

## ANTHROPOSOPHICAL SOCIETY IN AUSTRALIA INC.

ABN: 38 796 934 734

### OBJECTS and CONSTITUTION – August 2020

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## Part 1.1 Preliminary

### 1a Name and affiliations

- a) The name of the Association shall be “the Anthroposophical Society in Australia” (the Society).
- b) The Society considers itself to be affiliated with the General Anthroposophical Society which has its centre at the Goetheanum, Dornach, Switzerland and regards the School of Spiritual Science thereof as a centre for its activity.
- c) The Legislation Act 2001 (A.C.T) applies to these rules in the same way as it would if they were an instrument made under the Act.

### 1b Definitions

Unless the context indicates to the contrary, the following terms have the following meanings:

- 1) The “Society ” means the Anthroposophical Society in Australia,
- 2) The “General Anthroposophical Society” or GAS means the General Anthroposophical Society which has its centre at the Goetheanum in Dornach, Switzerland
- 3) The “General Secretary” is the Society’s official Australian representative to the Executive Council of the General Anthroposophical Society in Dornach and to the Anthroposophical Movement worldwide
- 4) Public Officer means the officer of the Society whose functions are described in clause 15 of this Constitution
- 5) “Member” means a member of both the Society in Australia and the General Anthroposophical Society
- 6) A “contributing” or “financial” member is a member who makes an annual financial contribution to further the work of the Society in Australia and the general Anthroposophical Society
- 7) “Branch” means a regional subset of the Society in Australia
- 8) “Group” means a group of members of the General Anthroposophical Society formed on the basis of locality or subject
- 9) The “Committee” means the Management Group which acts as the Executive Body of the Society and is the body responsible for the management of the Society’s activities generally and at the National level
- 10) Any reference to the masculine gender includes a reference to the feminine gender and vice versa
  - (a) Any reference to the singular number includes a reference to the plural number and vice versa
- 11) The “financial year” means the year ending on 31 December
- 12) The “Act” means the Associations Incorporation Act 1991 (A.C.T)
- 13) The “Regulation” means the Associations Incorporation Regulation 1991
- 14) “Special resolution” means a Special Resolution of a general meeting where the following provisions apply:
  - (a) at least 35 days' notice of the meeting must be given to each member of the Society. The notice must specify the time, date and place of the meeting and the nature of the Constitutional amendments proposed;
    - i. the notice must specify that precise details of the proposed amendments may be obtained from the committee

- (b) a special quorum of (25) members is required; except in the case of a general meeting, which has been adjourned due to insufficient members being personally present to constitute a quorum. In the case of such an adjourned meeting, the required quorum is 25 members personally present; and
  - (c) no resolution to amend the constitution may be passed without approval by 2/3 majority of such members.
- 15) General meeting means the annual general meeting or a general meeting of the Society.

## Part 1.2 Membership

### 2 Membership qualifications

A person is qualified to be a member if –

- (a) the person is a member of the General Anthroposophical Society; or
- (b) the person is a person mentioned in the Act, section 21 (2) (a) of the Act and has not ceased to be a member of the Society at any time after the incorporation of it under the Act.

### 3 Application for membership

- (1) Application for membership of the Society shall be made in the form set out in Annexure 3, through a local branch or group, and lodged with the General Secretary together with an application for membership of the General Anthroposophical Society if such membership has not previously been obtained.
- (2) An applicant becomes entitled to membership of the Society at the moment membership of the General Anthroposophical Society is granted.
- (3) Upon approval of membership, the new member must be notified of the acceptance as soon as practicable after that decision and payment be requested within forty-two (42) days after receipt of the notification of the contribution requested under these rules.
- (4) For applicants already members of the General Anthroposophical Society the General Secretary shall as soon as practicable refer the application for membership to the committee which must decide to approve or reject it or with cause defer it but for no longer than six (6) weeks after which without such decision it shall be deemed rejected.
- (5) The General Secretary must cause the nominee's name to be entered in the register of members forthwith upon approval.

### 4 Membership entitlements not transferrable

- A right, privilege or obligation that a person has because of being a member of the Society –
- (a) cannot be transferred or transmitted to another person; and
  - (b) terminates on cessation of the person's membership.

## 5 Cessation of membership

- (1) A person ceases to be a member of the Society if the person:
  - (a) ceases to be a member of the General Anthroposophical Society for whatever reason; or
  - (b) resigns in writing from membership of the Society; or
  - (c) transfers membership to another country; or
  - (d) is expelled from the Society<sup>1</sup>; or
  - (e) fails to pay their contributions to the Society for a period of two years; or
  - (f) is deceased
- (2) any person, who ceases to be a member pursuant to (b) or (d) above but remains a member of the General Anthroposophical Society may reapply once but shall not be admitted to membership of the Society except by the unanimous decision of the committee.
- (3) If a person ceases to be a member, the General Secretary must cause an appropriate entry to be made in the register of members recording the date the member ceased to be a member.

## 6 Resignation of membership

- (1) Resignation of membership of the Society shall be notified by a written, declaration signed by the member to the General Secretary, effective on receipt or otherwise as specified therein.
- (2) In the event of a member resigning also from the General Anthroposophical Society, or dying, their membership card must be returned to the General Secretary.

## 7 Financial Contributions etc

- (1) The annual membership contribution to the Society shall be determined by the committee, in consultation with the Branches and Groups.
- (2) The annual membership contribution is payable-
  - (a) except as provided by paragraph (b) – before 1 April in each calendar year; or
  - (b) if a person becomes a member on or after 1 April in any calendar year – within six (6) weeks of their application being accepted.

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<sup>1</sup> In the event of request for expulsion by a branch or group of one of their members, the branch or group must notify the National Society of the recommendation that the member should be expelled from the Anthroposophical Society in Australia and thus from the General Anthroposophical Society..

## 8 Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the association is limited to two dollars (\$2.00).

## 9 Disciplining of members

(1) A member may be expelled from the Society by resolution of the committee.

- (a) Any member or members of the committee who have a personal interest in the expulsion resolution, which interest would give rise to a suspicion of apprehended bias, must declare their interest to the committee and the committee may direct that member or members not to be present at, or involved in the deliberations upon and decision regarding the expulsion of the member.
- (b) A member subject to a resolution of expulsion must be told the precise grounds for the resolution before the meeting at which the resolution is to be made.
- (c) A member subject to a resolution of expulsion must be given a reasonable opportunity to address the committee prior to the resolution and to show cause why the resolution of expulsion should not be passed.
- (d) If a resolution of expulsion is made, the committee must provide to the expelled member, written reasons for the decision.

(2)

- (a) A member who has been subject to a resolution of expulsion, may within 7 days of the resolution being passed, lodge with the committee a notice of appeal against the decision of expulsion.
- (b) The notice of appeal must specify the grounds of appeal with reasoned argument as to why the resolution of expulsion should be overturned.
- (c) The committee must enter the hearing of the appeal, with the appeal notice, into the agenda of the next following General Meeting of the Society.
- (d) It is the responsibility of the expelled member to prosecute the appeal at the General Meeting, and if they fail to attend, the Annual General Meeting may resolve to dismiss the appeal without more.
- (e) The rights and privileges of an expelled member are suspended during the period between their expulsion and the resolution of their appeal and may be reinstated, (upon payment of any due fees,) if their appeal is successful or the General Meeting may resolve to confirm their expulsion.

## 10 Dispute Resolution Procedure

- (1) Where there is a dispute between members of the Society, or between a member, or members and the Society, before any further step is taken a discussion shall be convened between those involved and they will be encouraged to try genuinely to see the other's point of view and resolve the dispute. In the event that a resolution is achieved, it shall be reduced to writing and that written resolution shall bind the parties thereafter.
- (2) If resolution is not achieved by this means, after twenty-eight (28) days both parties may enter a mediation process which may involve a number of meetings. In the event that a resolution is achieved by mediation, it shall be reduced to writing and that written resolution shall bind the parties thereafter.
- (3) The Committee will appoint a panel of individuals with mediation skills, from within the membership, for this purpose, if required by the parties.
- (4) If resolution is not achieved by this means, the committee shall appoint an independent and unbiased decision-maker, who shall hear the parties in each other's presence and may receive evidence from them as to the subject matter of the dispute.
- (5) Each party to the dispute shall be responsible for half of the costs of conducting the independent dispute resolution process, except that the Committee may in exceptional circumstances bear the costs of another party or parties, if it is seen to be equitable to do so. Each party to the dispute is entitled to employ a personal representative to assist them in the dispute resolution process however that party must bear that cost without reimbursement from the committee.
- (6) The decision-maker must, after hearing the parties make a decision which resolves the dispute, and must notify the parties in writing of their decision and the reasons for the decision.
- (7) If a member has initiated a dispute resolution procedure as to a dispute between the member and the Society, the Society must not take disciplinary action against that member, or any other member involved in the dispute resolution procedure on behalf of the Society, until the dispute resolution procedure has been completed.
- (8) If the committee has commenced disciplinary procedures against a member, that member may not invoke the dispute resolution procedure against the Society, until the disciplinary proceedings have been resolved.

## Part 1.3 Objects of the Anthroposophical Society in Australia

### 11 Powers of the Committee

- (a) To form a national body to which all members of the General Anthroposophical Society may join including such members as may be represented in branches groups and other Anthroposophical Organisations throughout Australia.
- b) To nurture the life of the soul both in individual and human society on the basis of a true knowledge of the spiritual world.
- c) Further to pursue the objects and purposes mutatis mutandis (by changing what needs to be changed) of the General Anthroposophical Society centred in Dornach Switzerland as annexed hereto and entitled "Principles of the Anthroposophical Society".
- d) To publish by periodical journal or otherwise whatsoever such literature or other material in pursuit of the above objects as it may deem expedient from time to time.
- e) To raise by donation, membership contributions and other activities including but not limited to seminars, exhibitions, performance, lectures and courses, such funds as it may require in furtherance of these objects but always subject to its constitution, the Act and rules.

### 12 Powers of the committee

For the achievement of the objects of the Society .

- (1) The committee, subject to the Act, the regulation, these rules, and to any resolution passed by the Society in general meeting –
  - (a) controls and manages the affairs of the Society; and
  - (b) may exercise all functions that may be exercised by the Society other than those functions that are required by these rules to be exercised by the Society in general meeting; and
  - (c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the Society.
  - (d) Each member of the committee shall within six (6) weeks of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the Society possessed by such former officer.

## Part 1.4 The Committee

### 13 Duties of the Committee

- (1) The committee is responsible for presenting to the members at each Annual General Meeting,
- (a) the statement of the Society's accounts for the most recently ended financial year
  - (b) the report of the reviewer of those accounts.
  - (c) the report, to be signed by 2 members of the committee stating the names of each committee member during that most recently ended financial year.
  - (d) the net profit or loss of the Society for that most recently ended financial year
  - (e) the principal activities of the society during the most recently ended financial year and any significant change in the nature of those activities, pursuant to section 73 of the Act
  - (f) In circumstances where the deliberations of the committee involve confidential information, the committee may resolve to mark its minutes, or portions of its minutes as confidential, in which case the marked minutes shall not be shown to the members, despite their request.
  - (g) The members of the Committee are bound by the Code of Conduct for the Committee which appears as Annexure 1 to this Constitution.

### 14 Constitution and membership

- (1) The committee consists of –
- (a) The General Secretary of the Society; and
  - (b) the office bearers of the Society; and
  - (c) at least one (1) ordinary committee member
  - (d) The committee members mentioned in (b) and (c) must be elected under clause 16 below or appointed in accordance with subsection (4) hereof.
- (2) The office bearers of the Society are-
- (a) The chair person
  - (b) the treasurer
  - (c) the public officer
- (3) Each member of the committee holds office, subject to these rules, until the conclusion of the third (3<sup>rd</sup>) annual general meeting following the date of the member's election, but is eligible for re-election, or appointment for such shorter period as is affirmed by the members in General Meeting.
- (4) If there is a vacancy in the membership of the committee, the committee may appoint a member of the Society to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next Annual General Meeting after the date of the appointment.

## 15 Appointment / Election of committee members

(1) Committee members shall be nominated by the committee in consultation with the Branch Secretaries and the general membership and confirmed at a General Meeting.

(2) Committee members, the General Secretary exempted, are appointed for three (3) years and are eligible for re-nomination and re-election.

## 16 General Secretary

- (1)
  - (a) The General Secretary shall be elected at an Annual General Meeting by secret ballot and shall hold office for three (3) years as an ex-officio member of the committee; and
    - i may be reappointed for a further three years by affirmation of the members at an AGM however should there be any dissent, the appointment shall be put to a vote on a show of hands, a simple majority sufficing for the affirmation to thereupon be effective forthwith; and
    - ii if reappointment is not affirmed at the AGM then the existing General Secretary to continue in a caretaker role until an election is held as per (3) below.
  - (b) After two (2) terms of three years, the office of General Secretary becomes vacant and is filled following the procedure in (3) below. No General Secretary can hold office for more than three (3) terms (9 years).
- (2) The work of the General Secretary includes:
  - (a) Faithfully representing to the members of the Society the interests and intentions of the General Anthroposophical Society centred at the Goetheanum, and the world-wide movement; and
  - (b) Faithfully representing to the Executive (Vorstand) and Section Leaders of the General Anthroposophical Society and the movement world-wide the interests and intentions of the members of the Society, as expressed through their communications to the General Secretary; and
  - (c) The maintenance of regular contact with the local Branches and Groups, to know them and to be known by them.
  - (d) The responsibility for keeping a register of members
- (3) Election procedure to be discussed
- (4) Appointment of the General Secretary must be approved by the Executive of the General Anthroposophical Society in Dornach though nothing done by the General Secretary before such approval shall be rendered void, voidable, or otherwise invalid by lack of such confirmation if diligently sought upon appointment.

## 17 Public Officer

- (1) The public officer of the Society must be a resident of the ACT.
- (2) The public officer, as soon as is practicable after being appointed as public officer, notify the Society of his or her address.
- (3) The public officer must lodge with the registrar general a notice of their appointment and must lodge a further notice with the registrar general should they change their address.
- (4) The public officer must cause notices of vacancies and appointments to the committee and any changes of address of a committee member to be lodged with the registrar general pursuant to section 62 of the Act.
- (5) The public officer is responsible for the lodging of the annual return by the Society with the registrar general, within 6 months of the end of each financial year, pursuant to section 79 of the Act.
- (6) The public officer is responsible for the keeping of minutes of-
  - (a) All elections and appointments of office bearers and ordinary committee members; and
  - (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.
- (7) On behalf of the Society the public officer is responsible for providing to members on request:
  - i. a copy of the object
  - ii. a copy of the Constitution currently in force
  - iii. a copy of the deeds of any trust
  - iv. a summary of the minutes of a meeting of the committee.

## 18 Treasurer

- (1) The treasurer of the Society is responsible for the following tasks being carried out by or on behalf of the Society –
  - (a) collecting and receiving all amounts owing to the Society and making all payments authorized by the Society; and
  - (b) keeping correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.
  - (c) causing to be prepared a statement of the financial accounts of the Society to be presented at each AGM. The statement of accounts must include:
    - i. the income and expenditure of the society during the most recently ended financial year and
    - ii. the assets and liabilities of the society at the end of the that financial year and
    - iii. details of any mortgages, charges or other securities affecting any property of the society at the end of that financial year.

- (d) causing the prepared financial accounts and statements of the Society to be reviewed by a reviewer pursuant to section 74 (2) of the Act., and for the reviewers written report to be presented to the next following Annual General Meeting.

(2) The treasurer, in consultation with the Branches and Groups within Australia, and with the committee, shall submit to the General Anthroposophical Society an annual contribution, in consultation with the Executive at the Goetheanum in Dornach.

## 19 Vacancies

- (1) For these rules, a vacancy in the office of a member of the committee happens if the member –
  - (a) dies; or
  - (b) ceases to be a member of the Society; or the GAS; or
  - (c) resigns the office, by notice in writing to the public officer; or
  - (d) is removed from office under section 18 (removal of committee members); or
  - (e) becomes an insolvent under administration within the meaning of the Corporations Act; or
  - (f) suffers from mental or physical incapacity; or
  - (g) is disqualified from office under the Act, section 63, , 63A or 63B; or
  - (h) is absent without the consent of the committee from ( 3 ) meetings of the committee held during a period of (3) months.

## 20 Removal of committee members

The Society in a general meeting may by resolution, subject to the Act, Section 50, remove any member of the committee from office before the end of the member's term of office.

## 21 Committee members & quorum

- (1) Members may attend Committee meetings

Subject to clause 1) The members of the Society may attend and observe meetings of the Committee, provided that they do not in any way disrupt proceedings.

(2) The committee may resolve to meet in private but if it decides to do so, it must give reasons to those members of the Society who are in attendance before requiring them to absent themselves.

- (3) Use of technology

- (a) The Committee or a subcommittee may conduct meetings and make decisions at meetings at which one or more members are present by

telephone or videoconference, provided that each member present by telephone, videoconference must have provided to them, all documents being considered by the members physically present at that meeting.

- (b) For the purposes of clause 27, a member present at a meeting by telephone or videoconference is taken to be present at the meeting.

(4) The committee must meet at least five (5) times in each calendar year at the place and time that the committee may decide.

(5) Additional meetings of the committee may be called by any member of the committee.

(6) Oral or written notice of a meeting of the committee, together with copies of documents to be considered by the meeting must be given by the chair person or a delegated person, to each member of the committee at least forty eight (48) hours (or any other period that may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.

(7) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.

(8) Any three (3) members of the committee, constitute a quorum for the transaction of the business of the meeting.

(9) No business may 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 stand adjourned to the same place and at the same hour of the same day in the following week.

(10) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

(11) At meetings of the committee the chairperson or, in the absence of the chair, 1 of the remaining members of the committee presides.

(12) The assignment of duties within the committee and its manner of conducting business are to be regulated by the committee itself.

(13) The committee may employ any person or company to assist it to administer or manage the affairs of the Society.

(14) Any paid position shall be made only within the previously accepted applicable budget amount or in consultation with Branches and is subject to ratification at the next general meeting.

## 22 Minutes

(1) The minutes of a committee, subcommittee or General meeting must contain details of:

- (a) the time, date and place of the meeting and its agenda

- (b) the persons present at the meeting,
  - (c) a summary of the business transacted and discussions held at the meeting, including details of any reports or statements received at the meeting.
  - (d) the resolutions passed at the meeting
  - (e) any appointments or elections to positions or confirmations of positions made at the meeting.
- (2) The committee or a subcommittee may mark their minutes, or a part of their minutes as being confidential. Confidential minutes may only be perused by committee or subcommittee members.
- (3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

### 23 Delegation by committee to subcommittee

- (1) The committee may, in writing, delegate to one (1) or more subcommittees the exercise of the functions of the committee that are specified in the instrument, other than –
- (a) this power of delegation; and
  - (b) a function that is imposed on the committee by the Act, by any Territory law, or by resolution of the Society in general meeting.
- (1a) A subcommittee may be appointed from the members of the Society whom the committee considers appropriate, together with nonmembers, who in the opinion of the committee possess expertise needed for the work of the subcommittee. Nonmembers appointed to a subcommittee do not have the right to vote at subcommittee meetings.
- (2) A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this section, the committee may continue to exercise any function delegated.
- (5) A subcommittee must keep minutes of its meetings and must provide those minutes to the committee immediately they have been signed by the member presiding at the subcommittee meeting.
- (6) A subcommittee must report to the committee on its activities when called upon by the committee to do so.

(7) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.

(8) The committee may, in writing, revoke wholly or in part any delegation under this section.

(9) A subcommittee may meet and adjourn as it considers appropriate.

## 24 Voting and decisions

(1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are to be decided preferably by consensus or by a majority of the votes of the members of the committee or subcommittee present at the meeting.

(2) Each member present at the committee or subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to one (1) vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

## 25 Indemnity for committee

(1) Any acts done by any meeting of the committee or by any sub-committee thereof shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any member or members of the committee or the sub-committee or that any such member or members were disqualified be as valid as if every such member had duly been appointed and was qualified to be a member of the committee or sub-committee as the case may be.

(2) No member of the committee shall be liable for the acts or defaults of any other member of the committee or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

(3) The committee and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

## Part 1.5 General meetings

### 26 Annual general meetings – holding of

(1) With the exception of the first annual general meeting of the Society, the Society must, at least once in each calendar year and within five (5) months after the end of each financial year of the Society, call an Annual General Meeting of its members.

### 27 Annual general meetings – calling of and business

(1) The annual general meeting of the Society must, subject to the Act, be called at the place and time that the committee considers appropriate.

(2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is –

- (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
- (b) to receive from the committee reports on the activities of the Society during the last financial year; and
- (c) to elect or confirm members of the committee, including office bearers; and
- (d) to receive and consider the statement of accounts and reports that are required to be submitted to members under the Act, section 73 (1). (Refer to clause 13)

(3) An annual general meeting must be specified as such in the notice calling it in accordance with clause 29 (Notice).

(4) An annual general meeting must be conducted in accordance with the provisions of this Part 1.5.

### 28 General meetings – calling of

(1) The committee may, whenever it considers appropriate, call a general meeting of the Society.

(2) The committee must, on the requisition in writing of not less than ten percent (10%) of the total number of financial members, call a general meeting of the Society.

(3) A requisition of members for a general meeting –

- (a) must state the purpose or purposes of the meeting; and
- (b) must be signed by the members making the requisition; and
- (c) must be lodged with the public officer; and
- (d) may consist of several documents in a similar form, each signed by one (1) or more of the members making the requisition.
- (e) may not propose a special resolution.

(4) If the committee fails to call a general meeting within one (1) month after the date when a requisition of financial members for the meeting is lodged the public officer, any one or more of the members who made the requisition may call a general meeting to be held not later than three (3) months after that date.

(5) A general meeting called by a member or members mentioned in subsection (4) must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

## 29 Notice

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the public officer must, at least twenty one (21) days before the date fixed for the holding of the general meeting, send by prepaid post, email or by hand 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 public officer must, at least thirty five (35) days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in subclause (1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution and the further matters referred to in clause 37

(3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting.

(4) A member desiring to bring any business before a general meeting shall give written notice of that business to the Public Officer who must include that business in the next notice calling a general meeting given after the receipt of notice from the member.

(5) The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## 30 General meetings – procedure and quorum

(1) No item of business shall be transacted at a general meeting unless a quorum of financial members entitled under these rules to vote is present during the time the meeting is considering the item.

(2) Twenty-five (25) members present in person (who are 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 thirty (30) minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the

person presiding at the meeting or communicated by written notice to members given the day before to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the start of the meeting, the members present (being not less than three (3)) constitute a quorum.

### 31 Presiding Member

The committee will appoint a person to preside over the meeting at each general meeting of the association.

### 32 Adjournment

(1) The person presiding at a general meeting at which a quorum is present may, with the consent of a majority of the financial members present at the meeting, adjourn the meeting from time to time and from place to place, but no business may 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 fourteen (14) days or more, the secretary must give written or oral notice of the adjourned meeting to each financial 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 subsections (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.

(4) This clause 32 does not apply to a general meeting at which a special resolution is proposed. In that case, clause 37 applies to adjourned meetings.

### 33 Making of decisions

(1) All business shall be decided by a simple majority of votes howsoever cast. All decisions shall be recorded in the minutes.

(2) Each member at a general meeting has one (1) vote.

(3) All general meetings shall be chaired by a chairperson appointed by the management group and any chairperson shall only have a deliberative vote.

(4) Votes shall be exercised as follows:

(a) At general meetings voting shall be by show of hands, by postal vote or, at the request of the majority present or on demand of the chairperson, by secret ballot, and on any secret ballot each member shall be entitled to one (1) vote.

(b) Unless otherwise required by these rules, all questions shall be determined by a simple majority of those present and voting at the general meeting (including any postal votes received).

(5) A question arising at a general meeting of the Society is to be decided 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 person presiding 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 Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(6) At a general meeting of the Society, a poll may be demanded by the person presiding or by not less than three (3) members present in person.

(7) If the poll is demanded at a general meeting, the poll must be taken –

- (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
- (b) in any other case – in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the poll on the matter.

#### 34 Voting

(1) Subject to subsection (3), on any question arising at a general meeting of the Society a member has one (1) vote only.

(2) All votes must be given personally or by post/email.

(3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second (2<sup>nd</sup>) or casting vote.

(4) A member is not entitled to vote at any general meeting of the Society unless he or she has paid the financial contribution for the then current or the immediately preceding year.

## Part 1.6 Miscellaneous

### 35 Funds – source

- (1) The funds of the Society must be derived from annual contributions of members, donations and, subject to any resolution passed by the Society in general meeting and subject to the Act, section 14, any other sources that the committee decides.
- (2) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank account.
- (3) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

### 36 Funds – management

- (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society must be used for the objects of the Society in the way the committee decides.
- (2) All cheques, drafts, bills or exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the committee or employees of the Society, being members of the committee or employees authorized to do so by the committee.

### 37 Alteration of Objects, Name and Constitution

- (1) Neither the name, the Objects of the Society nor this constitution may be altered except in accordance with this clause.
- (2) Alteration of the Objects and Constitution
  - (a) The Constitution (or the objects or name of the Society) may be altered, whether by making a new Constitution or rescinding clauses of this Constitution in force by a special resolution of the Society at general meeting.
  - (b) The committee must, pursuant to the Act, within 1 month after the making of the alteration file with the Registrar General a notification of the alteration,
  - (c) The alteration does not take effect unless and until lodged with the Registrar General
  - (d) A special resolution leading to constitutional amendments may only be proposed at general meetings called by the committee.
  - (e) Amendments to the name and Constitution may only be passed by a Special Resolution of a general meeting where the following provisions apply:

- i. at least 35 days' notice of the meeting must be given to each member of the Society. The notice must specify the time, date and place of the meeting and the nature of the constitutional amendments proposed;
- ii. the notice must specify that precise details of the proposed amendments may be obtained from the committee
- iii. a special quorum of (25) members is required; except in the case of a general meeting called for the purpose of a constitutional amendment, which has been adjourned due to insufficient members being personally present to constitute a quorum. In the case of such an adjourned meeting, the required quorum is 25 members personally present; and
- iv. no resolution to amend the constitution may be passed without approval by [two-thirds] 2/3 majority of such members.

### 38 Common seal

- (1) The common seal of the Society must be kept in the custody of the Public Officer.
- (2) The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures either of two (2) members of the committee or one (1) member of the committee and of the public officer.

### 39 Custody of books

Subject to the Act, the regulation and these rules, the public officer must keep in his or her custody or under his or her control all records, books, and other documents pertaining to the Society.

### 40 Inspection of books

The records, books and other documents of the Society must be open to inspection at a place in the ACT, free of charge, by a financial member of the Society at any reasonable hour.

### 41 Service of notice

For these rules, the association may serve a notice on a member by sending it by post to the member at the member's address shown in the register of members, or by email to the member's last known email address.

### 42 Surplus Property

In the event of the dissolution or winding up of the Society, the General Meeting must determine the method of liquidation and the application of assets in accordance with the objects of the Society and in compliance with the Act, section 92 (2).

## Version Control

| <i>Version</i> | <i>Date accepted</i> | <i>Reviewers</i>                       | <i>Summary of change</i>   |
|----------------|----------------------|--|--|
| August 2020    | Post 2020 AGM        | Subcommittee prepared and AGM approved | <ol style="list-style-type: none"><li>1. Modifications to <i>Section 1.2.9 Disciplining of members</i> to reflect ACT Legislative changes</li><li>2. Modifications to <i>Section 1.2.10 Dispute Resolution Procedures</i> to reflect ACT legislative changes</li><li>3. Reformatted and updated table of contents</li><li>4. Addition of version control table</li></ol> |