes to cast their vote by post then the Secretary will send the appropriate ballot papers to the member for completion no later than 10 days prior to the meeting.
 - 16.11.2** The ballot papers will be in the form approved by the Board.
 - 16.11.3** Only those ballot papers received by the Secretary no later than the day of the meeting and prior to the commencement of the meeting will be accepted and counted in the election.
 - 16.11.4** Vote via postal ballot is only available in relation to election of Board members.

17. Quorum and proceedings at general meetings

- 17.1** At a general meeting twenty (20) members present in person constitute a quorum.

- 17.2** If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16.5 or 16.6-
- (a) as a result of a request or notice referred to in rule 16.1 (c) or as a result of action taken under rule 16.3 a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 17.3** If within 30 minutes of the time appointed by rule 17.2 (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 17.4** The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 17.5** There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 17.6** When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 17.7** At a general meeting-
- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to rule 17.9; and
 - (b) a special resolution put to the vote will be decided in accordance with the Act as defined in rule 2, and, if a poll is demanded, in accordance with rules 17.9 and 17.11.
- 17.8** A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with rule 17.9.
- 17.9** At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 17.10** If a poll is demanded and taken under rule 17.9 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 17.11** A poll demanded under rule 17.9 must be taken immediately on that demand being made.

18. Minutes of meetings of Society

18.1 The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.

18.2 The Chairperson must ensure that the minutes taken of a general meeting or Board meeting under rule 10.1 are checked and signed as correct by the Chairperson of the general meeting or Board meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Board meeting, as the case requires.

18.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

- (a) the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

19. Voting rights of members of Society

19.1 Subject to these rules, each member present in person at a general meeting, and entitled to vote according to their class of membership, is entitled to a deliberative vote.

20. Rules of Society

20.1 The Society may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in the Act, which is as follows-

- (a) Subject to rule 20.1 (d) and 20.1 (e), the Society may alter its rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Society), the Society must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the Society as so altered conform to the requirements of this Act;
- (c) An alteration of the rules of the Society does not take effect until rule 20.1 (b) is complied with;
- (d) An alteration of the rules of the Society having effect to change the name of the Society does not take effect until rule 20.1 (a) to 20.1 (c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the rules of the Society having effect to alter the objects or purposes of the Society does not take effect until rule 20.1 (a) to 20.1 (c) are

complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

- 20.2** These rules bind every member and the Society to the same extent as if every member and the Society had signed and sealed these rules and agreed to be bound by all their provisions.

21. Trustees

- 21.1** The affairs of the Society will be overseen by a Board of Trustees (“the Trustees”) made up of 3 persons who are financial members of the Society and are elected at the first general meeting after the adoption of these rules and thereafter at any general meeting after one Trustee ceases to be eligible as a Trustee.
- 21.2** A person elected as a Trustee ceases to be a Trustee if they:
- (a) die;
 - (b) resign by giving notice in writing to the postal address of the Society addressed to the Secretary;
 - (c) cease to be a financial member;
 - (d) commit an offence referred to under the Act; or
 - (e) are removed by resolution of a general meeting of the membership.
- 21.3** When the Secretary receives notice or information which he or she verifies that a Trustee has ceased to be eligible to be a Trustee, the Secretary will call a general meeting to elect a new Trustee.
- 21.4** The method of Nomination for a Trustee is to be the same as for a Board member.
- 21.5** The Board of Trustees shall have the following powers:
- (a) To construe, after consultation with the Board of Management, this Constitution for all purposes, such construction to be final and binding on all members unless rescinded by a general meeting;
 - (b) To make recommendations and give advice to the Board of Management
- 21.6** The Board of Trustees shall meet at least 3 times each financial year of which at least 2 meetings shall be with the Executive of the Board of Management at which the Board of Management will report on the affairs of the Society to the Board of Trustees.

22. Patron

- 22.1** The Society may have at any one time up to 2 Patrons.

22.2 The position of Patron is created to be a distinguished person of the community whose holding of such office and by providing their support to the Society brings benefit to the Society.

22.3 The office of Patron of the Society shall be bestowed:

- (a) after the Board has ascertained that the proposed Patron is prepared to act in accordance with this rule;
- (b) by ordinary resolution at an annual general meeting on recommendation from the Board.

22.4 The office of Patron of the Society shall cease if:

- (a) the Patron dies;
- (b) the Patron resigns by notice in writing delivered to the President;
- (c) they are the subject of an ordinary resolution passed at a general meeting of the members terminating his or her appointment.

23. Common seal of Society

23.1 The Society must have a common seal on which its corporate name appears in legible characters.

23.2 The common seal of the Society must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in rule 18.

23.3 The affixing of the common seal of the Society must be witnessed by any two of the President, the Secretary and the Treasurer.

23.4 The common seal of the Society must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

24. Inspection of records, etc. of Society

24.1 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Society with the exception of the register of Junior Members.

25. Disputes and mediation

25.1 The grievance procedure set out in this rule applies to disputes under these rules between-

- (a) a member and another member; or
- (b) a member and the Society; or
- (c) if the Society provides services to non-members, those non-members who receive services from the Society, and the Society.

- 25.2** The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 25.3** If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 25.4** The mediator must be-
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Society;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by rule 24.1 (c)) and the Society, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 25.5.** A member of the Society can be a mediator.
- 25.6** The mediator cannot be a member who is a party to the dispute.
- 25.7** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 25.8** The mediator, in conducting the mediation, must-
- (a) give the parties to the mediation process every opportunity to be heard;
 - (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 to the dispute throughout the mediation process.
- 25.9** The mediator must not determine the dispute.
- 25.10** The mediation must be confidential and without prejudice.
- 25.11** If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- 26. Distribution of surplus property on winding up of Society**
- 26.1** If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another Society incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which Society shall be determined by resolution of the members.