

CONSTITUTION

OF THE

AUSTRALIAN MOTORCYCLE COUNCIL INCORPORATED

UNDER THE ASSOCIATIONS INCORPORATION ACT 1985

OF SOUTH AUSTRALIA

INCORPORATED 3 OCTOBER 2002

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**CONSTITUTION OF THE AUSTRALIAN MOTORCYCLE COUNCIL
INCORPORATED UNDER THE ASSOCIATIONS INCORPORATION ACT 1985 OF
SOUTH AUSTRALIA**

1. NAME

The name of the Association shall be: Australian Motorcycle Council Incorporated (hereinafter called "The Association").

2. OBJECTS AND PURPOSES OF THE ASSOCIATION

The basic objects of the Association are:

- (1) To promote and improve all aspects of road safety concerning motorcycling in Australia;
- (2) To promote, improve and protect the recreational use of motorcycles in Australia;
- (3) To promote and improve, at all levels, the full knowledge, awareness, understanding and acceptance of motorcyclists' welfare and safety needs in Australia; and
- (4) To promote the safe and convenient use of motorcycles in Australia.

3. POWERS OF THE ASSOCIATION

In pursuance of its objects the powers of the Association shall be deemed to include:

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- (b) the buying and selling, and supplying of, and dealing in, goods of all kinds;
- (c) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;

- (e) the taking of such steps from time to time as the Executive Committee or the Members may deem expedient, for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;
- (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Executive Committee or the members may think desirable for the promotion of the objects and purposes of the Association;
- (g) the borrowing and raising of money in such manner and on such terms as the Executive Committee may think fit, or as may be approved or directed by resolution passed by the Association, and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon, or over all or any of the real or personal property of the Association;
- (h) subject to the provisions of the Trustees Ordinance 1957, the investment of any moneys of the Association not immediately required for any of its objects or purposes, in such manner as the Executive Committee may from time to time determine;
- (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection 78(1) of the Income Tax Assessment Act 1936 relates;
- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes; and
- (k) the establishment and support or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association.

4. RULES OF THE ASSOCIATION

In these rules, unless the contrary intention appears -

- (1) (a) "Associate" means any organisation from time to time admitted to associate membership pursuant to Rule 5 and whose name appears on the Register of Members maintained by the Secretary of the Association, but shall not mean organisations admitted to Constituent membership.
- (b) "The Act" means the South Australian Associations Incorporations Act 1985 as amended
- (c) "Bank" means a bank or other financial institution and "banker" and "banking" have corresponding meanings.

- (d) "Conference" means the Annual Conference of the Association.
 - (e) "Constituent" means any organisation admitted to Constituent membership pursuant to Rule 5 hereof, and whose name appears on the Register of Members maintained by the Secretary of the Association, but shall not mean organisations admitted to Associate membership.
 - (f) "Days" means clear days.
 - (g) "Delegate" means the representative of a Member at any Meeting of the Association.
 - (h) "Executive Committee" means the members for the time being of the Executive Committee hereby constituted.
 - (i) "Meeting" means the Annual Conference of the Association or an Extraordinary General Meeting.
 - (j) "Member" means Constituent and Associate members.
 - (k) "Motorcycling" shall refer to and cover, the self propelled locomotion of motorcycles and their derivatives, and is deemed to include all transport by motorcycles.
 - (l) "Motorcyclist" means any person engaged or connected with any form of motorcycling.
 - (m) "Secretariat" means the office of the Secretary together with all staff and functions attached to it from time to time.
 - (n) "Secretary" means the Secretary of the Association, and includes the person acting for the time being as such.
- (2) Words importing the singular also include the plural and vice versa.
- (3) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- (4) Words or expressions shall be interpreted in accordance with the provision of the Interpretation Ordinance 1937, and that Ordinance as in force on the date on which these rules are adopted by the Association.
- (5) Words importing the masculine gender only, include the feminine gender also.

5. MEMBERSHIP OF THE ASSOCIATION

- (1) Any organisation formed in the interest of motorcyclists as may be approved by the Association other than an organisation formed in the interests of the motor trade, may make application in writing for admission as a Constituent or Associate of the Association. Such application shall be accompanied by the first year's annual subscription prescribed by Rule 29 hereof. No such organisation shall be admitted to Constituent or Associate membership except upon resolution of the Association and at an Extraordinary General Meeting of the Association, or at the next Annual Conference thereof.
- (2) A Member of the Association may, at any time, resign from the Association by delivering or sending by post to the Secretary, a written notice of resignation giving one month's notice of its intention to do so, provided that no member shall withdraw from the Association without paying all subscriptions falling due before the expiration of such notice.
- (3) Upon the expiration of a period of one month from the receipt of a notice and the payment of all subscriptions payable under sub-rule (2) of this Rule, the Secretary shall remove the name of the Member by whom the notice was given from the Register of Members, whereupon that Member ceases to be a Member of the Association.
- (4) A right, privilege, or obligation of an organisation by virtue of its membership of the Association -
 - (a) is not capable of being transferred to another person or organisation;
and
 - (b) terminates upon the cessation of its membership, whether by resignation or otherwise.
- (5) The liability of a Member 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 29.
- (6) The Secretary of the Association shall keep and maintain a Register of Members of the Association and shall enter any prescribed particulars in the Register.
- (7) The Secretary shall make the Register of Members available for inspection by members at reasonable times at the address of the Public Officer of the Association, or at the registered office of the Association, or at any other place in the territory nominated by the Executive Committee.
- (8) In each Annual Return furnished by the Association, it shall publish the place at which the Register of Members is available for inspection.

- (9) An entry in the register of members with the name of any Member, shall constitute proof of membership, and the entry of the address of any Member shall constitute the address for service of that Member for all notices to be served pursuant to these Rules.

6. INCOME AND PROPERTY OF ASSOCIATION

- (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any Member of the Association.
- (2) The Executive Committee shall not -
- (a) appoint a person who is a member of the governing body of a Constituent, or who is a member of the Executive Committee, to any office of the Association, to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
 - (b) Pay to any such person, any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (3) Nothing in the foregoing provisions of this Rule prevents the payment in good faith, to a person who is a member of the governing body of a Constituent, a servant or an officer of the Association of -
- (a) remuneration in return for services actually rendered to the Association, or for goods supplied to the Association in the ordinary course of business;
 - (b) interest at current bank overdraft rate on money lent; or
 - (c) a reasonable and proper sum by way of rent for premises let to the Association.
- (4) If, upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities of any property whatsoever, the same shall not be paid to, or distributed amongst, members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property, among its or their members, to an extent at least as great as is imposed on the Association under or by virtue of sub-rule (1) of this Rule, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and in default, thereof by such Judge of the Supreme Court of the Australian Capital Territory as may have or acquire jurisdiction in the matter.

- (5) The income of the Association will be derived from:
 - (a) subscriptions pursuant to Rule 29 hereof;
 - (b) sponsorship, if any;
 - (c) donations from Members, if any;
 - (d) grants, advances or subsidies provided by the Government or any statutory authority.
- (6) All cheques drafts bills of exchange promissory notes and other negotiable instruments shall be signed by any two Officers of the Executive Committee of the Association.
- (7) 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.
- (8) The Association shall, as soon as practicable, after receiving any money issue an appropriate receipt.

7. ACCOUNTS OF RECEIPTS AND EXPENDITURE

- (1) True accounts shall be kept -
 - (a) of all sums of money received and expended by the Association, and the matter in respect of which the receipt of expenditure takes place; and
 - (b) of the property, credits and liabilities of the Associationand, subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the Members of the Association.
- (2) The Association shall keep and maintain accounting records that correctly record and explain the transactions (including any transactions as trustee) and the financial position of the Association.
- (3) The Association shall keep its accounting records in such a way that:
 - (a) true and fair accounts of the Association can be prepared from time to time; and
 - (b) a statement of the accounts of the Association can conveniently and properly be audited in accordance with the Act.

- (4) The Association shall retain its accounting records for at least seven (7) years after the transactions to which they relate were completed.
- (5) The accounts books and records referred to in this Rule and in Rule 22C shall be kept at the Association's office or at such other place as the Executive Committee may decide.

8. BANKING AND FINANCE

- (1) The Treasurer of the Association shall, on behalf of the Association, receive all moneys paid to the Association and forthwith after the receipt thereof, issue official receipts therefor.
- (2) The Executive Committee shall cause to be opened with such bank as the Executive Committee selects, a banking account in the name of the Association into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
- (3) The Executive Committee may receive from the Association's bank or bankers for the time being, the cheques drawn by the Association on any of its accounts with the bank or bankers, and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- (4) Except with the authority of the Executive Committee, no payment of a sum exceeding ten dollars shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account, but the Executive Committee may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Executive Committee may impose.
- (5) No cheques shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the Executive Committee
- (6) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments, shall be signed by the Treasurer or, in his absence, by such other member or members of the Executive Committee as the Executive Committee may nominate for that purpose, and shall be countersigned by a nominee of the Executive Committee.

9. AUDITOR

- (1) At each Annual Conference of the Association, the Constituent present shall appoint a person who is not a member of the governing body of a Constituent, or the public officer of the Association, as the Auditor of the Association.
- (2) A person so appointed shall hold office until the Annual Conference next after that at which he is appointed, and is eligible for re-appointment.
- (3) The first Auditor of the Association may be appointed by the Executive Committee before the first Annual Conference, unless previously removed by a resolution of the Constituents, in which case the Constituents may appoint an Auditor to act until the first Annual Conference.
- (4) If an appointment is not made at an Annual Conference, the Executive Committee shall appoint an Auditor of the Association for the then current financial year of the Association.
- (5) If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Association, the Executive Committee may appoint a person as the Auditor, and the person so appointed shall hold office until the next succeeding Annual Conference.

10. AUDIT OF ACCOUNTS

- (1) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the Auditor.
- (2) The Auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the Members present at the Annual Conference
- (3) In his report, and in certifying as to the accounts, the Auditor shall state:
 - (a) whether he has obtained the information required by him;
 - (b) whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his disposal and the explanation given to him and as shown by the books of the Association; and
 - (c) whether the rules relating to the administration of the funds of the Association have been observed.
- (4) Within two weeks of the close of the financial year of the Association, the Treasurer of the Association shall cause to be delivered to the Auditor, a list of all the accounts, books and records of the Association.

- (5) The Auditor -
- (a) has a right of access to the accounts, books, records, vouchers, and documents of the Association;
 - (b) may require from the servants of the Association, such information and explanations as may be necessary for the performance of his duties as auditor;
 - (c) may employ persons to assist him in investigating the accounts of the Association; and
 - (d) may, in relation to the accounts of the Association, examine any Member of the Executive Committee, or any servant of the Association.

11. ANNUAL CONFERENCES

- (1) The Association shall, in each year, hold an Annual Conference.
- (2) The Annual Conference shall be held on such day (being not later than three months after the close of the financial year of the Association) as the Executive Committee may determine, subject to such direction as the Association may give by resolution of the Constituents.
- (3) The Annual Conference shall be in addition to any other meetings that may be held in the same year.
- (4) The Annual Conference shall be specified as such in the notice convening it.
- (5) The ordinary business of the Annual Conference shall be:
 - (a) to confirm the minutes of the last preceding Annual Conference;
 - (b) to receive from the Executive Committee, Auditor, and servants of the Association, reports upon the activities of the Association during the preceding financial year;
 - (c) to elect the Officers of the Association;
 - (d) to appoint the Auditor and determine his remuneration;
 - (e) to determine the remuneration of servants of the Association;
 - (f) to consider resolutions notice of which has been given;
 - (g) to receive and consider, the statement of accounts and the reports that are required to be submitted to Members pursuant to subsection 35 of the Act; and
 - (h) general business

- (6) The Annual Conference may transact other business of which notice is given in accordance with these rules.
- (7) The Annual Conference of the Association shall be held at such place as from time to time shall be approved by the Association.
- (8) Nothing in this Rule shall prevent an Annual Conference being adjourned to a date later than three months after the close of the financial year of the Association, provided that an adjourned Annual Conference, if it is adjourned for more than one day, shall commence no later than 10 o'clock in the forenoon of the last Saturday of the financial year of the Association.

12. EXTRAORDINARY GENERAL MEETINGS

- (1) The Executive Committee shall, at the direction of the Chairman or on the requisition in writing of not less than one-fourth of the Members, convene an Extraordinary General meeting of the Association.
- (2) A requisition for an Extraordinary General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and delivered to the Secretary of the Association and may consist of several documents in like form, each signed by one or more of the requisitionists.
- (3) A requisition of Members for an Extraordinary 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 Executive Committee fails to convene an Extraordinary General Meeting within one month after the 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 an Extraordinary General Meeting, to be held not later than three months after that date.
- (5) An Extraordinary General Meeting convened by a Member or Members referred to in sub-rule (4), shall be convened as nearly as is practicable, in the same manner as Extraordinary General Meetings are convened, by the Chairman of the Executive Committee, and any Member who thereby incurs expenses shall be entitled to be reimbursed by the Association for any reasonable expense so incurred.

- (6) All meetings other than the Annual Conference shall be called Extraordinary General Meetings.

13. DELEGATES OF MEMBERS

- (1) Each Member shall be entitled to be represented by two Delegates at a meeting.
- (2) Each Member shall, upon receipt of notice of a meeting, appoint its Delegates and written advice of the names of such Delegates shall reach the Secretary at least 48 hours before the time.
- (3) Where a Member does not notify the Secretary of the name of its delegates in accordance with sub-rule (2) of this Rule and the meeting is adjourned, the Member shall be entitled to be represented by its Delegates at the adjourned meeting, provided written advice of the names of such Delegates reaches the Secretary at least 48 hours before the time.
- (4) A Member may at any time -
 - (a) Appoint any person to be a substitute Delegate at a meeting.
 - (b) Revoke the appointment of any Delegate or substitute Delegate to any meeting and appoint any person in place of the person originally appointed as Delegate or substitute Delegate, provided, however, that no Delegate shall represent more than one Constituent.

14 BUSINESS AND QUORUM AT MEETINGS

- (1) No item of business shall be transacted at a meeting unless a quorum of Members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (2) Delegates representing one-half of Constituents, being Delegates -
 - (a) of whom the Secretary has received notification in accordance with Rule 13 or the substitutes of such Delegates;
 - (b) entitled under these rules to vote; and
 - (c) being personally present, constitute a quorum for the transaction of the business of a meeting of the Association.
- (3) If within one hour after the appointed time for the commencement of an Extraordinary General Meeting a quorum is not present, the meeting shall be dissolved.

- (4) If within one hour after the appointed time for the commencement of an Annual Conference a quorum is not present, the meeting shall stand adjourned to a place and time to be determined by the Chairman of the meeting.
- (5) The Chairman of a meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time, and place to place.

15. CHAIRMAN TO PRESIDE AT GENERAL MEETINGS

- (1) The Chairman, or in his absence the Secretary, shall preside as Chairman at every meeting of the Association.
- (2) If the Chairman and the Secretary are both absent from a meeting, the Delegates of Constituents present shall elect a person present to preside as Chairman thereat.

16. ADJOURNMENT OF MEETINGS

- (1) Where a meeting is adjourned for more than one day, but for less than fourteen days, the Chairman of the meeting shall notify each Member, orally or in writing and before the day to which the meeting is adjourned, of the time and place to which the meeting has been adjourned.
- (2) Where a meeting is adjourned for fourteen days or more, the Secretary shall notify each member of –
 - (a) the time and place to which the meeting has been adjourned; and
 - (b) all unfinished business on the agenda paper prepared for the original meeting, such notice to be served in accordance with Rule 31 at least 7 days before the date to which the meeting is adjourned.
- (3) Except as provided in the foregoing provisions of this Rule, it is not necessary to give any notice of an adjourned meeting.
- (4) If at an adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the Delegates there present shall constitute a quorum.

17. DETERMINATION OF QUESTIONS ARISING AT MEETINGS

A question arising at a meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the result of the show of hands a poll, whether by secret ballot or otherwise, is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously, or

carried by a particular majority or lost, and an entry to that effect in the minute book at 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.

18. VOTES

- (1) Subject to sub-rule (2) hereof, the voting rights of Constituents shall be exercised at a meeting by the Delegates of such Constituents.
- (2) Only one Delegate of each Constituent shall be entitled to exercise the vote of that Constituent, provided however that the Chairman shall, at any meeting of the Association and whether or not he is also Delegate of a Constituent, be entitled to vote on any motion or question before any such meeting aforesaid.
- (3) Questions arising at any meeting of the Association shall be determined by a three-fourths majority of votes of Delegates voting thereat.
- (4) An Associate shall be entitled to be represented at any meeting of the Association by its Delegates, provided however that such Delegates shall not be entitled to vote on any matter under consideration by the meeting.
- (5) In addition to Delegates representing members, accredited officers of Members also may attend any meeting of the Association, for the purpose of assisting Delegates present thereat.
- (6) Persons other than the Delegates of Members and officers of the Association, shall not be entitled to take part in the discussion of any matter before the meeting unless invited to do so by resolution of the Constituents.

19. TAKING OF POLL

If at a meeting, a poll on any question is demanded, it shall be taken at that meeting in such manner, subject to any demand for a secret ballot, as the Chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

20. WHEN POLL TO BE TAKEN

A poll that is demanded on the election of a Chairman in accordance with Rule 15, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

21. AFFAIRS OF ASSOCIATION TO BE MANAGED BY EXECUTIVE COMMITTEE

- (1) The affairs of the Association shall be managed by the Executive Committee constituted as provided in Rule 23.
- (2) The Executive Committee:
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by Members of the Association;
 - (c) subject to the Ordinance and these Rules, has power to perform all such acts and things as appear to the Executive Committee to be essential, for the proper management of the business and affairs of the Association, and
 - (d) shall appoint a member of a Constituent or an Officer of the Association to be the Public Officer, and who shall be a resident of South Australia. The Public Officer shall act until he resigns, or his successor is appointed by the Executive Committee.

22. OFFICERS OF THE ASSOCIATION

- (1) The offices and Officers of the Association shall be:
 - (a) The Chairman;
 - (b) The Secretary; and
 - (c) The Treasurer
- (2) An Officer of the Association need not be a member of a Constituent or Associate.
- (3) The provisions of sub-rules (2), (3) and (4) of Rule 24, so far as they are applicable and with the necessary modifications, apply to, and in relation to, the election of persons to any of the Offices mentioned in sub-rule (1) of this Rule.
- (4) Each Officer of the Association shall hold Office until the conclusion of the Annual Conference, next after the date of his election or appointment, or until a successor is elected, whichever first occurs.

- (5) In the event of a casual vacancy in any Office mentioned in sub-rule (1) of this Rule, the remaining members of the Executive Committee elected in accordance with Rule 24 shall call for nominations (to be signed by two members of the Governing Body of one or more Members) of persons to fill the vacant office and may appoint a person so nominated to fill the vacant office.
- (6) Nothing in this Rule shall prevent an elected or appointed Officer of the Association from being eligible for re-election.
- (7) (a) (1) The Chairman of the Association shall be responsible for the general direction of the Association, and for putting into effect the Association's policies and resolutions.
 - (2) The Chairman shall be the Association's primary point of contact with outside organisations.
 - (3) Except as otherwise determined by the Chairman, he shall be the Association's sole media spokesperson.
- (8) (a) The Secretary of the Association shall as soon as practicable after being appointed as Secretary notify the Association of his or her address and thereafter notify the Association forthwith of any change of address.
 - (b) The Secretary shall keep minutes of:
 - (1) all elections and appointments of Officers;
 - (2) the names of members of the Executive Committee present at an Executive Committee Meeting or an Extraordinary General Meeting; and
 - (3) all proceedings at Executive Committee Meetings and Extraordinary General Meetings.
 - (4) The Secretary shall ensure that minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
 - (5) The Secretary shall conduct the correspondence of the Association
 - (6) The Secretary shall maintain contact with the bodies with which the Association is affiliated and shall inform the Association of all matters relating to such bodies.

- (c) The Treasurer of the Association shall:
- (1) Collect and receive all moneys due to the Association and make all payments authorised by the Association.
 - (2) Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
 - (3) Present an annual budget for the then current financial year of the Association, for approval by the Members of the Association at its Annual Conference.
 - (4) Be responsible for the custody and safe keeping of all instruments and securities of the Association.

23. CONSTITUTION OF THE EXECUTIVE COMMITTEE

- (1) The Executive Committee shall consist of:
 - (a) the Officers of the Association; and
 - (b) two (2) ordinary committee members each of whom shall be elected pursuant to Rule 24 or appointed in accordance with sub-rule (3) hereof.
- (2) Each ordinary Committee Member shall, subject to these Rules, hold office until the conclusion of the Annual Conference following the date of the member's election, but is eligible for re-election.
- (3) In the event of a vacancy in the membership of any ordinary Committee Member, the Executive Committee may appoint any person to fill the vacancy, and the person so appointed shall hold office subject to these Rules until the conclusion of the Annual Conference, next following the date of the appointment.

24. ELECTION OF MEMBERS OF EXECUTIVE COMMITTEE

- (1) Nominations of candidates for election as officers of the Association -
 - (a) shall be made in writing, signed by two members of the Governing Body of one or more Members, and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and the resume of the candidate;
 - (b) shall be delivered to the Secretary at least one week before the date fixed for the holding of the Annual Conference; and

- (c) shall be circulated, with the resume, to Members prior to the Annual Conference.
- (2) If insufficient nominations are received to fill all vacancies on the Executive Committee, further nominations shall be received at the Annual Conference for the purpose of filling the remaining vacancies.
- (3) 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.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers shall be taken by secret ballot, which shall be under the control of a Returning Officer appointed by the Association, and the preferential system of voting as defined in paragraphs 1128 to 1131 of "Guide for Meetings and Organisations" by N E Renton published by The Law Book Company of Australasia Pty Ltd 1961, shall be used.
- (6) The ballot for the election of Officers and ordinary members of the Executive Committee shall be conducted at the Annual Conference, in such manner as the Conference may direct.
- (7) A person is not eligible to simultaneously hold more than one position of Officer of the Association.

25. VACATION OF OFFICE

For the purposes of these Rules a vacancy in the Office of a member of the Executive Committee occurs if the member -

- (a) dies;
- (b) becomes bankrupt, or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors;
- (c) becomes of unsound mind;
- (d) resigns his office, by writing under his hand, addressed to the Executive Committee;
- (e) ceases to be resident in Australia;
- (f) is removed from office pursuant to Rule 32,
- (g) becomes insolvent under administration within the meaning of The Corporations Law,

- (h) has been convicted, whether in or outside the territory, of:
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of three (3) months or more;
within the period of five (5) years;
- (i) is absent without the consent of the Executive Committee from two consecutive meetings of the Executive Committee,
- (j) if at an Extraordinary General Meeting of the Association, a special resolution of the Delegates resolves that the member be removed from office; or
- (k) if the Executive Committee removes the member from office pursuant to Rule 32 and thereafter carries into effect the process required pursuant to that Rule pertaining to the removal of a member from office.

26. MEETINGS OF THE EXECUTIVE COMMITTEE AND SUB-COMMITTEES

- (1) The Executive Committee shall meet at such places and at such times as the Executive Committee may determine.
- (2) Any three members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- (3) No business shall be transacted at a meeting of the Executive Committee unless a quorum is present.
- (4) At meetings of the Executive Committee, the Chairman, or in his absence, the Secretary, shall preside.
- (5) Questions arising at meetings of the Executive Committee or of any sub-committee appointed by the Executive shall be determined on a show of hands or, if demanded by a member thereof, by a poll taken in such manner as the person presiding at the meeting may determine.
- (6) Each Officer present at a meeting of the Executive Committee, is entitled to one vote and, in the event of an equality of votes of any question, the person presiding may exercise a second or casting vote.
- (7) Oral or written notice of a meeting of the Executive Committee shall be given by the Secretary to each Officer at least forty eight (48) hours (or such other period as may be unanimously agreed on by the Officers) before the time appointed for the holding of the meeting.

- (8) Notice of a meeting given under sub-rule (7), 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 Officers present at the meeting unanimously agree to treat as urgent business.
- (9) If within half an hour after 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 following day.
- (10) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (11) A resolution of the Executive Committee, reduced to writing and signed by all Officers of the Association, shall be deemed to be a resolution passed at a duly constituted and convened meeting of the Executive Committee, whether the Officers concerned actually attended at a duly convened meeting or not.
- (12) For the purposes of the preceding sub-rule, facsimile transmissions may be combined to constitute a resolution reduced to writing, and signed by the Officers of the Executive Committee.
- (13) A telephone conference between all Officers of the Association, if convened in accordance with sub-rule (7), hereof shall be deemed to constitute a meeting of the Executive Committee.
- (14) Any act or thing done, or suffered or purporting to have been done or suffered by the Executive Committee or by a sub-committee appointed by the Executive Committee, is valid and effectual, notwithstanding any defect that may afterwards be discovered in the appointment or disqualification of any Officer, or the want of due process in the convening of any meeting, or the passing of any resolution thereat, if the same be ratified and confirmed in writing by the Officers concerned, or at an Extraordinary General Meeting or Annual conference by a majority of the Delegates of the Association attending and voting thereat.

27. DISCLOSURE OF INTEREST IN CONTRACTS, ETC.

- (1) A member of the Executive Committee who has any direct or indirect pecuniary interest in a contract or proposed contract to which the Association is, or may be, a party, shall:
 - (a) as soon as the interest becomes apparent to him or her - disclose the nature and extent of the interest to the Executive Committee;
and
 - (b) disclose the nature and extent of the interest at the next Extraordinary General Meeting or Annual Conference of the Association, whichever shall be the sooner.

- (2) A member of the Executive Committee of the Association who has an interest in a contract or proposed contract referred to in sub-rule (1) shall not take part in making any decision with respect to the contract or proposed contract but may subject to Section 31 of the Act participate in any deliberations of the Committee with respect to the contract or proposed contract.

28. SUB-COMMITTEES AND EXECUTIVE COMMITTEES

- (1) The Executive may at any time appoint such sub-committees as it may think fit and shall prescribe the powers and function thereof.
- (2) The Executive Committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of Constituents or Associates of the Association.
- (3) Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- (4) The Chairman of the Association is responsible for calling meetings of any sub-committee.
- (5) Written notice of each sub-committee meeting shall be served on each member of the sub-committee, by delivering it to him at a reasonable time before the meeting, or by sending it by post in a prepaid letter addressed to him at his usual or last known place of abode, in time to reach him in due course of post before the date of the meeting.

29. ANNUAL SUBSCRIPTION

- (1) Each member shall make annual subscriptions towards the funds of the Association, in such amount and in such manner as the association may determine.
- (2) The Association shall issue to each Member written notification of the annual subscription due.
- (3) Annual subscriptions for the following year shall, subject to such instalment arrangements as are approved by the association, fall due -
 - (a) in the case of Members represented by one or more Delegates at an Annual Conference at which Members' annual subscriptions are set -at the close of the Annual Conference, and
 - (b) in any other case - seven days after the issue to a Member of written notification of the amount, manner, and such approved instalment arrangements, as apply to subscriptions payable by that Member.

- (4) Where a Constituent fails to pay its annual subscriptions or an approved instalment thereon within one month of the due date, that constituent shall, subject to sub-rule 5 of this Rule, forfeit its rights as a constituent and shall be afforded the status of an Associate.
- (5) Where a Member (being an Associate or a Constituent, having the status of an Associate), fails to pay its annual subscriptions or an approved instalment thereon within two months of the due date, that member shall forfeit its rights as a Member.
- (6) Upon receipt of an amount payable by a Member as arrears of annual subscriptions, or an approved instalment thereon, the Association shall restore that member to its former status.
- (7) Any organisation admitted to Constituent membership of the Association shall pay a minimum annual subscription of one hundred dollars or such other amounts as the Association may by resolution from time to time determine.
- (8) Any organisation admitted to Associate membership of the Association shall pay a minimum annual subscription of fifty dollars or such other amount as the Association may by resolution from time to time determine.

30. FINANCIAL YEAR

The financial year of the Association is the period beginning on the first day of July in each year and ending on the thirtieth day of June next following.

31. NOTICES

- (1) A notice may be served by or on behalf of the Association upon a Delegate of any Member either personally, or by sending it through the post in a prepaid letter addressed to the member at his usual or last known place of abode.
- (2) Where a document is sent to a Member, Delegate or Officer by properly addressing, prepaying and posting the same in an envelope, that document shall, unless the contrary is proved, be deemed for the purposes of these Rules, to have been served on the addressee at the time at which the same would have been delivered in the ordinary course of post.

32. EXPULSION OF MEMBERS

Disciplining of Members, Officers and ordinary members of the Executive Committee -

- (1) Where the Executive Committee is of the opinion that a Member, Officer or ordinary member of the Executive Committee (all of them are for the purposes of this Rule included in the expression "The Member") has:

- (a) persistently refused or neglected to comply with a provision of these Rules; or
- (b) persistently and wilfully acted in a manner prejudicial to the interests of the Association

the Executive Committee may by resolution -

- (c) expel the Member from the Association;
 - (d) suspend the Member from such rights and privileges of membership of the Association as the Executive Committee may determine for a specified period; or
 - (e) if an Officer of the Association, remove the member from Office.
- (2) A resolution of the Executive Committee under sub-rule (1), is of no effect unless the Executive Committee, at a meeting held not earlier than fourteen (14) days and not later than twenty eight (28) days after service on the Member of a notice under sub-rule (3), confirms the resolution in accordance with this Rule.
- (3) Where the Executive Committee passes a resolution under sub-rule (1), the Secretary (or a designated member of the Executive Committee) shall, as soon as practicable, cause a notice in writing to be served on the Member -
- (a) setting out the resolution of the Executive Committee, and the grounds upon which it is based;
 - (b) stating that the Member may address the Executive Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the service of the notice;
 - (c) stating the date place and time of that meeting; and
 - (d) informing the Member that he or she may do either or both of the following:
 - (i) attend and speak at that meeting personally, or by its Delegate or Delegates;
 - (ii) submit to the Executive Committee at, or prior to the date of that meeting, written representations relating to the resolution.
- (4) Subject to section 40 of the Act, at a meeting of the Committee mentioned in sub-rule(2), the Executive Committee shall:
- (a) give to the Member mentioned in sub-rule(1), an opportunity to make oral representation;
 - (b) give due consideration to any written representations submitted to the Executive Committee by that Member at, or prior to, the meeting; and

- (c) by resolution, determine whether to confirm or to revoke the resolution of the Executive Committee made under sub-rule (1).
- (5) Where the Executive Committee confirms a resolution under sub-rule (4), the Secretary (or designated member of the Executive Committee) shall within seven (7) days after that confirmation, by notice in writing, inform the Member of that confirmation, and of the Member's right of appeal under this Rule.
- (6) A resolution confirmed by the Executive Committee under sub-rule (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, in accordance with sub-rule (7).
- (7) A Member may appeal to the Association in a General Meeting against a resolution of the Executive Committee, which is confirmed under sub-rule 32(4), within seven (7) days after notice of resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (8) Upon receipt of a notice under sub-rule (7), the Secretary shall notify the Executive Committee, which shall convene an Extraordinary General Meeting of the Association, to be held within two (2) months after the date on which the Secretary received the notice, or as soon as possible after that date.
- (9) Subject to Section 40 of the Act at an Extraordinary General Meeting of the Association convened under sub-rule (8):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Executive Committee and the Member shall be given the opportunity to make representations in relation to the appeal, orally (by its Delegate in the case of a Member), or in writing, or both; and
 - (c) the Delegates present shall vote by secret ballot on the question of whether the resolution made under sub-rule 32(4) shall be confirmed or revoked.
- (10) If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub-rule 32(4), that resolution is confirmed.

33. GENERAL

- (1) Subject to sub-rule (5) hereof, at least three (3) calendar months before the date of the Annual Conference, the Secretary shall notify each Member of the date of the conference, and thereupon, the Members shall proceed to submit subjects for discussion at the Conference, full particulars of which shall reach the Secretary at least six (6) weeks before the date of the Annual Conference.
- (2) Subject to sub-rule (5) hereof, all Annual Conferences and Extraordinary General Meetings shall be summoned by notice posted to each Member, at least one (1) month before such meeting, and such notice shall give full details of the business to be brought before such meeting.
- (3) Subject to sub-rule (5) hereof, at all meetings of the Association no business of which due and proper notice has not been given shall be discussed until the agenda paper prepared for such Meeting has been exhausted, and then only by leave of the meeting.
- (4) Where any Member is of the opinion that any policy or resolution, action or proposed action of the Association in carrying out any of its objects will or may be inimical to the Member, such Member shall have the right at any time to refrain from endorsing such policy or resolution, action or proposed action of the Association. A Member shall not, however, make any public statement or take any action contrary to any action of the Association in carrying out its objects. A breach of this sub-rule may be dealt with under Rule 32 herein.
- (5) The Members of the Association may adjust the time within which the notices referred to in sub-rules (1), (2) or (3) hereof are to be served or dispensed, with the giving of such notice altogether, provided that a three fourths majority of the Members entitled to attend and vote at any such Annual Conference or Extraordinary General Meeting so determine, provided however that in the case of a meeting at which a special resolution is to be considered and put to the vote, not less than twenty one (21) days notice shall be given.

34. ALTERATION OF THE CONSTITUTION

- (1) These Rules may be amended by resolution passed by a three-fourths majority of the Constituents of the Association.
- (2) Notice of any proposed amendment, shall be included in the notice calling the meeting, at which the proposed amendment is to be considered.

- (3) An amendment to the objects and purposes of the Association shall not be effective until approved by the Commission.
- (4) An alteration of the objects, purposes or rules is of no effect until a copy of the alteration is lodged with the Corporate Affairs Commission in South Australia.

35. SEAL OF THE ASSOCIATION

- (1) The seal of the Association shall be in the form of a stamp, inscribed with the name of the Association encircling the word "Seal".
- (2) The seal of the Association shall not be affixed to any instrument except by the authority of the Executive Committee, and the affixing thereof shall be attested by the signatures either of two members of the Executive Committee, or of one member of the Executive Committee and of the Public Officer of the Association, or such other person as the Executive Committee may appoint for that purpose, and that attestation is sufficient for all purposes, that the seal was affixed by authority of the Executive Committee.
- (3) The seal shall remain in the custody of the Secretary.

36. INSPECTION OF RECORDS

Records books and other documents of the Association shall be opened to inspection by any Member of the Association free of charge to that Member, and at any reasonable hour, provided adequate notice of that inspection of books is given.