



**RULES**  
OF THE  
**PAPUA NEW GUINEA ASSOCIATION**  
**OF AUSTRALIA INCORPORATED**

*(Originally known and incorporated as the  
Retired Officers' Association of Papua New Guinea Incorporated)*

8 November 2024

**144 MANN'S ROAD  
NARARA NSW 2250**

***Incorporation No: Y2416630  
ABN: 35027362171***

## PART I – PRELIMINARY

### 1. DEFINITIONS

(1) In these Rules unless the contrary intention appears:

**“Association”** means Papua New Guinea Association of Australia Incorporated.

**“Committee”** means the Management Committee of the Association.

**“Director-General”** means the Director-General of the Department of Fair Trading.

**“financial year of the Association”** means a period of 12 months commencing on 1 January and finishing on 31 December.

**“former services”** means the previous public services in Papua New Guinea established by or under the following Acts of the Commonwealth of Australia as amended from time to time:

- (i) The Papua Act 1905 and the Public Service Ordinance 1907 (Papua);
- (ii) The New Guinea Act 1920 and the Public Service Ordinance 1922 (New Guinea);
- (iii) The Papua New Guinea Provisional Administration Act 1945 and the Public Service Ordinance 1949; and
- (iv) The Papua New Guinea Act 1949 and the Public Service (Papua and New Guinea) Ordinance 1963.

**“member”** means a person or entity described in Rule 4 who has been admitted to membership of the Association.

**“Membership Officer”** means the member of the Committee appointed by the Committee under Clause 15(7) and designated as Membership Officer and includes any member of the Committee appointed by the Committee to act in the stead of the Membership Officer.

**“principal place of administration”** means the residence of the Public Officer or such other place as is determined at a general meeting of the Association.

**“Secretary”** means:

- a) the person holding office under these Rules as Secretary of the Association; or
- b) if no such person holds that office - the Public Officer of the Association.

**“Special General Meeting”** means a general meeting of the Association other than an Annual General Meeting.

**“the Act”** means the *Associations Incorporation Act 2009*, as amended.

**“the Regulation”** means the *Associations Incorporation Regulation 2016*, as amended.

**“Treasurer”** means the person holding office under these Rules as Treasurer of the Association.

(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, if the function is a duty, a reference to the performance of the duty; and
- c) the provisions of the *Interpretation Act 1987* 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.

### 2. OBJECTS

The Papua New Guinea Association of Australia is established to be a not-for-profit entity whose purpose is to advance culture and advance education by:

- a) recording and cataloguing the history and heritage of the Australians who contributed to developing Papua New Guinea;
- b) undertaking talks, discussions and seminars on the history of Australians in PNG;
- c) fostering and maintaining interest and public awareness in contemporary and historical events in Papua New Guinea;
- d) publishing journals, magazines, newsletters, websites, books and other media to inform and educate people about Papua New Guinea;
- e) to encourage the preservation of documents, historical and cultural material related to Papua New Guinea; including the production and recording of oral and written histories;

- f) collecting, displaying and exhibiting items of historical significance to the Australian/Papua New Guinea community, for the benefit of the community;
- g) advancing education with a scholarship program and other activities to support PNG students and their educational outcome;
- h) providing assistance and support with the education of and public exhibition of works of artists, filmmakers, musicians and dancers by Australian and Papua New Guinean creators;
- i) funding workshops so that PNG artists, musicians and choreographers/dancers can share their knowledge with the community;
- j) providing for the observance of PNG customs, festivals and ceremonies;
- k) Developing and operating a public museum, an interactive space, reflecting the history and connections of Australians and Papua New Guineans with the Pacific; and
- l) Working with communities and organisations in Papua New Guinea and Australia to keep alive and promote the wartime and developmental story of Papua New Guinea through programs of education, co-operation and assistance

In pursuance of these Objects, the Association:

- (a) will not be involved in, nor engage in partisan politics; however, this does not prohibit the Association from engaging with members of parliament or public servants in pursuit of its objects; and
- (b) may raise funds for its approved projects.

### **3. TRANSITIONAL PROVISIONS**

In so far as the original Association was formed to safeguard and foster the retirement conditions of superannuated members of the former services, including conditions applicable to their widows and dependents, the Association shall continue to represent such members, their widows and dependents in all superannuation matters appropriate to their prior service in the “former services”.

## **PART II - MEMBERSHIP**

### **4. MEMBERSHIP QUALIFICATIONS & MEMBERSHIP CATEGORIES**

The membership of the Association shall consist of ordinary members, special members, corporate members, honorary members and honorary life members (herein called “members”).

#### **4.1 ORDINARY MEMBER**

An Ordinary Member is a person who is supportive of the Association’s objects.

#### **4.2 SPECIAL MEMBER**

- (1) A Special Member is a person who is an Ordinary Member who as a result of advancing age, failing health and/or other circumstance has been granted Special Membership by the Committee. The Committee may, at its discretion, waive the payment of an annual membership subscription.
- (2) Such member shall have full voting rights but shall not hold office.

#### **4.3 CORPORATE MEMBER**

- (1) A Corporate Member is an entity that is supportive of the Association’s objects.
- (2) Such member has no voting rights and shall not hold office.

#### **4.4 HONORARY MEMBER**

- (1) An Honorary Member is a person who has been granted honorary membership status by the Committee under such terms and conditions as may be determined by the Committee from time to time.
- (2) Such member has no voting rights and shall not hold office.

#### **4.5 HONORARY LIFE MEMBER**

- (1) An Honorary Life Member is a person who is an Ordinary Member who has rendered outstanding meritorious service to the Association.
- (2) A Resolution recommending the appointment of an Honorary Life Member can only be determined at an Annual General Meeting.

#### **5. ADMISSION OF MEMBERS**

- (1) An application for membership of the Association shall:
  - a) be made by a prospective member of the Association in writing (including by email or other electronic means, if the Committee so determines) to the Membership Officer on a suitable application form; and
  - b) be lodged (including by email or other electronic means, if the Committee so determines) with the Membership Officer.
- (2) The Membership Officer shall acknowledge in writing (including by email or other electronic means, if the Committee so determines) the receipt of the application for membership and, after ensuring that all requirements have been met, shall advise the applicant of the outcome of their application.
- (3) The Membership Officer upon receipt of the application form together with the appropriate membership subscription shall enter the member's name and details in the register of members.

#### **6. CESSATION OF MEMBERSHIP**

- (1) A member ceases to be a member of the Association if that member:
  - a) dies; or
  - b) resigns membership; or
  - c) is expelled from the Association; or
  - d) fails to pay any subscription that is more than six months in arrears.
- (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 to the Secretary written notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the Association ceases to be a member under sub-clause 1(a)(b)(c) or (d) and subclause (2) of this Rule and in every other case where a member ceases to hold membership, the Membership Officer shall make an appropriate entry in the register of members recording the date on which such member ceased to be a member.

#### **7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

A right, privilege or obligation by reason of being a member of the Association:

- a) is not capable of being transferred or transmitted to another person or organisation;
- b) terminates on cessation of membership, and
- c) any residue membership period of a deceased member may be transferred to that member's next of kin or to another family member nominated by the next of kin.

## **8. REGISTER OF MEMBERS**

- (1) The Membership Officer shall establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and postal, residential or email address of each member together with the date on which the member became a member.
- (2) The register of members shall be kept at the home of the Membership Officer or some other place as determined by the Committee from time to time.

## **9. MEMBERSHIP SUBSCRIPTIONS**

- (1) A member of the Association shall pay to the Association an annual membership subscription as determined by the Committee from time to time:
  - a) except as provided by paragraph (b), before 1 January in each calendar year, or
  - b) if the member becomes a member on or after 1 January in any calendar year - on becoming a member and before 1 January in each succeeding calendar year; or
  - c) should a person become a member on or after 30 September in any calendar year such member will be deemed to have also paid the succeeding year's membership subscription.
- (2) Any variation in subscription rates approved by the Committee in clause (1) of this Rule shall not take effect until the first of January in the calendar year after the meeting of the Committee at which the variations were made.
- (3) Payment of a membership subscription may be remitted at the discretion of the Committee.
- (4) A member may pay advance membership subscriptions for as many years as may be determined from time to time by the Committee.

## **10. 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 9.

## **11. RESOLUTION OF INTERNAL DISPUTES**

Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, shall be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

## **12. DISCIPLINING OF MEMBERS**

- (1) A complaint may be made by any member of the Association that some other member of the Association:
  - a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
  - b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- (2) On receiving such a complaint, the Committee shall:
  - a) cause notice of the complaint to be served on the member concerned; and
  - b) give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
  - c) take into consideration any submissions made by the member in connection with the complaint.

- (3) The Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Committee expels or suspends a member, the Secretary shall, within seven days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under Rule 13.
- (5) The expulsion or suspension does not take effect:
  - a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 13(5), whichever is the later.

### **13. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- (1) A member may appeal to the Association in general meeting against a resolution of the Committee under Rule 12, within seven days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the Secretary shall notify the Committee, which shall convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under clause (3):
  - a) no business other than the question of the appeal is to be transacted; and
  - 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.
- (5) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **PART III - THE COMMITTEE**

### **14. POWERS OF THE COMMITTEE**

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; and
- 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.

### **15. CONSTITUTION AND MEMBERSHIP**

- (1) Subject in the case of the first members Committee to section 21 of the Act, the Committee is to consist of:
  - a) the office-bearers of the Association; and
  - b) eight ordinary members each of whom is to be elected at the Annual General Meeting of the Association under Rule 16.

- (2) The office-bearers of the Association shall be:
  - a) the President;
  - b) the Treasurer;
  - c) the Secretary; and
  - d) the Editor.
- (3) The President may not hold that office for more than four consecutive years.
- (4) Each member of the Committee is, subject to these Rules, to hold office for two years until the conclusion of the Annual General Meeting following the date of the member's election but is eligible for re-election.
- (5) 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 is to hold office, subject to these Rules, until the Annual General Meeting when the next biennial elections are held.
- (6) The Management Committee has the power to establish or recognise regional groups of members within Australia or in Papua New Guinea and that such groups will be governed by the Rules of the Association.
- (7) The Committee shall from time to time appoint one of its members as designated Membership Officer and may appoint another of its members to act in the stead of the Membership Officer as required to cover unavailability.

#### **16. ELECTION OF MEMBERS**

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Committee:
  - a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - b) nominations must be received by the Secretary by close of business on 31 January of the year in which elections for the Committee are held.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and any vacant positions remaining on the Committee are taken to be casual vacancies.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a postal ballot is to be held notwithstanding the provisions of Rule 33. This will be supervised by one or more independent honorary returning officer(s) appointed by the Management Committee.

#### **17. 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) The Secretary shall keep minutes (whether in written or electronic form) of:
  - a) all appointments of office-bearers and members of the Committee;
  - b) the names of members of the Committee present at a committee meeting or a general meeting; and
  - c) all proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of sub-clause (3).

## **18. TREASURER**

The Treasurer shall ensure:

- a) that all monies due to the Association are collected and received and that all payments authorised by the Association are made; and
- b) that 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.

## **19. CASUAL VACANCIES**

For the purpose of these Rules, a casual vacancy in the office of a member of the Committee occurs if the member:

- a) dies; or
- b) ceases to be a member of the Association; or
- c) becomes an insolvent under administration within the meaning of the Corporations Law; or
- d) resigns office by notice in writing given to the Secretary; or
- e) is removed from office under Rule 20; or
- f) becomes mentally incapacitated; or
- g) is absent without the consent of the Committee from all meetings of the Committee held during a period of six months.

## **20. REMOVAL OF COMMITTEE MEMBER**

- (1) The Association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in sub-clause (1) above 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, the Secretary or the President may send a copy of the representations to each member of the Association or, if the representations 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.

## **21. MEETINGS AND QUORUM**

- (1) The Committee shall meet at least three 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 Secretary at the request of the President, or at the request of a majority of the Committee members.
- (3) The Committee may hold its meeting at one or more venues using any technology that gives the Committee as a whole a reasonable opportunity to participate. Notice of meetings, agendas, resolutions and decisions of meetings using such technology shall have the same status and as far as reasonably practicable be subject to the same requirements as those associated with and resolved at face-to-face meetings.
- (4) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under sub-clause (4) above 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.



- (6) Five Committee members shall form a quorum at any meeting of the Committee and the presiding officer shall have a deliberative and casting vote.
- (7) No business is to 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 shall stand adjourned to the same place and at the same hour of the same day in the following week.
- (8) 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.
- (9) If at a meeting of the Committee the President is 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.

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

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the instrument, other than:
  - a) this power of delegation; and
  - b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a sub-committee under this Rule, may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite 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.

## **23. VOTING AND DECISIONS**

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or subcommittee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 21(5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.
- (5) Voting on resolutions may take place by:
  - a) a show of hands; or

- b) in any other way agreed by the Committee or sub-committee members in attendance at a meeting conducted using communication technology.

## **PART IV – GENERAL MEETINGS**

### **24. 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 six months after the expiration of each financial year of the Association convene an Annual General Meeting of its members.
- (2) The Association shall hold its first Annual General Meeting:
  - a) within the period of 18 months after its incorporation under the Act; and
  - b) within the period of six months after the expiration of the first financial year of the Association.
- (3) Sub-clauses (1) and (2) above have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

### **25. ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT**

- (1) The Annual General Meeting of the Association shall, subject to the Act and to Rule 24, be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall include the following:
  - a) the confirmation of the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - b) the reception of Committee reports on the activities of the Association during the last preceding financial year;
  - c) the election of office-bearers of the Association and ordinary members of the Committee; and
  - d) the reception of the statement required to be submitted to members under section 26(6) of the Act.
- (3) An Annual General Meeting shall be specified as such in the notice convening it.

### **26. 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 at least five 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; and
  - b) shall be signed by the members making the requisition; and
  - 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 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 a Special General Meeting to be held not later than three 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 consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

## **27. NOTICE**

- (1) Except if 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 28 days before the date fixed for the holding of the general meeting, cause to be sent, either by email or by post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If 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 28 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-clause (1) specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Rule 25(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **28. PROCEDURE**

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person (being members, of whom one shall be an office bearer, personally present entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting;
  - a) if convened on the requisition of members, shall be dissolved; and
  - b) in any other case, shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting the members present (being at least ten) shall constitute a quorum.

## **29. PRESIDING MEMBER**

The President shall preside as chairperson at each general meeting of the Association. If the President is absent or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

## **30. 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, 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) If a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **31. MAKING OF DECISIONS**

- (1) A question arising at a general meeting of the Association, other than the election of members as required by Rule 16 hereof, shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour for or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least three members present in person at the meeting.
- (3) If 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 ejection of the chairperson of the meeting or to the question of an adjournment; or
  - b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **32. SPECIAL RESOLUTION**

A resolution of the Association is a special resolution:

- a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which at least 28 days written 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 Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

### **33. VOTING**

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) All votes for special resolutions shall be given in person or by proxy. All other voting shall be in person or, where a ballot is required under Rule 16, by postal voting.
- (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 casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the Association unless all monies due and payable, by that member or proxy, to the Association, have been paid.
- (5) Only superannuated members of the "former services" are entitled to vote at general meetings on matters affecting their retirement benefits and conditions.

#### **34. APPOINTMENT OF PROXIES**

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be on an appropriate form.

#### **35. POSTAL OR ELECTRONIC BALLOTS**

- (1) The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 13).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

#### **36. USE OF TECHNOLOGY AT GENERAL MEETINGS**

- (1) A general meeting may be held at two or more venues using any technology approved by the Committee that gives each of the Association's members a reasonable opportunity to participate.
- (2) A member of the Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **PART V – MISCELLANEOUS**

#### **37. FUNDS – MANAGEMENT**

- (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) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.
- (4) The Association's bank account(s) may be operated upon online for the Association's purposes by the Public Officer, Secretary or Treasurer, or other person or employee authorised to do so by the Committee subject to the operation for any particular transaction or payment by the respective authorised officer or person having first been approved by any other two officers or members of the Committee authorised by it to give such approvals.

#### **38. INCOME AND PROPERTY**

The income and property of the Association from whatever source shall be used and applied solely in promotion of the objects of the Association and the exercise of its powers as set out herein. No portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association. Nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by that member to the Association or otherwise owing by the Association to that member or of remuneration to any officer or servant of the Association or to any member of the Association or other person in return for any service actually rendered to the Association. Further that nothing herein contained shall be so construed as to prevent the payment or repayment to any member of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

#### **39. AUDIT**

A person who is a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants shall be appointed by the Committee to audit the financial affairs of the Association.

#### **40. 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.

#### **41. COMMON SEAL**

- (1) The Common Seal of the Association shall be kept in the custody of the Public Officer.
- (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 two members of the Committee or of one member of the Committee and of the Public Officer or Secretary.

#### **42. CUSTODY OF BOOKS**

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.

#### **43. INSPECTION OF BOOKS**

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.

#### **44. SERVICE OF NOTICES**

- (1) For the purpose of these Rules, a notice may be served by or on behalf of the Association on 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) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken 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.

#### **45. PATRONS**

The Association may at an Annual General Meeting appoint one or more patrons.

#### **46. DISTRIBUTION OF SURPLUS ASSETS**

If the Association shall be wound up in accordance with the provisions of the *Associations Incorporation Act 2009* of New South Wales and there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among 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 which 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 Rule 38, such institution or institutions to be determined by the members.

#### **47. PRIVACY DECLARATION**

The personal information collected from members is what is required to provide membership and support services in furthering the objects of the Association. In this respect, the Association is committed to the provisions of the *Commonwealth Privacy Act 1988*, as amended:

- (1) Members:
  - a) have the right to access, and if necessary correct, the personal information held in respect of their membership of the Association; and
  - b) may advise the Secretary in writing to withhold publication of all or part of their collected personal information in any communication, magazine, journal or newsletter published by or under the authority of the Association.
- (2) The Association:
  - a) shall not share members' personal information with other entities other than to those who may be contracted to undertake Association-initiated mailing services and then only under a confidentiality agreement; and
  - b) may, from time to time, request members to voluntarily update personal information held on their behalf by the Association.