



# Fern Tree Community Association Inc.

8 Stephenson Place, Fern Tree, Tas 7054

ABN 88 577 475 907

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# Fern Tree Community Association Inc CONSTITUTION

## **1 NAME**

The name of the Association shall be the FERN TREE COMMUNITY ASSOCIATION INC.

## **2 INTERPRETATION**

1 In these rules, unless the contrary intention appears

"committee" means the committee of management of the Association;

"general meeting" means a general meeting of members convened in accordance with Article 14;

"ordinary committee member" means a member of the committee to whom subparagraph (b) of paragraph (1) of Article 25 relates.

2 In these rules, 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.

3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1931 and the Act as in force on the date on which these rules are adopted by the Association.

## **3 AREA**

The area from which members shall be drawn shall be the area which takes as a natural centre the Fern Tree amenities. The area shall comprise all properties with access to the Huon Road between numbers 601 in the north and 901 in the south together with those properties with access to arterial roads between those points (except for Chimney Pot Hill Road and Wolfes Road and Summerleas Road below the overcrossing of the HEC high tension wires at Grid Reference 8312-223454) and those properties with access to Strickland Avenue between its junction with Huon Road and the first undercrossing of the Hobart Rivulet.

## **4 OFFICE**

The office of the Association shall be the Fern Tree Community Centre, Stephenson Place, or such other place as the committee may from time to time determine.

## **5 OBJECTS**

1 The basic objects of the Association will be:-

1.1 to promote and advance the provision of community amenities, activities and entertainments for the welfare and social life of the residents and children of Fern Tree;

- 1.2 to represent generally the views of the residents of Fern Tree in protecting and improving the living environment;
- 1.3 to maintain and furnish a building to serve as a War Memorial and for use by residents as a community centre and for such other purposes as the Association shall from time to time determine;
- 1.4 to conduct the business of the Association in a non-political, non-sectarian manner.

2 In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include:

- 2.1 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;
- 2.2 the buying, selling, and supplying of, and dealing in, goods of all kinds;
- 2.3 the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- 2.4 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;
- 2.5 the taking of such steps from time to time as the committee or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;
- 2.6 the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
- 2.7 the borrowing and raising of money in such manner and on such terms as the committee may think fit or as may be approved or directed by resolution passed at a general meeting;
- 2.8 subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the committee may from time to time determine;
- 2.9 the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which section 78 (1) (a) of the Income Tax Assessment Act 1936 of the Commonwealth relates;
- 2.10 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;
- 2.11 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;
- 2.12 the amalgamation, federation or co-operation with another Association having objects altogether or in part similar to this Association, in accordance of the Act and the rules of the Association; and

2.13 the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

- 3 In this rule, "basic objects of the Association" means the objects and purposes of the Association, as stated in the application under subsection (2) of section 7 of the Act for the incorporation of the Association lodged with the Commissioner pursuant to that section.

## **6 MEMBERSHIP OF THE ASSOCIATION**

- 1 Every resident of 18 years of age and above of the district of Fern Tree as defined in Article 3 above shall be eligible for membership. No membership fee will be charged. Membership will be indicated by the signing of a Membership Roll to be held by the Secretary and made available at all general meetings. The Membership Roll will also serve as a register for each meeting as per Article 15, paragraph 4.
- 2 A member of the Association may, at any time, resign from the Association by delivering or sending by post to the Public Officer a written notice of resignation.
- 3 Upon receipt of a notice under Paragraph (2) of this Article, the Public Officer shall remove the name of the member by whom the notice was given from the Membership Roll, whereupon that member ceases to be a member of the Association.
- 4 Membership of the Association shall cease when a member ceases to be a resident of the Fern Tree area as defined in Article 3, or when a member dies.

## **7 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 Association shall not
- 2.1 appoint a person who is a member of the committee to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
- 2.2 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 servant or member of the Association of
- 3.1 remuneration in return-for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;
- 3.2 interest at a rate not exceeding the Commonwealth Bond rate plus two per cent on moneys lent to the Association by the servant or member; or
- 3.3 a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

**8 ACCOUNTS OF RECEIPTS AND EXPENDITURE ETC.**

- 1 True accounts shall be kept
  - 1.1 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
  - 1.2 of the property, credits, and liabilities of the Association,and 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 Treasurer of the Association shall faithfully keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the committee may direct.
- 3 The accounts, books, and records referred to in paragraphs (1) and (2) of this Article shall be kept at the Association's office or at such other place as the committee may decide.

**9 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 committee shall cause to be opened with such bank as the 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 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 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 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 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 committee.
- 6 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by the Treasurer and either the President or Secretary, so that two signatures shall always be given.

**10 AUDITOR**

- 1 At each annual general meeting of the Association, the members present shall appoint a person as the auditor of the Association. Such an appointee shall not be eligible to be

a member of the Association and shall be independent of the Association's financial interests.

- 2 A person so appointed shall hold office until the annual general meeting next after that at which he/she is appointed, and is eligible for re-appointment.
- 3 The first auditor of the Association may be appointed by the committee before the first annual general meeting, and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the members at a general meeting, in which case the members at that meeting may appoint an auditor to act until the first annual general meeting.
- 4 If an appointment is not made at an annual general meeting the committee shall appoint an auditor of the Association for the then current financial year of the Association.
- 5 Except as provided in paragraph (3) of this Article, the auditor may only be removed from office by special resolution.
- 6 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

## **11 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 general meeting.
- 3 In his/her report, and in certifying to the accounts, the auditor shall state
  - 3.1 whether he/she has obtained the information required by him/her;
  - 3.2 whether, in his/her 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/her disposal and the explanations given to him/her and as shown by the books of the Association; and
  - 3.3 whether the rules relating to the administration of the funds of the Association have been observed.
- 4 The Public Officer of the Association shall cause to be delivered to the auditor a list of all accounts, books, and records of the Association.
- 5 The auditor
  - 5.1 has a right of access to the accounts, books, records, vouchers, and documents of the Association;
  - 5.2 may require from the servants of the Association such information and explanations as may be necessary for the performance of his/her duties as auditor;
  - 5.3 may employ persons to assist him/her in investigating the accounts of the Association; and

- 5.4 may, in relation to the accounts of the Association, examine any member of the committee or any servant of the Association.

## **12 ANNUAL GENERAL MEETING**

- 1 The Association shall, in each year, hold a general meeting to be known as the Annual General Meeting.
- 2 The Annual General Meeting shall be held in the month of April.
- 3 Notice of the Annual General Meeting will be placed in the local daily press and/or advertised by circular to residents at least fourteen days prior to the date of the meeting.
- 4 The ordinary business of the Annual General Meeting shall be:
  - 4.1 to confirm the Minutes of the last preceding Annual General Meeting;
  - 4.2 to receive, consider and if approved adopt the annual reports from the committee, auditor and servants of the Association;
  - 4.3 to elect the officers of the Association and the ordinary committee members;
  - 4.4 to appoint the auditor;
  - 4.5 to determine the remuneration of servants of the Association;
  - 4.6 to transact any other relevant business of which notice has been given.

## **13 SPECIAL GENERAL MEETINGS**

- 1 The committee may, when it thinks fit, convene general meetings of the Association in addition to the annual general meeting, to be known as special general meetings.
- 2 A special general meeting may also occur as a result of a requisition in writing of not fewer than ten members. On receipt of such requisition as per Article 13 (3) below, the committee shall convene a special general meeting.
- 3 A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association, and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- 4 If the committee does not cause a special general meeting to be held within twenty-one days from the date on which a requisition therefor is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- 5 A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

## **14 NOTICES OF GENERAL MEETINGS**

The committee shall, at least fourteen days before the date fixed for a general meeting, advertise the meeting by distribution of a notice to all residents of the Fern Tree area and/or by placing a notice in the local daily newspaper, specifying the place, day, and time of the meeting, and nature of any anticipated business to be transacted thereat.

## **15 BUSINESS AND QUORUM AT GENERAL MEETINGS**

- 1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 2 Ten members personally present will constitute a quorum.
- 3 If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.
- 4 All eligible residents (in accordance with Article 6:1) present at any general meeting will sign the Membership Roll to signify their attendance at that meeting. Signing of the Membership Roll is required to establish a member's eligibility to participate in and/or vote at the respective general meeting.

## **16 PRESIDENT TO PRESIDE**

- 1 The President or in his/her absence the Vice-President shall preside as chairperson at every general meeting of the Association.
- 2 If the President and Vice-President are both absent from a general meeting, the members present shall elect one of their number to preside as chairperson thereat.

## **17 ADJOURNMENT OF GENERAL MEETINGS**

- 1 The chairperson of a general 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, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2 Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- 3 Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.



## **18 DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS**

A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the result 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, and 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.

## **19 VOTES**

- 1 Upon any question arising at a general meeting of the Association, a member has one vote only, which will be valid only if they have signed the Membership Roll signifying their attendance at that meeting.
- 2 All votes shall be given personally, or in accordance with the provisions for proxy voting as follows:
  - 2.1 A registered member of the Fern Tree Community Association may assign their voting rights at a general (annual or special) meeting of the Fern Tree Community Association on any matter which may arise at the specified meeting, provided that:
    - 2.2 A letter to that effect, signed by both the member concerned and the proxy, must be delivered to the President (or his/her nominee) before the start of the meeting. The letter shall include a statement that the member is unable to attend, and give the reason.
    - 2.3 For the proxy vote to be acceptable, the member assigning voting rights must have attended a general meeting (including annual, general and special) of the Association in the previous two years.
    - 2.4 The person carrying the proxy vote, if not already a registered member of the Fern Tree Community Association, must become a member before the meeting as per Article 6 (1), and no one member may act as proxy for more than one other member at a particular meeting.
    - 2.5 Proxy votes cannot be used where a constitution is to be amended, and they cannot be used to help form a quorum.
- 3 In the case of an equality of voting on a question the chairperson of the meeting is entitled to exercise a second or casting vote.

## **20 TAKING OF POLL**

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

## **21 WHEN POLL TO BE TAKEN**

A poll that is demanded on the election of a chairperson, 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 chairperson may direct.

**22 AFFAIRS TO BE MANAGED BY COMMITTEE**

- 1 The affairs of the Association shall be managed by a committee of management constituted as provided in Article 24.
- 2 The committee
  - 2.1 shall control and manage the business and affairs of the Association;
  - 2.2 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 general meetings of members of the Association; and
  - 2.3 subject to the Act and these rules, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

**23 OFFICERS OF THE ASSOCIATION**

- 1 The officers of the Association shall be:
  - 1.1 a President;
  - 1.2 a Vice-President;
  - 1.3 a Treasurer; and
  - 1.4 a Secretary.
- 2 Each officer of the Association shall hold office until the Annual General Meeting next after the date of his/her election but is eligible for re-election, except that the office of President may not be held by the same member for more than two consecutive years.
- 3 In the event of a casual vacancy in any office mentioned in paragraph (1) of this Article, the committee may appoint one of its members to the vacant office, and the member so appointed may continue in office up to, and including the conclusion of the Annual General Meeting next following the date of his/her appointment.
- 4 The Association shall appoint a Public Officer from among its membership.

**24 CONSTITUTION OF THE COMMITTEE**

- 1 The committee shall consist of:
  - 1.1 the officers of the Association; and
  - 1.2 eight other members;all of whom shall be elected at the Annual General Meeting of the Association in each year.
- 2 Each ordinary committee member shall, subject to these rules, hold office until the Annual General Meeting next after the date of his/her election, but is eligible for re-election.
- 3 In the event of a casual vacancy occurring in the office of ordinary committee member, 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 his/her appointment.

- 4 Any member of the committee not attending three consecutive committee meetings without apology shall be automatically removed from the committee, and the committee shall have the power to fill the vacancy as per paragraph (4).

**25 ELECTION OF COMMITTEE MEMBERS.**

- 1 Nomination of candidates for election as officers of the Association or as ordinary committee members shall be made either in writing signed by two members of the Association and accompanied by written consent of the candidate and delivered to the Public Officer prior to the Annual General Meeting or from the floor of the meeting at the Annual General Meeting at which the candidate is present and gives his/her consent and is proposed and seconded by two members also present.
- 2 The ballot for the election of officers and ordinary committee members shall be conducted at the Annual General Meeting in such usual and proper manner as the committee may direct.

**26 VACATION OF OFFICE**

For the purposes of these rules, the office of an officer of the Association or of an ordinary committee member becomes vacant if the officer or committee member

- 1 dies;
- 2 becomes of unsound mind;
- 3 resigns his/her office by writing under his/her hand addressed to the committee;
- 4 ceases to be resident in the Fern Tree area as defined by Article 3;
- 5 fails without leave granted by the committee, to attend three consecutive meetings of the committee; or
- 6 ceases to be a member of the Association.

**27 MEETINGS OF THE COMMITTEE AND SUB-COMMITTEES**

- 1 The committee shall meet at least once every three months at such place and at such time as the committee may determine.
- 2 Special meetings of the committee may be convened by the President, or any four of its members.
- 3 Notice shall be given to members of the committee of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- 4 A quorum at committee meetings shall be deemed to be 50 percent plus one of the Committee as constituted, which number must include at least two of the officers as specified in Article 23 (1).

- 5 No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- 6 At meetings of the committee the President shall preside, or in his/her absence the Vice-President, or if both are absent such one of the remaining members as may be chosen by the members present.
- 7 Questions arising at meetings of the committee or of any subcommittee appointed by the committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 8 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 9 Notice of committee meetings shall be given to committee members at a reasonable time before the meeting in such manner as the committee may determine.
- 10 Quorum and procedure at meetings of sub-committees appointed by any general meeting shall be the same as that for a sub-committee appointed by the committee.
- 11 Any reasonably-constituted community group which comprises at least twelve Association members and is of a non-political nature, may nominate an observer to attend committee meetings at any time and such observers may attend on the invitation of the President and may speak at the meeting with the approval of the Chair.
- 12 Any resident as per Article 3 who is not a member of the committee may attend committee meetings as an observer, either on the invitation of the President, or on prior request of the President, or on request made to the meeting chairperson immediately prior to the meeting's commencement; such observers may speak at the meeting with the approval of the Chair.

## **28 DISCLOSURE OF INTEREST IN CONTRACTS**

- 1 A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his/her interest at the first meeting of the committee at which the contract or arrangement is first taken into consideration, if his/her interest then exists, or, in any other case, at the first meeting of the committee after the acquisition of his/her interest.
- 2 If a member of the committee becomes interested in a contract or arrangement after it is made or entered into he/she shall disclose his/her interest at the first meeting of the committee after he/she becomes so interested.
- 3 No member of the committee shall vote as a member of the committee in respect of any contract or arrangement in which he/she is interested and if he/she does so vote his/her vote shall not be counted.

**29 SUB-COMMITTEES AND EXECUTIVE COMMITTEE**

- 1 The committee may at any time appoint a sub-committee as it may think fit, at least one member of which sub-committee shall be a committee member.
- 2 The committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not these persons are members of the Association.
- 3 The committee shall prescribe the powers and functions of all sub-committees.
- 4 Three members of a sub-committee constitute a quorum at a meeting of the sub-committee, or two members constitute a quorum if the sub-committee comprises only three members.
- 5 The President, Vice-President, Treasurer and Secretary constitute an Executive Committee which may issue Instructions to the Public Officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between committee meetings, and where any such instructions are issued shall report thereon to the next meeting of the committee.

**30 FINANCIAL YEAR**

The financial year of the Association is the period beginning on 1 April each year and ending on 31 March next following.

**31 NOTICES**

A notice may be served by or on behalf of the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at his/her usual or last-known place of abode.

**32 EXPULSION OF MEMBERS**

- 1 Subject to this Article, the committee may expel a member from the Association if, in the opinion of the committee, the member has been guilty of conduct detrimental to the interests of the Association.
- 2 The expulsion of a member pursuant to paragraph (1) of this rule does not take effect -
  - 2.1 until the expiration of fourteen days after the service on the member of a notice under paragraph (3) of this Article; or
  - 2.2 if the member exercises his/her right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal,whichever is the later date.
- 3 Where the committee expels a member from the Association, the Public Officer of the Association shall, without undue delay, cause to be served on the member a notice in writing -
  - 3.1 stating that the committee has expelled the member;
  - 3.2 specifying the grounds for the expulsion; and

- 3.3 informing the member that if he/she so desires he/she may, within fourteen days after the service of the notice on him/her, appeal against the expulsion as provided in this Article.
- 4 A member on whom a notice under paragraph (3) of this Article is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the Public Officer of the Association, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing his/her appeal.
- 5 Upon receipt of a requisition under paragraph (4) of this Article, the Public Officer shall forthwith notify the committee of its receipt and the committee shall thereupon cause a special general meeting of members to be held within twenty-one days after the date on which the requisition is received by the Public Officer.
- 6 At a special general meeting convened for the purpose of this Article
  - a no business other than the question of the expulsion shall be transacted;
  - b the committee may place before the meeting details of the grounds of the expulsion, and the committee's reasons for the expulsion;
  - c the expelled member shall be given an opportunity to be heard; and
  - d the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- 7 If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his/her membership of the Association.
- 8 If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.

### **33 DISPUTES**

- 1 Subject to this Article, a dispute between a member of the Association, in his/her capacity as a member, and the Association shall be determined by arbitration in accordance with the provisions of the Arbitration Act 1892.
- 2 Nothing in this rule affects the operation or effect of rule 32.

### **34 SEAL OF THE ASSOCIATION**

- 1 The seal of the Association shall be in the form of a rubber 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 committee, and the affixing thereof shall be attested by the signatures either of two members of the committee or of one member of the committee and of the Public Officer of the Association or such other person as the committee may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the committee.

3 The seal shall remain in the custody of the Public Officer.

### **35 BY-LAWS**

The committee shall have the power to make, repeal or alter such by-laws as may be deemed necessary for the conduct of the general affairs of the Association and the management of its property and for the despatch of business, provided that such by-laws do not contravene any of the provisions contained herein.

### **36 ALTERATION OF CONSTITUTION**

The constitution shall be altered only by the majority vote of at least three-quarters of the members present at a general (annual or special) meeting of the Association. The notice summoning such a meeting shall specify the proposed alteration and shall be advertised as per Article 14.

### **37 DISBANDMENT OF THE ASSOCIATION.**

- 1 In the event of a majority of three-quarters of the members present at a general meeting, called for the particular purpose and duly advertised, resolving to discontinue the activities of the Association, or if for any other reason the activities of the Association cease, the affairs of the Association shall be wound up.
- 2 Any assets remaining in the hands of the Association or any of the Trustees appointed by it shall, subject to Section 33 of the Associations Incorporation Act 1964, be transferred to an organisation or organisations having similar objects, such organisation or organisations to be selected by a majority of at least three-quarters of the members present at the said general meeting.
- 3 In the event of the Association being wound up, members of the Association will not be liable to contribute to the assets of the Association for payments of the debts or liabilities of the Association or for the costs, charges and expenses of the winding up.