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COMMUNITY NEWSPAPER ASSOCIATION OF VICTORIA



Constitution

Version 02.01 11 October 2014

STATEMENT OF PURPOSES

VISION

Community newspapers are the voice of the community

MISSION STATEMENT

We will actively work with our members to enhance the capacity and standing of community newspapers to enable them to fully realise their role in their communities

OBJECTIVES

1. To develop an active network that will support the development and continuation of community newspapers in local communities.
2. To raise the profile of community newspapers with all levels of government.
3. To foster co-operation between community newspapers.
4. To hold an annual conference and awards night.

ASSOCIATIONS INCORPORATION REFORM ACT 2012
Associations Incorporation Reform Regulations 2012 - Part 3

RULES FOR
COMMUNITY NEWSPAPER ASSOCIATION OF VICTORIA

1. NAME

1. (1) The name of the incorporated association is **COMMUNITY NEWSPAPER ASSOCIATION OF VICTORIA** (in these rules called ‘the Association’) Incorporated.

2. DEFINITIONS

2. (1) In these rules, unless the contrary intention appears:
- “Associate Member” means a Member who is not a Victorian community newspaper.
- “Committee” means the Committee of Management of the Association.
- “Community newspaper” means one that is owned by its community.
- “Financial year” means the year ending on 30 June.
- “General Meeting” means a general meeting of members convened in accordance with Rule 13.
- “Member” means a Victorian community newspaper that is a member of the Association.
- “Ordinary Member of the Committee” means a member of the Committee who is not an officer of the Association under Rules 24 and 25.
- “The Act” means the *Associations Incorporation Act* 1981.
- “The Regulations” means regulations under the Act.
- (2) In these Rules, a reference to the secretary of an Association is a reference:-
- (a) where a person holds office under these Rules as secretary of the Association
- (b) in any other case, to the public officer of the Association.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

3. ALTERATION OF THE RULES

3. (1) These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4. APPLICATION FOR MEMBERSHIP

4. (1) Secretary – for the purpose of this rule 4, includes a person appointed by the committee to administer membership applications
- (2) A community newspaper who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.
- (3) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless—
 - (a) he or she applies for membership in accordance with sub-rule (4);
and
 - (b) the admission as a member is approved by the committee.
- (4) An application for membership of the Association must—
 - (a) be made in writing; and
 - (b) be lodged with the Secretary of the Association.
- (5) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- (6) The committee must determine whether to approve or reject the application.
- (7) If the committee approves an application for membership, the Secretary must, as soon as practicable—
 - (a) notify the applicant in writing of the approval for membership;
and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (8) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (7), enter the applicant's name in the register of members.
- (9) An applicant for membership becomes a member and is entitled to exercise the rights of membership when their name is entered in the register of members.
- (10) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (11) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting;
and
 - (c) to attend and be heard at general meetings; and

- (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - (f) to inspect the register of members.
- (12) A member is entitled to vote if—
- (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.
- (13) A right, privilege, or obligation of a person by reason of 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 or resignation or otherwise.
- (14) Membership is not open (or will be refused) to any community newspaper who has breached or who is reasonably suspected of having breached sections 24 and 27 of the Fair Trading Act 1999 (Victoria)

5. APPLICATION FOR ASSOCIATE MEMBERSHIP

5. (1) Interstate and overseas community newspapers, natural persons, State and Commonwealth government departments, Local government, business or community group having an interest in the area served by the Association is eligible to be a member of the Association on payment of the annual subscription payable under these rules.
- (2) An interstate and overseas community newspapers, natural persons, State and Commonwealth government departments, Local government, business or community group person who is not an associate member of the Association at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to associate membership until payment of the annual subscription.
- (3) An associate member will have all rights and responsibilities of a member but will not be able to be a member of the Committee (other than in accordance with Sub-rule 25(6), vote at meetings of the association nor does their attendance form a meeting quorum.
- (4) A right, privilege, or obligation of an interstate and overseas community newspapers, natural persons, State and Commonwealth government departments, Local government, business or community group by reason of his or its associate membership of the association:-
- (a) is not capable of being transferred or transmitted to another interstate and overseas community newspapers, natural persons, State and Commonwealth government departments, Local government, business or community group;

- (b) terminates upon the cessation of his or its associate membership whether by death or resignation or otherwise.
- (5) The Committee may in its absolute and unfettered discretion reject any application for associate membership where the granting of associate membership to the applicant may be prejudicial to the purposes of the Association or may not further the purposes of the Association.
- (6) Rule 4 applies, as appropriately modified, for application for associate membership of the Association.
- (7) Associate membership is not open (or will be refused) to any person listed in sub-rule (1) who has breached or who is reasonably suspected of having breached sections 24 and 27 of the Fair Trading Act 1999 (Victoria).

6. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- 6. (1) The entrance fee and annual subscription shall be fixed by the Committee of Management from time to time.

7. REGISTER OF MEMBERS

- 7. (1) Secretary – for the purpose of this rule 7, includes a person appointed by the committee to administer membership applications
- (2) The Secretary must keep and maintain a register of members containing—
 - (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
- (3) The register is available for inspection free of charge by any member upon request.
- (4) A member may make a copy of entries in the register.

8. CEASING MEMBERSHIP

- 8. (1) A member or associate member of the Association who has paid all moneys due and payable by a member or associate member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of their intention to resign. This may be done :
 - (a) by handing the notice to the Secretary of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.
- (2) After the expiry of the period referred to in sub-rule (1) the —

- (a) member or associate member ceases to be a member; and
 - (b) Secretary must record in the register of members the date on which the member ceased to be a member or associate member.
- (3) A member or associate member is taken to have resigned if:
- (a) the member or associate member's annual subscription is more than 3 months in arrears; or
 - (b) where no annual subscription is payable
 - (i) the Secretary has made a written request to the member to confirm that they wish to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.

9. DISCIPLINE, SUSPENSION AND EXPULSION

9. (1) Subject to these Rules, if the committee is of the opinion that a member or associate member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or associate member or prejudicial to the interests of the Association, the committee may by resolution—
- (a) fine that member or associate member an amount not exceeding \$500; or
 - (b) suspend that member from membership or associate membership of the Association for a specified period; or
 - (c) expel that member or associate member from the Association.
- (2) A resolution of the committee under sub-rule (1) does not take effect unless—
- (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
 - (b) if the member or associate member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member or associate member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member or associate member a written notice—
- (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member or associate member, or their representative, may address the committee at a meeting to be held

- not earlier than 14 days and not later than 28 days after the notice has been given to that member or associate member; and
- (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following—
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member or associate member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must—
- (a) give the member or associate member, or their representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member or associate member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7)—
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member or associate member, or their representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

10. DISPUTES AND MEDIATION

10. (1) The grievance procedure set out in this rule applies to disputes under these Rules between—
 - (a) a member or associate member and another member or associate member; or
 - (b) a member or associate member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) in the case of a dispute between a member or associate member and another member or associate member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member or associate member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must—
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- (11) Membership of any member or associate member who has breached section 24 of the Fair Trading Act 1999 will be automatically forfeited and any member or associate member who is reasonably suspected of

having breached section 24 of the Fair Trading Act 1999 will be dealt with according to the expulsion procedures of these rules.

11. ANNUAL GENERAL MEETING

11. (1) The committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be—
 - (a) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (b) to elect the ordinary members of the committee; and
 - (c) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

12. SPECIAL GENERAL MEETING

12. (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than five (5) per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must—
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred

in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

13. NOTICE OF SPECIAL MEETING

13. (1) The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause all members and associate members to be notified pursuant to Rule 35, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notification convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business pursuant to Rule 35 to the Secretary, who shall include that business in the advertisement calling the next general meeting after the receipt of the notice.

14. SPECIAL BUSINESS

14. (1) All business that is transacted at a special general meeting 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.

15. QUORUM AT GENERAL MEETING

15. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (2) 20% of members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by notice to members given by advertisement or otherwise as specified by the Chair before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present with half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 5) shall be a quorum.

16. PRESIDING AT GENERAL MEETINGS

16. (1) The President, or in his absence, the Vice-President, shall preside as Chair at each general meeting of the Association.
- (2) If the President and Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chair at the meeting.

17. ADJOURNMENT OF MEETINGS

17. (1) The Chair 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 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. VOTING AT GENERAL MEETINGS

18. (1) A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour or, or against, that resolution.
- (2) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (3) All votes shall be given personally or by proxy.
- (4) In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.
- (5) An associate member shall not vote upon any question arising at a general meeting of the Association.
- (6) A member is not entitled to vote at any general meeting unless all monies due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- (7) A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

19. POLL AT GENERAL MEETINGS

19. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chair or on a question of an 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 Chair may direct.

20. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

20. (1) If a question arising at a general meeting of the Association is determined on a show of hands –
- (a) a declaration by the Chair that a resolution has been –
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
 - (b) 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.

21. PROXIES

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

22. MINUTES OF GENERAL MEETING

22. (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include:
- (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairman of the meeting; and
 - (c) the financial statements submitted to the members in accordance; and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

23. APPROVAL OF MINUTES OF GENERAL MEETINGS

23. (1) The minutes of the annual general meeting shall be tabled for confirmation at the next meeting of the committee of management.

24. COMMITTEE OF MANAGEMENT

24. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 25.
- (2) The Committee:-
- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these rules, the regulations and the Act, 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 the members of the Association; and
 - (c) subject to these rules, the regulations and the Act, has 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.

25. ELECTION OF COMMITTEE MEMBERS

25. (1) The Committee of Management of the Association shall number nine and the first Committee shall be elected at a General Meeting called for that purpose. At that election the five candidates polling the highest number of votes shall be elected for a two (2) year term. The next four highest polling candidates shall be elected for a one (1) year term. At all elections thereafter, the term of Office shall be two (2) years, save only for any extraordinary election due to the early retirement of a member. The term of Office of a substituted member shall be the remainder of the term of Office of the retiring member as if he or she had not retired.
- (2) Save as aforesaid, each member of the Committee shall hold office until the second annual general meeting next after the election of his or her election but is eligible for re-election.
- (3) A member shall not have more than two representatives on the Committee of Management at any one time.
- (4) In the event of a casual vacancy in the Committee of Management, the Committee of Management may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office as if elected as a substituted member as provided for in Rule 25(1) hereof.
- (5) A person co-opted pursuant to sub-rule 25(4) hereof shall not ever be eligible again to be co-opted, but shall be eligible to stand for election.
- (6) The Committee of Management may co-opt as many members or associate members it thinks fit to the Committee for particular purposes. Whilst co-opted as a Committee member for a particular reason, an associate member has full voting votes of a Committee member. This Sub-Rule is in addition to Sub-Rule 25(3), and Sub-Rule 25(4) does not apply.

26. OFFICE HOLDERS

26. (1) The officers of the Association shall be:-
- (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer; and
 - (d) a Secretary.
- (2) The Officers of the Association shall be elected by the Committee of Management from their number.
- (3) The method of election of Office bearers shall be as determined by the Committee of Management from time to time.
- (4) Each Officer so appointed shall hold Office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (5) In the event of a casual vacancy in any Office referred to in Sub-Rule (1), the Committee may appoint from its number a substitute to fill the vacant Office and the member so appointed shall continue in that Office up to and including the conclusion of the annual general meeting next following the date of his or her appointment.

27. VACANCIES

27. (1) For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:-
- (a) ceases to be a member of the Association; or
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law

28. PROCEEDINGS OF COMMITTEE OF MANAGEMENT

28. (1) The Committee shall meet at least three (3) times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any five (5) of the members of the Committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Half of the elected 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 lapse.
- (6) At meetings of the Committee:-

- (a) the President or in his or her absence the Vice-President shall preside; or
 - (b) if the President and the Vice-President 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 a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined wherever possible by general agreement 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) Subject to sub-Rule 28(4) the Committee may act notwithstanding any vacancy on the Committee.
- (10) The Committee may meet by teleconferencing or by other electronic means which are permitted by either these rules or legislation.

29. MINUTES OF MEETINGS

29. (1) The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

30. FUNDS

30. (1) The Treasurer of the Association must—
- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

31. REMOVAL OF MEMBER OF COMMITTEE

31. (1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of the term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that

they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

- (3) A committee member may resign from the Committee by written notice addressed to the Committee.
- (4) A person ceases to be a committee member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

32. SUB-COMMITTEES

32. (1) The Committee may form such sub-committees it thinks appropriate from time to time.

33. CHAPTERS AND GOVERNANCE

33. (1) The Committee may permit the establishment of a regional chapter or regional chapters of the Association under such conditions as it thinks fit.
- (2) Any such chapter may concern itself with local issues.
- (3) A chapter is bound by the Rules of the Association.

34. SEAL

34. (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) 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 members of the committee or, of one member of the committee and of the public officer of the Association.

35. NOTICE TO MEMBERS

35. (1) Any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by—
 - (a) delivering the notice to the member personally; or
 - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
 - (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
 - (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

36. WINDING UP

36. (1) The Association may be wound up voluntarily by special resolution.

- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

37. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

37. (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

"relevant documents" means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

38. LIFE MEMBERS

38. (1) The Committee may propose life membership to any person who, in the opinion of the Committee, has rendered valuable services to the Association in whatever capacity.
- (2) Life members shall be persons who are granted honorary life memberships by a two thirds majority of the committee meeting at which it is on the agenda.

- (3) Life members shall be entitled to vote at all special general meetings and annual general meetings of the Association and to all privileges of the Association without payment of any further membership subscriptions.

PREVIOUS VERSIONS OF THIS CONSTITUTION

Version 01 Adopted 13 September 2005

Version 01.01 Adopted 18 November 2006

Version 01.02 Adopted 16 October 2010