



**Hobart Community
Legal Service Inc.**

providing legal direction

Constitution

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HCLS RULES OF THE ASSOCIATION

1. NAME OF THE ASSOCIATION

The name of the Association shall be the HOBART COMMUNITY LEGAL SERVICE INCORPORATED (in these Rules called 'the Association').

2. INTERPRETATION

- (1) In these rules, unless the contrary intention appears:
'committee' means the committee of management of the Association;
'general meeting' means a general meeting of members convened in accordance with rule 13;
'ordinary committee member' means a member of the committee to whom rule 23 relates.
- (2) In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, photocopying, electronic transmission and other modes of representing or reproducing words in a visible form.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1931* and the Act as in force on the date on which these rules are adopted by the Association.

3. ASSOCIATION'S OFFICE

The Office of the Association shall be at 166 Macquarie Street, Hobart in Tasmania or such other place as the committee may, from time to time, determine.

4. OBJECTS AND PURPOSES OF ASSOCIATION

- (1) In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include:
 - (a) The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
 - (b) The buying, selling and supplying of, and dealing in, goods of all kinds;
 - (c) The construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
 - (d) The accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
 - (e) The taking of such steps from time to time as the committee or the members in general meeting may deem expedient for the purpose of procuring contributions to

the funds of the Association, whether by way of donations, subscriptions, or otherwise;

- (f) The printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
 - (g) [this clause is intentionally blank]
 - (h) Subject to the provisions of the *Trustee Act 1898*, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the committee may from time to time determine;
 - (i) The making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which Section 78(1)(a) of the *Income Tax and Assessment Act 1936* of the Commonwealth relates;
 - (j) The establishment and support, or aiding in the establishment and support, of Associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of the Association and their dependents, and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their dependents, and the making of payments towards insurance in relation to any of those purposes;
 - (k) The establishment and support, or aiding in the establishment or support, of any other Association formed for any of the basic objects of the Association or with the basic objects deemed by the committee to be similar to those of the Association;
 - (l) The purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any Association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association; and
 - (m) The doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.
- (2) In this rule, 'basic objects of the Association' means, namely:
 - (a) To provide a free legal service to the Southern Tasmanian community;
 - (b) To identify and address needs for the provision of legal assistance, legal education and reform in the greater Hobart community.

5. MEMBERSHIP OF THE ASSOCIATION

- (1) A person who is approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription prescribed in, or fixed under, these rules.

- (2) A person who is not a member of the Association at the time of the incorporation shall not be admitted to membership unless admission as a member is approved by the committee.
- (3) Upon a person's membership of the Association being approved by the committee, the public officer shall, with as little delay as possible, notify that person that the person has been approved for membership of the Association and, upon receipt of the sum payable by or on behalf of the person as their first year's subscription, shall enter the person's name in a register of members to be kept by the public officer, whereupon the person becomes a member of the Association.
- (4) A member of the Association may, at any time, resign from the Association by delivering or sending by post to the public officer a written note of resignation.
- (5) Upon receipt of a notice under sub-rule (4) of this rule, the public officer shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.
- (6) A right, privilege, or obligation of a person by virtue of that person's membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership, whether by death, resignation, or otherwise.
- (7) In the event of the Association being wound up:
- (a) every member of the Association, and
 - (b) every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Association,
- is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges, and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such sum, not exceeding twenty five dollars (\$25.00), as may be required, but a former member is not liable so to contribute in respect of any debt or liability of the Association contracted after having ceased to be a member.
- (8) In the event of the Association being wound up, the amount which remains after dissolution and the satisfaction of all debts and liabilities, shall be returned to the relevant State or Commonwealth funding organization if a term or condition of the grant; if no such requirement, to apply the funds to an organization in southern Tasmania which is providing legal services to the general public
6. INCOME AND PROPERTY OF THE ASSOCIATION
- (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion

thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Association.

- (2) The Association shall not:
- (a) appoint a person who is a member of the committee to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
 - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out of pocket expenses).
 - (c) notwithstanding anything hereinbefore contained nothing shall prevent the members of the staff appointing a person to be the staff representative upon the committee of the association.
- (3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of:
- (a) remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;
 - (b) interest at a rate not exceeding the Reserve Bank of Australia cash rate plus a margin of five percent (5%); or
 - (c) a reasonable and proper sum by way of rent for premises let to the association by the servant or member.
7. KEEPING OF ACCOUNTS
- (1) True accounts shall be kept:
- (a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure take place; and
 - (b) of the property, credits, and liabilities of the Association, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be opened to the inspection of the members of the Association.
- (2) The Treasurer of the Association shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the committee may direct.
- (3) The accounts, books and records referred to in sub-rules (1) and (2) of this rule shall be kept at the Association's office or at such other place as the committee may decide.

8. BANKING AND FINANCE

- (1) The Treasurer of the Association shall, on behalf of the Association, receive all moneys paid to the Association and forthwith after the receipt thereof issue official receipts after thereof.
- (2) The committee shall cause to be opened with such bank or such financial institution as the committee selects a banking account or accounts in the name of the Association into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
- (3) The committee may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- (4) Payments made from the funds of the Association shall only be made subject to the observance of such conditions in relation to the use and expenditure in accordance with the terms of any grant or conditions imposed by any relevant State or Commonwealth funding agreement.
- (5) No cheques shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the committee.
- (6) All cheques or electronic funds transfers shall be signed or approved in writing by the Treasurer; or in his or her absence, by such other member or members of the Committee as the Committee may nominate from time to time for that purpose.

9. AUDITOR

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

10. AUDIT OF ACCOUNTS

- (1) Once at least in each financial year and prior to the annual general meeting of the Association, the accounts of the Association shall be examined by the auditor.
- (2) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the annual general meeting.
- (3) In the report, and in certifying to the accounts, the auditor shall state:
 - (a) whether the auditor has obtained the information required by the auditor;
 - (b) whether, in the auditor's opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at the auditor's disposal and the explanations given to the auditor and as shown by the books of the Association; and
 - (c) whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The Treasurer of the Association shall cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- (5) The auditor:
 - (a) has a right of access to the accounts, books, records, vouchers and documents of the Association;
 - (b) may require from the servants of the Association such information and explanations as may be necessary for the performance of his or her duties as auditor;
 - (c) may employ persons to assist in investigating the accounts of the Association; and
 - (d) may, in relation to the accounts of the Association, examine any member of the committee or any servant of the Association.

11. THE ANNUAL GENERAL MEETING

- (1) The Association shall, in each year, hold an annual general meeting.
- (2) The annual general meeting shall be held on such day (being not later than three months after the close of the financial year of the Association) as the committee may determine.
- (3) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- (4) The annual general meeting shall be specified as such in the notice convening it.

- (5) The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting since that meeting;
 - (b) to receive from the committee, auditor, and servants of the Association reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect the officers of the Association and the ordinary committee members;
 - (d) to appoint the auditor and determine his or her remuneration; and
 - (e) to determine the remuneration of servants of the Association.
- (6) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (7) All general meetings other than the annual general meeting shall be called special general meetings.

12. SPECIAL GENERAL MEETINGS

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

13. NOTICE OF GENERAL MEETING

- (1) At least 14 days before the day on which a general meeting of the Association is to be held, the public officer is to publish a notice specifying –
 - (a) the place, day and time at which the meeting is to be held; and
 - (b) the nature of the business that is to be transacted at the meeting.

- (2) A notice is published for the purposes of subrule (1) if the notice –
 - (a) is sent to each member of the Association at –
 - (i) the member's postal or residential address or address of business or employment; or
 - (ii) an email address that the member has nominated as the email address to which notices from the Association may be sent; or
 - (b) is given by another means, determined by the public officer, that is reasonably likely to ensure that the members of the Association will be notified of the notice.

14. BUSINESS AND QUORUM AT GENERAL MEETINGS

- (1) All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Five members present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- (3A) For the purposes of this rule, a member is present if the member is present in person; or is attending electronically, such electronic presence is to be contemporaneous and may be either by audio or audio-visual means.
- (4) If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

15. CHAIRPERSON AT GENERAL MEETINGS

- (1) The President, or if absent, a Vice-President, shall preside as Chairperson at every general meeting of the Association.
- (2) If the President and both Vice-Presidents are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson thereat.

16. ADJOURNMENT OF GENERAL BUSINESS

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business

shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. VOTING AT GENERAL MEETINGS

A question arising at a general meeting of the Association shall be determined on a vote by members present in person; members present electronically or by a proxy for the purpose of that meeting and, unless before or on the declaration of the result a poll is demanded, a declaration by the Chairperson that a resolution has, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

18. VOTES

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) At any meeting of the Association called in accordance with the provisions of the Rules of the Association, any member shall be entitled to vote in person; electronically or by proxy.
- (3) In the event of a member wishing to exercise his or her vote by proxy:
 - (i) they shall complete a voting by proxy form approved by the Committee from time to time; and
 - (ii) such form shall be signed by the member appointing the proxy and the proxy; and their signatures shall be duly witnessed by an independent witness; and
 - (iii) a proxy vote shall only apply in respect of the meeting nominated on the proxy form
- (4) A proxy vote shall only apply in respect of the meeting nominated on the proxy form
- (5) A proxy must be delivered to the office of the Association not less than two business days prior to the meeting for which the proxy has been nominated.
- (6) In the case of an equality of voting on a question the Chairperson of the meeting is entitled to exercise a second or casting vote.

19. TAKING OF POLL

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

20. WHEN POLL TO BE TAKEN

A poll that is demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

21. ASSOCIATION TO BE MANAGED BY COMMITTEE

- (1) The affairs of the Association shall be managed by a committee of management constituted as provided in rule 23.
- (2) The committee:
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and
 - (c) subject to the Act and these rules, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

22. OFFICERS OF THE ASSOCIATION

- (1) The officers of the Association shall be:
 - (a) a President;
 - (b) Two Vice-Presidents;
 - (c) A Secretary;
 - (d) A Treasurer; and
 - (e) A Public Officer.
- (2) The provisions of sub-rules (2), (3) and (4) of rule 24, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-rule (1) of this rule.
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of her or his election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the committee may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of that appointment.

23. CONSTITUTION OF THE COMMITTEE

- (1) The committee shall consist of the officers of the Association and five other ordinary committee members all of whom shall be elected at the Annual General Meeting of the Association in each year.
- (2) Each committee member shall, subject to these rules, hold office until the annual general meeting next after the date of that person's election, but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the office of ordinary committee member, the committee may appoint a member of the Association to fill the vacancy, and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of that person's appointment.
- (4) Notwithstanding the provisions of rule 6 a member of staff elected by the staff immediately following the Annual General Meeting each year shall also be a member of the committee. The position to be known as the staff representative shall be excluded from attending all the meetings or part of meetings that deal with industrial and personnel matters,

24. ELECTION OF MEMBERS OF COMMITTEE

- (1) Nominations of candidates for election as officers of the Association or as ordinary committee member:
 - (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 nomination); and
 - (b) shall be delivered to the public officer of the Association at least ten days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the person nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and ordinary committee members shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (6) Any person standing for office in the Association must be a member of the Association.

25. VACATION OF OFFICE

For the purposes of these rules, the office of an officer of the Association becomes vacant if the officer:

- (a) dies;
- (b) becomes of unsound mind;
- (c) resigns from the office by writing under the officer's hand addressed to the committee;
- (d) ceases to be resident in the State;
- (e) fails, without leave granted by the committee, to attend five consecutive meetings of the committee;
- (f) ceases to be a member of the Association;
- (g) fails to pay all arrears of subscription due by him or her within fourteen days after he or she has received a notice in writing signed by the public officer stating that he or she has ceased to be a financial member of the Association; or
- (h) is convicted of any crime or offence which in the opinion of the committee is of such serious nature as to warrant that person's expulsion from the Association.

26. MEETINGS OF THE COMMITTEE

- (1) The committee shall meet at such place and at such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President, or any three of its members.
- (3) Written notice of any special committee meeting is to be served on members of the committee and is to specify the general nature of the business to be transacted.
- (4) Any five members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at a time the Chair nominates but be not less than fourteen days unless the meeting was a special meeting in which case it lapses.
- (5A) For the purposes of this rule, a member is present if the member is present in person; or is attending electronically. Such electronic presence is to be contemporaneous and may be either by audio or audio-visual means.
- (6) At meetings of the committee:

- (a) the President, or in his or her absence a Vice-President nominated by such Vice-Presidents as are present; or
 - (b) if the President and both Vice-Presidents are absent such one of the remaining members of the committee as may be chosen by the members present, shall preside.
- (7) Questions arising at meetings of the committee or of any sub-committee appointed by the committee shall be determined by a verbal indication from each member of their vote or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Reasonable efforts shall be made to give notice of each committee meeting to each member of the committee.

27. DISCLOSURE OF INTEREST IN CONTRACTS

- (1) A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose that interest at the first meeting of the committee at which the contract or arrangement is first taken into consideration, if that interest then exists, or, in any other case, at the first meeting of the committee after the acquisition of such an interest.
- (2) A member of the committee who becomes interested in a contract or arrangement after it is made or entered into shall disclose such interest at the first meeting of the committee after becoming so interested.
- (3) No member of the committee shall vote as a member of the committee in respect of any contract or arrangement in which they are interested and if they do so vote such vote shall not be counted.

28. SUB-COMMITTEES AND EXECUTIVE COMMITTEE

- (1) The committee may at any time appoint a sub-committee as it may think fit and shall prescribe the powers and functions thereof.
- (2) The sub-committee may co-opt as members of the sub-committee such persons as it thinks fit whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.
- (3) Notice of each sub-committee meeting shall be given to each member of the sub-committee.
- (4) Three committee members appointed from time to time by the committee constitute an executive committee which may issue instructions to the public officer and the servants of

the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the committee and where such instructions are issued shall report thereon to the next meeting of the committee.

29. ANNUAL SUBSCRIPTION

- (1) Unless otherwise fixed pursuant to sub-rule (2) of this rule, the annual subscription payable by members shall be such sum as may be determined by the Committee at an Annual General Meeting
- (2) The amount of the annual subscription may be altered from time to time by the committee.
- (3) The annual subscription of a member is due and payable on or before the first day of the financial year of the Association.

30. FINANCIAL YEAR

The financial year of the Association is the period beginning on the 1st day of July in each year and ending on the 30th day of June in the following year.

31 SERVICE OF NOTICES AND REQUISITIONS

Except as otherwise provided by these rules, a document may be served under these rules on a person by –

- (a) giving it to the person; or
- (b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- (c) faxing it to the person's fax number; or
- (d) emailing it to the person's email address.

32. EXPULSIONS OF MEMBERS

- (1) Subject to this rule, the committee may expel a member from the Association if, in the opinion of the committee, the member has been guilty of conduct detrimental to the interest of the Association.
- (2) The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect:
 - (a) until the expiration of fourteen days after the service on the member of a notice under sub-rule (3) of this rule; or
 - (b) if the member exercises a right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal;

whichever is the later date.

- (3) Where the committee expels a member from the Association, the public officer of the Association shall, without undue delay, cause to be served on the member a notice in writing:
 - (a) stating that the committee has expelled the member;
 - (b) specifying the grounds for the expulsion; and
 - (c) informing the member that if they so desire they may, within fourteen days after the service of notice on him or her, appeal against the expulsion as provided in this rule.
- (4) A member on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the public officer of the Association, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing the appeal.
- (5) Upon receipt of a requisition under sub-rule (4) of this rule, the public officer shall forthwith notify the committee of its receipt and the committee shall thereupon cause a special general meeting of members to be held within twenty one days after the date on which the requisition is received by the public officer.
- (6) At a special general meeting convened for the purpose of this rule:
 - (a) no business other than the question of the expulsion shall be transacted;
 - (b) the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion;
 - (c) the expelled member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (7) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue their membership of the Association.
- (8) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.

33. DISPUTES

- (1) A dispute between a member of the Association, in his or her capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.
- (2) This rule does not affect the operation of rule 32.

34. INDEMNITY FOR MEMBERS BY ASSOCIATION

Members of the Association who shall undertake any duties on behalf of the Association shall be indemnified by the Association against all costs, charges, losses, damages and expenses which they shall respectively incur or be put to in the execution of their respective offices or in the carrying out of such duties or by reason or on account of any contract, act, deed, matter or thing which shall be made, done, permitted, entered into or executed by them respectively on behalf of the Association and notwithstanding that the same may be *ultra vires* in point of law and every member of the Association shall be answerable or responsible for their own acts, neglects or defaults only and shall not be answerable or responsible for the acts, neglects or defaults of any other member of the Association or any servant, agent or employee of the Association.

35. SEAL OF THE ASSOCIATION

- (1) The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word 'Seal'.
- (2) The seal of the Association shall not be affixed to any instrument except by the authority of the committee, and the affixing thereof shall be attested by the signatures either of two members of the committee or of one member of the committee and of the public officer of the Association or such other person as the committee may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the committee.
- (3) The seal shall remain in the custody of the public officer.

36. ALTERATION OF OBJECTS AND RULES

- (1) The objects and rules herein set forth, or which may at any time be in force, or any of them and any other rules established by the Association for any purpose may from time to time be altered, added to, rescinded or amended and/or new objects and/or new rules adopted (all of which are hereinafter referred to as 'alterations') at any annual general or special general meeting of the Association on a resolution carried by at least three quarters of the financial members present and voting at such meeting.
 - (1A) For the purposes of this rule, a member is present if the member is present in person; or is attending electronically, such electronic presence is to be contemporaneous and may be either by audio or audio-visual means. member is present if the member is present in person; or is attending electronically, such electronic presence is to be contemporaneous and may be either by audio or audio-visual means.
 - (1B) Provided always that in case any such alterations are proposed by any member or members and not by the committee then full written notice of the proposed alterations must be supplied by such member or members to the public officer at least twenty eight days prior to the date of the meeting at which the alterations are to be considered and in any case notice of the proposed alterations shall be sent by the public officer to every member of the Association seven days at least before the date of the meeting at which the alterations are to be considered.

- (2) Nothing in these rules contained shall affect the validity of any act, matter or thing heretofore done or carried out or action taken by the Association or the committee of the Association under the rules of the Association for the time being heretofore in force.

BY-LAWS

The following Rules of Debate shall be observed at all meetings of the Association:

- (1) No member shall be permitted to speak more than once on the same subject, except the mover of any resolution who shall be allowed to speak in reply, after which the debate shall be closed.
- (2) The mover of an original motion shall not speak for more than fifteen minutes; no other speaker shall nor shall the mover in reply speak for more than ten minutes.
- (3) Any member may move that the question be now put. Any such motion shall not be debated.
- (4) The mover of a motion for the adjournment either of the meeting or of the debate may speak for not more than five minutes and the seconder shall not make a speech. One member (the mover of the original motion or amendment under discussion to have the preference) may speak for five minutes in opposition to any such motion for adjournment which shall then be put by the Chairperson without debate.
- (5) A member who has spoken may, by permission of the Chairperson, be again heard in explanation, but they shall not introduce new matter nor interrupt a member who is speaking.
- (6) Whenever an amendment or an original motion has been minuted and seconded no second or subsequent amendment shall be moved until the first amendment shall have been disposed of. If an amendment be carried, the motion as amended shall take the place of the original motion and shall become the question on which any further amendment may be moved.
- (7) The Chairperson may call attention to continued irrelevance, tedious repetition, unbecoming language, or any breach of order, on the part of a member and may direct such member to discontinue their speech.
- (8) No member shall move more than one amendment on any motion except with the permission of the meeting.
- (9) Any member rising to a point of order shall state distinctly such point of order without debate and shall then resume their seat until the point of order is decided by the Chairperson.
- (10) A member speaking, when a point of order is raised, shall not continue their speech until the point of order is decided.
- (11) Any member may at any meeting give a notice of motion for a future meeting by handing same or a copy thereof to the Chairperson who shall at once read it to the meeting.
- (12) Any motion already agreed to or negatived cannot be afterwards rescinded or adopted unless notice of motion to rescind or adopt (as the case may be) be given at a meeting of the Association for some subsequent meeting. Provided always that such notice may be waived by a vote of a majority of two-thirds of the members present and entitled to vote at a meeting of the Association.

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