

The Pedorthic Association of Australia Incorporated Constitution Rules of Association



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CONSTITUTION AND RULES OF THE PEDORTHIC ASSOCIATION OF AUSTRALIA (INC.) (INCORPORATED UNDER NSW ASSOCIATIONS INCORPORATION ACT 1984)

1 The Name

The name of the body is “Pedorthic Association of Australia (Inc.)”

2 Definitions

- a) “Act” means the Associations Incorporation Act 1984.
- b) “Association” means the Pedorthic Association of Australia (Inc.).
- c) “Management Committee” means the Management Committee of management or control of the Association referred to in the Constitution, Rules or Model Rules.
- d) “Chairperson” means – in relation to the proceedings at a Management Committee Meeting or General Meeting, the person presiding at the Management Committee Meeting or General Meeting in accordance with Constitution, Rules or Model Rules, OR if that person is unable to perform his or her function, a Deputy Chairperson.
- e) “Public Officer” is a position required by the *Associations Incorporation Act 1984*.
- f) “Secretary” means the Secretary referred to in the Constitution, Rules or Model Rules.
- g) “State” means a State of Australia or the Australian Nation, unless the context otherwise requires.
- h) “The Deputy Chairperson” means the Deputy Chairperson referred to in the Constitution, Rules or Model Rules.
- i) “The Seal” means the common seal of the Association.
- j) “The Treasurer” means the Treasurer referred to in the Constitution, Rules or Model Rules.
- k) “He” means he or she or they.
- l) “Model Rules” means the document entitled “The Model Rules” obtained from The NSW Consumer Affairs regarding incorporated associations.
- m) “Writing” expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, facsimile (FAX) transmissions, e-mail, computer generated files and other modes of representing or reproducing words in a visible form.

3 Objectives

3.1 Activity

The Pedorthic Association of Australia will:

- a) Administer, serve and attend as one national body on all issues relating to Medical Grade Footwear and appliances and orthoses specific to the foot/ankle in all their forms and procedures including assessment, manufacture, dispensing, modify, repair and other matters related to the human body in particular the lower limb, the neuromuscular, vascular and skeletal system in cooperation with other state, national and international bodies, offering appropriate guidance and advice to these bodies to avoid unwitting duplication of effort and to encourage maximum use of resources.
- b) Stimulate and engage in an exchange of information among the members and others through gathering and dispersing information through publications, correspondence, exhibits and conferences or otherwise.
- c) Stimulate and engage in and assist efforts to coordinate or guide research, development and evaluation activities related to Medical Grade Footwear and appliances and orthoses throughout Australia.
- d) Encourage, guide, support the efforts of all those responsible for the education and training of the professions involved and when needed correlate and or actively participate in these activities throughout Australia.
- e) Encourage, guide, support efforts and activities of all those responsible for care of patients involving these important fields, to collaborate with bodies, associations and organisations relating to the care of such patients and when requested, correlate these activities in Australia.
- f) Undertake appropriate projects, training, professional development to encourage and facilitate high level uniform practice by development of standards for nomenclature;, curricula, design of devices, techniques and processes, testing and by involvement in all appropriate aspects of patient care, research and development, evaluation, education and training.

3.2 Purpose

Solely for the purpose of carrying out the objectives:

- a) To subscribe to, become a member of and cooperate with or amalgamate with any other association or organisation whether incorporated or not, whose objectives are similar to those of the Association.
- b) To buy, sell and deal in all kinds of apparatus and all kinds of provisions required by the members of the Association or persons frequenting the Association's premises.
- c) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easement or property, real and personal and any rights or privileges which may be requisite

for the purposes of, or capable of being conveniently used in connection with, any of the objectives of the Association. Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- d) Conduct surveys when appropriate.
- e) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objectives and to obtain from any such government or authority any rights, privileges and concessions which the Association may think is desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- f) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- g) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests and to contribute, to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- h) To invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds.
- i) To borrow or raise or secure the payment of money in such a manner as the Association may think fit and to secure the same or the repayment or performance of any debt, liability, contract guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property (both present or future) and to purchase, redeem or pay off such securities.
- j) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- k) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- l) To take or hold mortgages, loans and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- m) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objectives.
- n) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.

- o) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- p) To make donations for patriotic or charitable purposes provided that the Association shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which, if an objective of the Association, would make it a trade union within the meaning of the Trade Union Act.

4 Income and Property

- a) The income and property of the Association whence so ever derived shall be applied solely towards promotion of the objectives of the Association as set forth in this memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by the way of dividends, bonus or otherwise, to the members of the Association.
- b) Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association or for the goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph.
- c) And provided further that nothing herein contained shall prevent the payment in good faith of a reasonable and proper fee to a member in recognition of service to the Association, but so that such a fee shall be subject to the prior approval of the members of the Association in General Meeting.

5 The Liability of the Members

- a) The liability of a member of the Association to contribute towards then 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 13.

6 Winding up or Dissolution of the Association

- a) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the Association and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by the virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

7 Funds Management

- a) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objectives of the Association in such a manner as the Committee determines.
- b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.
- c) True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipts and expenditure takes place, and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the rules for the time being in force, shall be open to the inspection of the members.

8 Membership

- a) The Pedorthic Association of Australia will primarily embrace the key stakeholders involved in Medical Grade Footwear, Pedorthic appliances and orthoses specific to the foot/ankle in all their forms and procedures including assessment, manufacture, dispensing, modify, repair of orthoses and rehabilitation, in the care of patients, research and development, evaluation and education and training.
- b) It will also include as members the patients and individuals with specific interest in this field.
- c) Each class and subclass provide for life membership status.
- d) Classes and subclasses of membership are established as follows:
 - 8.1 Active Non-certified Member (ANC) – the non-certified professional member actively involved in Pedorthic Medical Grade Footwear
 - 8.2 Active CPed Member (ACP) – the Australian Certified Pedorthist professional member actively involved in Pedorthic Medical Grade Footwear (including reciprocal overseas qualifications)
 - 8.3 Special Interest Member (SIM) – the member actively interested in Pedorthic Medical Grade Footwear
 - 8.4 Student Member (SM) – the full-time student of Pedorthic Medical Grade Footwear member
 - 8.5 Retired Member (RM) – the professional member retired from involvement in Pedorthic Medical Grade Footwear
 - 8.6 Life Member (LM) – the professional member specifically honoured for dedication to the industry and awarded life membership of the Association
 - 8.7 Sustaining Member (ST) – an individual person or body corporate member who is interested in the objectives:

- (i) is able to support the Association in the pursuit of the objectives; and
- (ii) has its application for membership approved by the Board.

9 Register of Members

- a) The Secretary of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- b) The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- c) A member of the Association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Committee, that other amount.

10 Practitioners and Continuing Education

- a) Continuing Education will be verified to maintain certified membership titles.
- b) Rules for Continuing Education
 - will be such as the Management Committee determines from time to time
 - will provide fair and open dealing for disputes
 - will be in clear, plain language
 - will be accessible for urban, city and rural members considering distance differences and costs
- c) The PAA Certification Criteria will detail the requirements for continuing professional development which will be verified by the Certification Registrar.

11 Application and Acceptance for Membership

- a) Every application for membership of the Association shall be proposed by one other member of the Association to whom the applicant shall be personally known. The application for membership shall be made in writing, signed by the applicant and his proposer and shall be in such form as the Board from time to time prescribes. At the next meeting of the Management Committee after the receipt of any applications for membership, such applications shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant and in the case of admission thereupon determine the class of such membership. In no case shall the Management Committee be required to give any reason for the rejection of an applicant or the class of membership so determined.

- b) At or prior to the next meeting of the Board after the receipt of any applications for membership, such applications shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the application and in the case of admission thereupon determine the class of such membership. In no case shall the Board be required to give any reason for the rejection of an applicant, or the class of membership so determined.
- c) When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his acceptance and unless previously paid a request for payment of his entrance fee and first annual subscription. Upon payment of his entrance fee and first annual subscription the applicant shall become a member of the Association provided nevertheless that if such payment is not made within two calendar months after the date of the notice the Management Committee may in its discretion cancel its acceptance of the applicant for membership of the Association.

12 Entrance Fee and Annual Subscriptions

- a) The entrance fee and annual subscriptions payable by members of the Association shall be such as the Association in General Meeting shall from time to time prescribe. The Management Committee may from time to time waive or reduce the annual subscription of any member if, in the opinion of the Management Committee the financial circumstances of such member, warrants such waiver or reduction.
- b) All annual subscriptions shall become due and payable in advance (on).

13 Disciplining of Members

- a) If a member's subscription is overdue for two (2) months or more, then a notice of default stating the member's current lapsing membership position shall be sent by the Secretary or Treasurer. If after seven (7) days the member's arrears are not forth with, all this member's rights and privileges are deemed to be ceased. The Management Committee may reinstate the member on payment of all arrears if the Committee passes a resolution to do so.
- b) At any time, a member may resign his membership of the Association, by giving notice in writing to the Secretary. He or she shall continue to be liable for (all) any arrears due and annual subscriptions unpaid at the date of his resignation and for all other moneys due by him to the Association.
- c) If once a complaint is made by any member of the Association that some other member of the Association:
 - has persistently refused or neglected to comply with a provision or provisions of these rules
 - has persistently and wilfully acted in a manner prejudicial to the interests of the Association and the Management Committee find the member guilty of either the above points, the Management Committee shall have power by resolution to censure, fine, suspend or expel the member from the Association.

- d) If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution and/or Rules of the Association or shall be guilty of any conduct which in the opinion of the Management Committee is unbecoming of a member or prejudicial to the interest of the Association, the Management Committee shall have power by resolution to censure, fine, suspend or expel the member from the Association.
- e) Provided that at least one (1) week before the meeting of the Management Committee at which such a resolution is passed, the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty-four (24) hours before the time for holding the meeting at which the resolution is to be considered by the Management Committee, elect to have the question dealt with by the Association at its next Annual General Meeting and in that event the member shall forthwith after the lodging of such notice be suspended from the privileges of membership until immediately prior to the Annual General Meeting.
- f) If at the Annual General Meeting such a resolution is passed by a majority of those present and voting (such vote to be taken by ballot), the member concerned shall be disciplined accordingly and in the case of a resolution for his expulsion the member shall be expelled.

14 Resolution of Internal Disputes

- a) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- b) At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

15 The Management Committee

- a) The Management Committee will be established and represented as follows:
 - A maximum of nine (9) members
 - A minimum of four (4) Active CPed members two (2) of which are CPed CM au and two (2) of which are CPed au
 - More than 50% of the members of the Management Committee shall be certified
 - No more than 50% of the members may be associated with a single company, franchise or branding group

or as established by subsequent Management Committees.

- b) The Management Committee positions will be elected from the membership of the Association.
- c) The Management Committee may invite a maximum of two (2) persons to be part of the Management Committee due to an ex-officio role within the Association.

- d) The Management Committee positions will be for a period of twenty-four (24) months at which time they will become vacant. Elections will be held at each Annual General Meeting for half the members of the Management Committee and for any positions that have been temporarily filled as a result of a resignation or vacancy on the Management Committee.
- e) The Management Committee shall have the general control and management of the Association.
- f) The Management Committee will maintain the Rules of the Association including Continuing Education and other matters in accordance with and not in conflict with this constitution.
- g) A casual vacancy on the Management Committee shall not prevent the Management Committee from exercising the powers as stated under “the Management Committee”.
- h) Management Committee members shall hold office until the second following Annual General Meeting when they shall retire, but they shall be eligible for re-election.
- i) The Chairperson, Deputy Chairperson, Secretary and Treasurer will be elected by and from within the Board members.
- j) The Chairperson or President shall be an Active CPed Member (ACP) Custom Maker.

16 Delegated by Committee to Sub-Committee

- a) The Management 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 of the functions of the Committee as are specified in the instrument, other than:
 - this power of delegation; and
 - a function which is a duty imposed on the Committee by the Act or by any other law.
- b) 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.
- c) 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 circumstance, as may be specified in the instrument of delegation.
- d) Despite any delegation under this rule, the Management Committee may continue to exercise any function delegated.
- e) 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 Management Committee.

- f) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- g) A Sub-Committee may meet and adjourn, as it thinks proper.
- h) A Sub-Committee may invite members and/or other interested parties to take an active role in the activities and decisions of the Sub-Committee, however the Chairperson of the Sub-Committee shall always be a member of the Association.
- i) The make-up of a Sub-Committee need not reflect the balance of membership classifications required of the Management Committee.

17 Management Committee Elections

The election of positions on the Management Committee shall take place in the following manner:

- a) Not less than twenty-eight (28) clear days prior to the date fixed by the Management Committee for the holding of the Annual General Meeting, members shall be notified in writing of the date of the meeting and in the notice advised of the requirements of these rules for the nominations of members for election to the Management Committee.
- b) Any two (2) full members of the Association, shall be at liberty to nominate any other such member to serve as a Management Committee member.
- c) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Secretary at least twenty-one (21) clear days before the Annual General Meeting at which the election is to take place. The nomination may be taken from the floor at the AGM.
- d) A list of the candidates' names in alphabetical order with the proposer's and seconder's names shall be provided to each member of the Association at least fourteen (14) days before the Annual General Meeting.
- e) Each member present in person or by proxy at the Annual or Special General Meeting shall be entitled to vote.
- f) Each member present in person or by proxy at the Annual or Special General Meeting shall be entitled to vote for each Management Committee position.
- g) The candidate for each position on the Management Committee who received the highest number of votes shall be declared elected to that position on the Management Committee.
- h) In the case of a draw in the highest number of votes, a 2nd ballot, and 3rd if necessary, will take place upon which if a draw is still the case then the position for which the ballot is being taken remains vacant.
- i) In the event that there is only one nomination for a position on the Management Committee, that candidate shall be deemed elected to that office.

- j) In case no member has been nominated for a position the members in the General Meeting shall forthwith elect a member to that position on the Management Committee from among the members present.
- k) The position of a member of the Board shall become vacant if the member is directly or indirectly interested with more than four (4) other board members in any contract or proposed contract and a conflict of interest may occur.

18 Vacancies in Positions on the Management Committee

- a) The Management Committee shall have power at any time, and from time to time, appoint any member of the Association to the Management Committee to fill a vacancy in a position on the Management Committee in accordance with Rule 15. Any person so appointed shall hold office only until next Annual General Meeting.
- b) The Annual General meeting may hold an election for the vacant position in accordance with Rule 15.
- c) The Management Committee may co-opt any member as a Management Committee member. Any such appointment is terminated at the next Annual General Meeting.
- d) The position of a member of the Management Committee shall become vacant if the member:
 - Is in accordance with Rule 15d.
 - After a resolution of 2/3 majority of members present at an Extraordinary General Meeting provided that the Management Committee member shall be given at least fourteen (14) days' notice that a motion is to be put to an Extraordinary General Meeting of the Association that they be removed from their position on the Management Committee AND that the member shall be given an opportunity to make written or oral submissions regarding his proposed removal and matters relevant there to.
 - Becomes bankrupt or makes any arrangement or composition with his creditors generally.
 - Becomes prohibited from being a director of a company by reason of any order made under the Companies Act.
 - Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - Resigns his position by notice in writing to the Chairperson of the Management Committee.
 - For more than six (6) months is absent without permission of the Management Committee from meetings of the Management Committee held during that period.
 - Holds any office of profit under the Association.
 - Ceases to be a member of the Association.
 - Is directly or indirectly interested in any contract or proposed contract with the Association, or alternatively may apply for suspension for a period of up to six (6) months. Suspension may be reversed when the interest has ceased for a period exceeding six (6) weeks.

19 Duties of Chairperson

- a) Subject to this rule, the Chairperson shall preside at all General Meetings and Management Committee meetings as Chairperson.
- b) In the event of the absence from:
 - A General Meeting of:
 - a. the Chairperson, the Deputy Chairperson
or
 - b. both the Chairperson and the Deputy Chairperson, a member elected by the other members present at the General Meeting.
 - A Management Committee meeting of:
 - a. the Chairperson, the Deputy Chairperson
or
 - b. both the Chairperson and the Deputy Chairperson, a member of the Management Committee elected by the other members present at the General Meeting.

shall preside at the General Meeting or Management Committee meeting as the case requires.

20 Duties of Secretary

The Secretary shall:

- a) Coordinate the correspondence of the Association.
- b) Keep full and correct minutes of the proceedings of the Management Committee and of the Association.
- c) Gain Chairperson's signature on all minutes of any meeting presided over.
- d) Have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required to be kept and maintained by or in the custody of, the Treasurer.
- e) Perform such other duties as are imposed by those rules on the Secretary including the requirements of the Act for the duties of the Public Officer.

21 Duties of Treasurer

The Treasurer shall:

- a) Be responsible for the receipt of all moneys paid to or received by him on behalf of, the Association and shall issue receipts for those moneys in the name of the Association.
- b) Pay all moneys referred to in paragraph one (1) into such account or accounts of the Association as the Management Committee may from time to time direct.

- c) Make payment from the funds of the Association with the authority of a General Meeting or of the Management Committee and in doing so ensure that all cheques are signed by a Management Committee member other than himself or herself.
- d) Collect and receive all money due to the Association and all payments authorised by the Association are made.
- e) Keep correct books and accounts showing financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.
- f) Whenever directed to do so by the Chairperson of the Management Committee submit to the Management Committee report, balance sheet or financial statement in accordance with that direction.
- g) Have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraph four (4) and five (5) and,
- h) Perform such other duties as are imposed by these rules on the Treasurer.

22 Management Committee Procedures

- a) The Management Committee shall meet for the dispatch of business not less than once in each three (3) calendar months and the Chairperson may at any time convene a meeting of the Management Committee.
- b) The Secretary receiving a notice under rule 13.c (cessation of membership), convene a special Management Committee meeting for the purpose of dealing with the matter to which the notice relates, shall:
 - state in that request the purpose for which the special Management Committee meeting concerned is required; and sign on request.
 - notify complainant under rule 13.d
- c) The convening of a meeting may be by conferencing in person or electronically via fax, phone, modem or other means.
- d) Each Management Committee member has a deliberative vote.
- e) A question at a Management Committee meeting shall be decided by majority of members, but if there is an equality of votes, the person presiding at the Management Committee meeting shall have casting vote addition to their deliberative vote.
- f) At a Management Committee meeting four (4) Management Committee members constitute a quorum.
- g) Subject to these rules, the procedures and order of business to be followed at a Management Committee meeting shall be determined by the Management Committee members present at the Management Committee meeting.

- h) A Management Committee member having any direct or indirect pecuniary interest referred to in the Act shall comply with that section and rule 17.4.(i) of these rules.

23 General Meeting

- a) The Management Committee:
- May at any time convene a Special General Meeting.
 - Shall convene Annual General Meetings at least once in each calendar year and within six (6) months after the expiration of each financial year of the Association.
 - Shall within sixty (60) days of receiving a request in writing to do so from not less than 5% of the total membership and three (3) Management Committee members and, convene a Special General Meeting for the purpose specified in that request.
- b) If a Special General Meeting is not convened within the relevant period of sixty (60) days the member who made the request concerned may themselves convene a Special General Meeting as if they were the Management Committee; or
- c) When a Special General Meeting is convened under sub rule b) above:
- the Management Committee shall ensure that the members or member convening the Special General Meeting are supplied free of charge with particulars of all members; and
 - the Association shall pay the reasonable expenses of convening and holding the Special General Meeting.
- d) Subject to sub rule f)iii), the Secretary shall give to all members not less than fourteen (14) days' notice of a General Meeting and of any motions to be moved at the General Meeting.
- e) A notice given under sub rule d) shall specify:
- when and where the General Meeting concerned is to be held, and
 - particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- f) In the case of an Annual General Meeting, the order in which business is to be transacted is:
- i) first, the consideration of the accounts and reports of the Management Committee,
 - ii) second, the election of Management Committee members to replace outgoing Management Committee members, and
 - iii) third, any other business requiring consideration by the Association in a General Meeting.

- g) The Secretary shall give to all members not less than twenty-one (21) days' notice of a General Meeting at which a special resolution is to be proposed and of any other motions to be moved at that General Meeting.
- h) The Secretary may give a notice under sub rule d) or f) by:
 - serving it on a member personally, or
 - sending it by post to a member at the address of the member appearing in the register of members.
- i) When a notice is sent by post under sub rule h), sending of the notice shall be deemed to be properly affected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

24 Quorum Proceedings at General Meeting

- a) At a General Meeting fifteen (15) of current members or 25% of current members, whichever is lesser, present in person or by proxy constitutes a quorum.
- b) If within thirty (30) minutes after the time specified for the holding of a General Meeting in a notice given under rule 22.d or 22.g:
 - as a result of a request or notice referred to in rule 22.a or as a result of action taken under rule 22.c a quorum is not present, the General Meeting lapses; or
 - otherwise than as a result of a request notice or action referred to in paragraph (a) the General Meeting stands adjourned to a named time in the same week and to the same venue.
- c) If within thirty (30) minutes of the time appointed by sub rule b) for the resumption of an adjourned General Meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- d) The Chairperson may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- e) There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- f) When a General Meeting is adjourned for a period of thirty (30) days or more, the Secretary shall give notice under rule 22.f of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- g) At a General Meeting:

- i) voting at any General Meeting will be restricted to one vote per member
 - ii) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - iii) a special resolution put to the vote shall be passed by a majority which comprises at least three-quarters of such members of the Association as being entitled to do so, vote person or proxy at a General Meeting of which at least twenty-eight (28) days written notice specifying the intention to propose the special resolution as a special resolution.
- h) A declaration by the Chairperson at a General Meeting that a resolution has been passed as an ordinary resolution there at shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with sub rule g) iii).
 - i) At a General Meeting, a poll may be demanded by the Chairperson at the General Meeting or by three (3) or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.

25 Alteration of Objectives and Rules

- a) The objectives and/or laws of this constitution may be altered, rescinded or added to only by a special resolution.
- b) A member shall be required to give twenty-eight (28) days' notice in writing, prior to the Annual General Meeting of such proposed motion to the Secretary stating which rule or rules it is the intention to add, amend or delete and the nature of such amendment, and the Secretary shall inform all members in writing accordingly at least fourteen (14) days prior to the meeting at which such a motion is to be presented.

26 Common Seal

- a) The common seal of the Association must be kept in the custody of the Public Officer.
- b) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two (2) members of the Committee or of one (1) member of the Committee and of the Public Officer or Secretary.