

**CONSTITUTION  
OF THE  
SCOTLAND ISLAND RESIDENTS ASSOCIATION INCORPORATED**

**TITLE**

The Scotland Island Residents Association Incorporated

**HEADQUARTERS**

The Headquarters of the association shall be c/- The Scotland Island Community Centre, Catherine Park, Scotland Island

**OBJECTS**

The objects of the association shall be:

- (a) to secure, manage and administer improvements in matters concerning the welfare, facilities, comfort and convenience of residents of the District;
- (b) to encourage and promote any necessary development of Scotland Island and adjacent mainland areas;
- (c) to encourage and promote civic pride and interest in community affairs;
- (d) to encourage and promote social intercourse and goodwill between the residents and residents of adjoining districts
- (e) to secure reforms, prevent abuses and preserve the rights and privileges of the residents as part of the community at large;
- (f) to protect and cultivate native flora and fauna and to generally preserve the natural beauty of Scotland Island;
- (g) to assist in the operation and maintenance of the Scotland Island Bush Fire Brigade for the protection of property and bush land;
- (h) to co-operate with any other body whose aims and objects are similar to this association and subscribe funds to any such body;
- (i) to do all such other things as are in the opinion of the association incidental or conducive to the attainment of any of the objects.

**AREA**

The Scotland Island Residents Association Incorporated district shall cover the area of Scotland Island.

**PART I**  
**PRELIMINARY**

**1. INTERPRETATION**

(1) In these rules, except in so far as the context or subject-matter otherwise indicates or requires:

"*Commission*" means the Australian Securities & Investments Commission

"*ordinary member*" means a member of the committee who is not an office-bearer of the association, rule 13(2);

"*secretary*" means:

- (a) the person holding office under these rules as secretary of the association; or
- (b) where no such person holds that office – the public officer of the association;

"*special general meeting*" means a general meeting of the association other than annual general meeting;

"*the Act*" means the Associations Incorporation Act, 1984;

"*the Regulation*" means the Associations Incorporation Regulation, 1985.

(2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty

The provisions of the Interpretation Act, 1997, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## Part II

### MEMBERSHIP

#### 2. MEMBERSHIP QUALIFICATIONS

Membership of the association shall be open to any person aged 18 years or more who is either or both of the following:

- (a) a full or part time resident of Scotland Island;
- (b) an owner of land on Scotland Island, either solely or jointly with any other person or persons or with a corporation, or who is a director of a corporation which owns land on Scotland Island solely or jointly.

Any eligible person may become a member of the association upon their application to the association and payment by such person of the sum payable under these rules by a member as an annual subscription except where such otherwise eligible person is a former member who has been expelled from the association or who is a person who in the opinion of the committee has persistently and willfully acted in a manner prejudicial to the interests of the association in which event no right to membership exists and the committee shall have full and unfettered discretion to allow or refuse such application for membership.

#### 3. APPLICATION FOR MEMBERSHIP

- (1) An application of a person for membership of the association:
  - (a) shall be made by the applicant in writing in the form set out in Appendix 1 to these rules as amended from time to time; and
  - (b) shall be lodged with the secretary of the association.
- (2) As soon as practicable after receiving an application membership, the secretary may approve the application such membership. The secretary shall not approve application where:
  - (a) the secretary is not satisfied that the applicant qualifies for membership within the requirements of rule 2 hereof;
  - (b) the applicant is a former member who has been expelled from the association;
  - (c) where the secretary considers it appropriate that an application should be referred to the committee for approval or otherwise; and where the secretary does not approve the application the secretary shall refer the application to the committee which shall, in its absolute discretion, determine whether to approve or to reject the application.
- (3) The committee shall have in its absolute discretion the right to determine whether the evidence of a person applying for membership is adequate to substantiate his or her claim to be eligible for membership or in the case of a former but expelled member, whether to admit such person and in any event where the secretary has not approved the application but has referred same to the committee, whether to approve such application.
- (4) Where the secretary or the committee determines to approve an application for membership, the secretary shall, as soon as practicable after that determination, notify the

applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification the sum payable under these rules by a member as an entrance fee and annual subscription.

- (5) The secretary shall, on payment by the applicant of the amounts referred to in Clause (4) within the period referred to in that clause, enter the applicant's name in the register of members and, upon the name being so entered the applicant becomes a member of the association.

#### **4. CESSATION OF MEMBERSHIP**

A person ceases to be a member of the association if the person:

- (a) dies;
- (b) ceases to remain eligible for membership within the criteria of rule 2;
- (c) is currently in default by more than sixty days of payment of an annual membership fee and the committee determines that such person shall thereby cease to be a member;
- (d) resigns that membership; or
- (e) is expelled from the association.

#### **5. MEMBERSHIP ENTITLEMENTS ARE NOT TRANSFERABLE**

A right, privilege or obligation which a person has by reason of being a member of the association:

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

#### **6. RESIGNATION OF MEMBERSHIP**

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

#### **7. REGISTER OF MEMBERS**

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

#### **8. FEES, SUBSCRIPTIONS, ETC.**

- (1) A member of the association shall pay to the association an annual membership fee of \$5.00, or where some other amount is determined by the committee or resolved by the association such other amount as has been determined or resolved as being the annual membership fee. Upon a person becoming a member they shall pay an annual membership fee in the full amount in respect of the year or the remainder of the year to which such annual membership fee relates, although the committee may in its discretion accept a lesser amount in respect of such annual membership fee where the person becoming a will enjoy substantially less than a full year before a further annual membership fee becomes payable.
- (2) The year to which the annual membership fee relates shall run from the first day of July to the thirtieth day of June, and annual membership fees shall be payable in advance by payment made on or before the 30th day of June in respect of the year thereafter commencing on the 1st day of July.

#### **9. MEMBERS' LIABILITIES**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8.

#### **10. DISCIPLINING OF MEMBERS**

- (1) Where the committee is of the opinion that a member of the association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
  - (b) has persistently and willfully acted in a manner prejudicial to the interests of the associationthe committee may, by resolution:
  - (c) expel the member from the association; or
  - (d) suspend the member from membership of the association for a specified period.
- (2) A resolution of the committee under clause (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:

- (a) setting out the resolution of the committee and the grounds on which it is based;
  - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution
- (4) At a meeting of the committee held as referred to in clause (3), the committee shall:
- (a) give to the member an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the committee confirms a resolution under clause (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right to appeal under rule 11.
- (6) A resolution confirmed by the committee under clause (4) does not take effect –
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or;
  - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 11(4).

## **11. RIGHTS OF APPEAL OF DISCIPLINED MEMBER**

- (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under rule 10(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon the receipt of a notice from a member under clause (1), secretary shall notify the committee which shall convene a general meeting within 21 days after the secretary received the notice
- (3) At a general meeting of the association convened under clause (2):
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked

- (4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

#### **11A. LIFE TIME MEMBERS**

- (1) A person may be appointed a life member of the association in recognition of their past service to the association and wider community. The committee of management by a majority vote at any of their meetings will consider and appoint no more than three life members in each membership year, granting them exemption from membership fees that would be otherwise payable. The register of members is to reflect this membership category.

Such membership is to be acknowledged at the next general meeting of members by minute, but in event life members may also receive recognition in the association newsletter or at an appropriate function.

Life member appointments should be by exception and not simply a reflection of their contribution as a serving committee member of the association. Circumstances that would qualify include:

- (a) Past presidency of the association; or
  - (b) Extensive community service where the contribution has resulted in the attainment of the objectives of the association.
- (2) Life time members retain their membership while ever they meet the membership qualification requirements under Rule 2 (a) and (b).

## **PART III**

### **THE COMMITTEE**

#### **12. POWERS ETC. OF COMMITTEE**

(1) The committee shall be called the committee of management of the association, and subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) shall control and manage the affairs of the association;
- (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association

#### **13. CONSTITUTION OF MEMBERSHIP**

(1) Subject in the case of the first members of the committee to Section 21 of the Act, the committee shall consist of:

- (a) the office-bearers of the association; and
- (b) such number of ordinary members, being between 5 and 10 inclusive, as is from time to time elected; each of whom shall be a member of the association and each of whom shall be elected at an annual general meeting of the association pursuant to rule 14.

(2) The office bearers of the association shall be:

- (a) the president;
- (b) two vice-presidents;
- (c) the treasurer;
- (d) the secretary;
- (e) the minute secretary

(3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to "these rules, until the conclusion of the annual general meeting next following the date of the appointment.

#### **14. ELECTION OF MEMBERS**

(1) Nominations of candidates of the association or committee - for election as office bearers of the associations or as ordinary members of the committee:

- (a) may, be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
  - (b) may be made in writing, signed by one member of the association and accompanied by written consent of the candidate (which may be endorsed on the form of nomination) provides that such written nomination shall require another member (not being the candidate or the signatory as the member nominating such candidate) present at the annual general meeting where such written nomination is presented, to orally second such nomination; or
  - (c) may be made orally by members present at an annual general meeting. in which event such oral nomination shall be required to be made by 1 member present at such annual general meeting and seconded by another member present at such annual general meeting, the consent of the nominated member shall be required either by such nominated member who is present at such annual general meeting indicating orally such acceptance, or alternatively through the provision of a written consent of such nominated member;
  - (d) in fulfillment of any requirement otherwise for the written consent of the candidate, the candidate if present at the annual general meeting may verbally indicate such consent.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and any vacant positions remaining on the committee shall be deemed to be casual 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 received exceeds the number of vacancies to be filled, a ballot shall be held.
  - (5) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

## **15. SECRETARY**

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

- (4) The minute secretary shall assist the secretary in the performance of secretarial duties and in particular shall record on behalf of the secretary the minutes required to be kept pursuant to Rules 15 2(b) and 15 2(c) herein.

## **16. TREASURER**

It is the duty of the treasurer of the association to ensure that:

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

## **17. CASUAL VACANCIES**

- (1) For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies;
  - (b) ceases to be a member of the association;
  - (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
  - (d) resigns office by notice in writing given to the secretary;
  - (e) is removed from office under rule 18;
  - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - (g) is absent without consent of the committee from all meetings of the committee held during a period of 6 months.

## **18. REMOVAL OF A MEMBER**

- (1) The association in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term office by the member so removed.
- (2) Where a member of the committee, to whom a proposed resolution referred to in clause (1) relates, makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association<sup>1</sup> the secretary or the president may send a copy of the representations to each member of the association or<sup>9</sup> if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **19. MEETINGS AND QUORUM**

- (1) The committee shall meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the secretary or such member or members as the secretary may delegate to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week, or such other time and/or such other venue as those present at the meeting which has failed to result in a quorum may decide providing that in this event reasonable notification of such revised time and/or venue is given to those members of the committee not present.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice-president shall preside; or
  - (b) if the president and the vice-president are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside

## **20. DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

- (1) The committee may delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the delegation.

- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **21. VOTING AND DECISIONS**

- (1) Questions arising at a meeting of the committee sub-committee appointed by the committee or of any shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee of any sub-committee appointed by the committee (including the person presiding at the meeting) :is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 19(5) 1 notwithstanding any vacancy on the committee the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a subcommittee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

**PART IV**  
**GENERAL MEETINGS**

**22. ANNUAL GENERAL MEETINGS – HOLDING OF**

- (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 10 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall hold its first annual general meeting:
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) during the first financial year of the association or within the period of 10 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act

**23. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS at**

- (1) The annual general meeting of the association shall, subject to the Act and to rule 22, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the committee activities of the association preceding financial year; reports upon the activities of the association during the last preceding financial year;
  - (c) to elect office-bearers of the association and ordinary members of the committee; and
  - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

**24. SPECIAL GENERAL MEETINGS – CALLING OF**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) shall state the purpose or purposes of the meeting;

- (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after 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 a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense in convening such meeting is entitled to be reimbursed by the association for any expense so incurred.

## **25. NOTICE**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of a general meeting~ cause to be displayed on each public wharf at Scotland Island where a ferry shed exists, and at the commuter wharf and public wharf at Church Point, a notice specifying the place, date and time of the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be displayed in the manner provided for in clause (1) specifying in addition to the matter required under clause (1) the nature of the business proposed to be transacted at the meeting and the intention that the proposed resolution in regard to such matter be resolved as a special resolution.
- (3) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the agenda at the next general meeting given after receipt of the notice from the member.

## **26. PROCEDURE**

No item of business shall be transacted at meeting unless a quorum of members is present during the time the meeting is considering that item.

- (2) Twenty members present in person constitute a quorum for the transaction of the business at a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members may be dissolved and in any other case, may by majority decision of all members present, be dissolved or may stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by notice displayed at the location specified in rule 25(1) at least 3 days before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 12) shall constitute a quorum.

**27. PRESIDING MEMBER**

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

**28. ADJOURNMENT**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) Notice of an adjournment of a general meeting is not required to be given

**29. MAKING OF DECISIONS**

- (1) Every person present at a meeting and who is a member or who is eligible to be a member shall have one vote, except where the matter being voted on is one where voting is restricted to members, being such matters as are listed in rule 29 (5), in which case only the members present shall have a vote and each member shall have one vote. Voting by proxy or by post shall not be allowed. The Chairperson at every meeting shall have a deliberative vote and also in the event of voting being equal a casting vote.
- (2) A question arising at a general meeting of the association shall be determined on the voices of those people eligible to vote on such question provided that any person eligible to vote may require immediately following such voices, the matter to be determined on a show of hands, and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) At a general meeting of the association, a poll may be demanded by the chairperson or by not less than 3 persons present and eligible to vote on the matter in regard to which a poll is demanded
- (4) Where a poll is demanded at a general meeting, the poll shall be taken:
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner before the close of the meeting as directs; and at such time the chairperson and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
- (5) In regard to any of the following matters voting shall be restricted to members:
  - (a) any matter which if it were to become a resolution could necessitate a payment or payments or the incurring of expenditure or an actual or potential liability to

expenditure by or of the association other than of an incidental and insignificant nature;

- (b) any matter pertaining to the application fee for admission to the association or the annual membership fee thereof;
  - (c) any matter relating to the funding or fund raising of the association;
  - (d) all elections of office bearers and committee members of the association;
  - (e) all matters pertaining to the amendment in any way of the constitution of the association;
  - (f) all matters pertaining 11 hereof by a member committee; to an appeal pursuant to rule against the resolution of the
  - (g) any matter where by preliminary general resolution of members such matter is resolved to be a matter requiring that votes be received from members only;
  - (h) any matter, which if it were resolved would be a special resolution, where the committee has resolved that voting in regard to the proposed special resolution is a matter in regard to which only members shall be able to vote;
  - (i) upon a poll demanded at a General Meeting for election of a Chairperson ~ or to a question of an adjournment as referred to in Rule 29( 4), provided that by preliminary general resolution of members in regard to the particular poll, voting may be extended to include persons eligible to be members.
- (6) In regard to the determination of resolution is one which according allows for a vote from a member and vote by a person eligible to be, but who is not a member, the decision of the Chairperson shall be final and conclusive.

### **30. SPECIAL RESOLUTION**

A resolution of the association is a special resolution if:

- (a) it is passed by a majority which comprises not less than three-quarters of persons eligible to vote who are in attendance at a general meeting of which not less than 21 days display of a notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) the resolution is passed in a manner specified by the Commission.

### **31. VOTING**

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

**PART V**  
**MISCELLANEOUS**

**32. INSURANCE**

- (1) The association shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under the association may effect and maintain other clause (1), insurance.

**33. FUNDS - SOURCE**

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

**34. FUNDS - MANAGEMENT**

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

**35. ALTERATION OF OBJECTS AND RULES**

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

**36. COMMON SEAL**

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

**37. CUSTODY OF BOOKS ETC.**

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

**38. INSPECTION OF BOOKS ETC.**

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

**39. SERVICE OF NOTICES**

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

**40. SURPLUS PROPERTY**

- (1) Except in the event that the association is registered under or is exempted from registration by or under the Charitable Collections Act, 1934, in which case rule 44 hereinafter shall prevail, at the first general meeting of the association, the association shall pass a special resolution nominating an incorporated association as the association in which is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the association.
- (2) The incorporated association so nominated shall be one which fulfills the requirements specified in section 53(2)(a)-(c) of the Act.

## **PART VI**

### **ADDITIONAL RULES APPLICABLE TO CHARITIES**

#### **41. APPLICATION OF PART**

This Part applies where the association is registered under or is exempted from registration by or under the Charitable Collections Act, 1934.

#### **42. PAYMENT ETC. OF OFFICE BEARERS AND MEMBERS**

A member of the committee shall not be appointed to any salaried office of the association or any office of the association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the committee except:

- (a) repaying of out-of-pocket expenses;
- (b) interest at a rate not exceeding for the time being which is or would be charged by the association's bankers for money lent to the association;
- (c) reasonable and proper rent for premises let to the association.

#### **43. VACATION OF OFFICE**

Without limiting the operation of rule 17, the office of a member of the committee shall become vacant if :

- (a) the member holds an office of profit in the association;
- (b) the member is directly or indirectly interested in any contract or proposed contract with the association

#### **44. SURPLUS PROPERTY**

- (1) At the first general meeting of the association, the association shall, notwithstanding rule 40, pass a special resolution nominating a charity registered under the Charitable Collections Act, 1934, or exempted from registration by or under that Act, in which is to vest its surplus property pursuant to Section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the association.
- (2) The charity so nominated shall be one which fulfills the requirements specified in section 53(2)(a)-(c) of the Act.

#### **45. NOTIFICATION OF PROPOSED ALTERATIONS OF RULES**

A proposed alteration of the rules or of the statement of objects of the association shall be notified to the Minister administering the Charitable Fundraising Act 1991 (administered by the Department of Gaming and Racing) in the manner required by the regulations under that Act.

**46. COMPLIANCE WITH CHARITABLE COLLECTIONS ACT, 1934**

The association shall comply with such of the provisions of the Charitable Collections Act, 1934, and the regulations there under as are applicable to it.