



Packaged Ice Association of Australasia

Inc NSW

CONSTITUTION & BYLAWS

Revised 2015



Packaged Ice Association of Australasia

Incorporated

Constitution & Bylaws

Interpretation, Objectives & Powers	1
Membership Qualifications	3
Nomination for Membership	3
Life Membership	3
Cessation of Membership	3
Membership Entitlement not Transferable	3
Resignation of Membership	4
Register of Members / Associates	4
Fees, Subscriptions, etc.	4
Members Liabilities	5
Disciplining of Member	5
Right of Appeal / Disciplined Member	6
The Committee	6
Constitution & Membership	7
Election of Members	7
Secretary/CEO	8
Treasurer	8
Casual Vacancies	8
Removal of Member	8
Meetings & Quorum	9
Delegation by Committee / Sub-Committee	9
Voting & Decisions	10
General Meetings	10
Annual General Meetings	10
Special General Meetings	11
Notice	11
Procedure	12
Presiding Member	12
Adjournment	12
Making of Decisions	12
Special Resolution	13
Voting	13
Appointment of Proxies	13
Miscellaneous	13
Funds—Source	15
Funds—Management	14
Alteration of Objects & Rules	14
Common Seal	14
Custody of Books	14
Inspection of Books	14
Service of Notices	14
Surplus Property	14

The Packaged Ice Association of Australasia

Incorporated

Constitution and Rules.

NAME The name of the association shall be:

Packaged Ice Association of Australasia Incorporated.

Preliminary

Interpretation, Objectives and Powers:

1. (1) In these rules, except in so far as the context or subject matter otherwise indicates or requires:

“ordinary member” means a member of the Association who is not an office bearer of the Association referred to in rule 13 (2) ; “Secretary” means :

(a) the person holding office under these rules as secretary of the association; or
(b) where no such person holds that office– the public officer of the association;

“special general meeting” means a general meeting of the association other than an annual general meeting;

“the Act” means the Associations Incorporations Act, 1984;

“the Regulation” means the Associations Incorporation Regulation, 1985.

“the Committee” means the body charged with day to day management of the association. It shall be comprised of the elected office bearers.
- (2) In these rules:

(a) a reference to a function includes a reference to a power, authority and duty ;

(b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act, 1987 apply to and in respect to these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.
- (4) The Objectives of the Association are:-

(a) to promote and advance by lawful means the production, provision and distribution of the goods and services which are now or may hereafter be produced provided or distributed by the Packaged Ice industry in Australasia:

(b) to achieve and preserve such production, provision and distribution by the industry according to such quantities, quality, standards and prices as will from time to time best meet the needs and requirements of the public as customers of the industry;

(c) to foster and insure in the public interest the furtherance and stability of the industry and the attainment of reasonable and stable profits to the persons, firms and companies engaged therein.
- (5) Consistent with the achievement of its objectives the Association shall have the following powers and discretions:

- (a) to preserve, foster and advance the interests of the packaged ice industry in Australasia and of all persons, firms or companies engaged therein;
 - (b) to define and/or prescribe in the interests of members and of the public standards and/or the quality of goods manufactured or distributed or of storage or other services provided;
 - (c) to recommend guidelines to members in relation to standards and the conduct of any aspect of the packaged ice business activities;
 - (d) to represent the interests of members in industrial matters relating to the packaged ice industry in Australia, including recognition by or registration with the appropriate industrial bodies which may make regulations or rulings in regard to work conditions;
 - (e) to conduct research into and development of packaged ice and refrigeration techniques, practices, procedures and equipment;
 - (f) to compile and/or supply reports, statistics and other material of value in connection with the provision of packaged ice services and/or assist with the dissemination of information to members which relates to matters of interest to the Australian packaged ice industry;
 - (g) to provide a centre to which all enquiries relating to matters of interest to the packaged ice industry of Australia may be directed;
 - (h) to co-operate with all Government and other authorities in promoting the efficient use of packaged ice in Australia;
 - (i) to make representations to all Government and other authorities, State or Commonwealth, on any matters relating to packaged ice industry either on behalf of a member or members of the Association or on behalf of the industry as a whole;
 - (j) to assist and co-operate with other associations which have objects similar to those of the Association and likewise obtain the assistance and co-operation of such associations and to affiliate with or become a member of any such Associations;
 - (k) to purchase or hire or lease or otherwise acquire any real or personal property or any estate or interest in such property and to sell, exchange, let, mortgage or otherwise deal with or dispose of the same;
 - (l) to borrow or raise or secure the payment of money for the purposes of the Association in such manner as the Association shall think fit.
- (6) The Association shall have power to do all such other things which may be necessary to legally and lawfully achieve its objectives whether incidental to the aforesaid powers and discretions or otherwise.

MEMBERSHIP

Membership Qualifications

2. (1) All members of the Packaged Ice Association of Australasia as at the first day of August, 1991, shall as from that date become full members of the Association.
- (2) Any person, firm, corporation or other body engaged in the business of packaged ice, or any person, firm or corporation who, in the opinion of the executive committee provides an ancillary service to the packaged ice industry, shall be eligible to apply for full membership of the Association.
 - (a) Under this classification any person, firm, or corporation or other body admitted shall undertake, as a condition of membership, to attend and exhibit at all Trade Fairs scheduled by the Association. This attendance must be accompanied by a stand deposit of \$250.00, payable 90 days prior to the next Trade Fair date. This amount will be non-refundable unless valid reasons for non-participation are presented to the Executive Committee.

Nomination for Membership.

3. (1) A nomination of a person for membership of the association:
 - (a) shall be made by a member of the association in writing in the form set out in Appendix 1; and
 - (b) shall be lodged with the secretary or public officer of the association.
- (2) As soon as practicable after receiving a nomination for membership the secretary or public officer shall refer the nomination to the committee, which shall determine whether to approve or to reject the nomination.
- (3) Where the committee determines to approve a nomination for membership the secretary or public officer shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification of the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) The secretary shall, on payment by the nominee of the amounts referred to in subclause (3) within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a full member of the Association.

Life Membership

- 3a. Life membership may be bestowed on an existing member or past member or their accredited representative with the approval of a majority of three fourths of the full members present and voting either in person by accredited representative or by proxy at an Annual General Meeting of the Association,

Cessation of Membership

4. A person ceases to be a member of the association if the person:-
 - (a) dies;
 - (b) resigns that membership;
 - (c) becomes insolvent; or

Membership Entitlement not Transferable.

5. A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

Resignation of Membership.

- 6. (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the Association who has paid all amounts payable by the member to the association in respect to the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

Register of Members and Accredited Representatives.

- 7. (1) The public officer of the Association shall 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.
- (2) The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour by appointment.
- (3) Any member being a firm, corporation or other body shall appoint one representative being a natural person (hereinafter called its "accredited representative") and shall deliver such notice of appointment to the secretary of the association. In the case of a firm the Memorandum shall be signed in the name of the firm, in the case of a company the Memorandum shall be signed by a director and/or the secretary and in the case of other bodies shall be signed in such manner as the association may require.
- (4) The accredited representative of a member appointed pursuant to clause 7 (3) shall be entitled to exercise all of the rights of the member including the right, if any, of the member to vote, and shall be given all notices to which the member is entitled. Notices given to the accredited representative of a member shall for the purposes of this Constitution and Rules be deemed to have been given to the member.
- (5) Every member who is a firm, corporation or other body shall be responsible for the acts and omissions of its accredited representative and shall not exercise any of its rights or do any act or thing other than through its accredited representative or his proxy.
- (6) Any reference in this Constitution and Rules to a "member" shall in the case of a member who is a firm, corporation or other body be deemed to be reference to its accredited representative unless the context otherwise requires.
- (7) An accredited representative who cannot attend a meeting of the association as classified herein may appoint an alternate accredited representative as proxy to attend the meeting. Written notice of the appointment of the proxy signed by the accredited representative shall be delivered to the secretary or public officer prior to, or at the meeting. Any proxy so appointed shall have the full rights and responsibilities of the accredited representative whom he/she is replacing.

Fees, Subscriptions, etc.

- 8. (1) A member of the association shall, upon admission to membership pay the amount of \$520.00 + GST. This amount may be determined annually at the General Meeting of the Association.

- (2) In addition to any amount payable by the member under clause (1), a member of the association shall pay to the association an additional fee of \$50.00 or where some other amount is determined by the committee, that other amount: This amount shall be credited annually towards that members attendance and participation at the Annual Conference . This amount shall not be cumulative beyond two years. This fee may be refunded to the member at the discretion of the Executive Committee if outstanding circumstances restrict the members ability to attend the conference in question.

Members Liabilities.

9. The liability of a member of the association to contribute towards the payment of debts and liabilities of the association or the cost, 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 8.

Disciplining of Member.

10. (1) Where the committee is of the opinion that a member of the association :-
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association;
the committee may, by resolution:
 - (i) expel the member from the association; or
 - (ii) suspend the member from membership of the association for a specified period.
- (2) A resolution of the committee under clause (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting out the resolution of the committee and the grounds on which it is based;
 - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of the meeting: and
 - (d) informing the member that the member may do either or both of the following
 - (i) attend and speak at that meeting:
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the committee held as referred to in clause (3), the committee shall:
- (a) give the member an opportunity to make oral representations;
 - (b) give due considerations to any written representations submitted to the committee by the member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.

- (5) Where the committee confirms a resolution under clause (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 11.
- (6) A resolution confirmed by the committee under clause (4) does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 11 (4).

Right of Appeal of Disciplined Member.

- 11. (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under rule 10 (4), within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
- (2) Upon receipt of notice from a member under clause (1), the Secretary shall notify the committee which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice.
- (3) At a general meeting of the association convened under clause (2),
 - (a) no business other than the question of appeal shall be transacted;
 - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
 - (d) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

The Committee.

Powers etc. of Committee.

- 12. (1) An executive committee be appointed annually comprising the President, Past President, 1st Vice President, 2nd Vice President, and Health Committee Chairman. To deal with day to day business of the Association and/or refer matters to the Management committee.
- (2) The Committee shall be called the COMMITTEE OF MANAGEMENT of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting:
 - (a) shall control and manage the affairs of the association
 - (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and
 - (c) has power to perform all such acts and to do all things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

Constitution and Membership.

13. (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee shall consist of:
- (a) the office bearers of the association; and
 - (b) the elected state delegates.
- (2) The office -bearers of the association shall be;
- (a) The President;
 - (b) two Vice-Presidents;
 - (c) the Treasurer– unless the Treasurer is a financial member of the P.I.A.A., he/she has no vote on P.I.A.A. matters.
 - (d) The Auditor;
 - (e) the Representative of the associate members; and
 - (f) the Secretary (as a paid officer– no vote on P.I.A.A. matters).

The offices of Treasurer and Secretary may be combined.

- (3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member’s election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of appointment.

Election of Members.

14. (1) Nomination of candidates for election of office-bearers of the association or as ordinary members of the committee:
- (a) may be made in writing, signed by a member of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) ; and
 - (b) may be delivered to the secretary of the association before or on the date fixed for the holding of the annual general meeting at which the election is to take place.
- (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 insufficient further nominations are received any vacant position remaining on the committee shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

- (6) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

Secretary/ CEO.

15. (1) The Secretary / CEO of the association shall, as soon as practicable after being appointed as Secretary/CEO, lodge notice with the association of his or her address.
- (2) It is the duty of the Secretary/CEO to keep minutes of:-
- (a) All appointments of office-bearers and members of the committee;
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

Treasurer.

16. It is the duty of the Treasurer of the association to ensure that;
- (a) all money due to the association is collected and received and that all payments authorised by the association are made; and
 - (b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.

Casual Vacancies.

17. For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if the member;
- (a) Dies;
 - (b) ceases to be a member of the association;
 - (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
 - (d) resigns office by notice in writing given to the secretary;
 - (e) is removed from office under rule 18;
 - (f) becomes of unsound mind or a person whose person estate is liable to be dealt with in any way under the law relating to mental health; or
 - (g) is absent without the consent of the committee from all meetings of the committee held during a period of 12 months.

Removal of Member.

18. (1) The association in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the committee to whom a proposed resolution referred to in clause (1)

relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the Secretary or the President may send a copy of the representations to each member of the association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Meetings and Quorum.

19. (1) The committee shall meet at least 1 time in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the President or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 14 days (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, a vice president shall preside; or
 - (b) if the president and the vice president are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

Delegation by Committee to Sub-Committee.

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

exercise any function delegated.

- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

Voting and Decisions.

- 21. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the time) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote. The Secretary shall not be entitled to a vote.
- (3) Subject to rule 19 (5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

General Meetings.

Annual General Meetings-Holding of.

- 22. (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 2 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

Annual General Meetings– calling of and Business at.

- 23. (1) The annual general meeting of the association shall, subject to the Act and to rule 22, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be ;
 - (a) to confirm the minutes of the last preceding annual general meeting and any special general meeting held since that meeting;
 - (b) to receive from the committee reports upon the activities of the association during the

last preceding financial year;

- (c) to elect office-bearers of the association and ordinary members of the committee; and
- (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26 (6) of the Act.

(3) An annual general meeting shall be specified as such in the notice conveying it.

Special General Meetings-Calling of.

24. (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 5 members convene a special general meeting of the association.
- (3) A requisition of members of a special general meeting;
- (a) shall state the purpose or purposes of a general meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association any expense so incurred.
- (6) Meetings may be convened by telephone.

Notice.

25. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 23 (2).

- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

Procedure.

26. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (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 following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

Presiding Member.

27. (1) The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

Adjournment.

- 28 (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

Making of Decisions.

29. (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 chairperson that a resolution has, on a show of hands, been carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken;

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at time before the close of the meeting as the chairperson directs; and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

Special Resolution.

30. A resolution of the association is a special resolution if;

- (a) it is passed by a majority which comprises not less than three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a)- the resolution is passed in a manner specified by the Commission.

Voting.

31. (1) Life members, not otherwise qualified as a full member, associate members and affiliate members may attend all general meetings, annual general meetings and extraordinary general meetings of the association but shall not be entitled to vote at such meetings.
- (2) Subject to sub-clause (1) hereof each member shall be entitled to one vote only on any question arising at any meeting of the association.
- (3) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (4) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

Appointment of Proxies.

32. (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

Miscellaneous.

Insurance.

33. (1) The association shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) in addition to the insurance required under clause (1), the association may effect and maintain other insurance.

Funds - Source.

34. (1) The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution being passed by the association in general meeting, such other sources as the committee determines.

- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.

Funds - Management.

35. (1) Subject to any resolution passed by the association in general meeting the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

Alteration of Objects and Rules.

36. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

Common Seal.

37. (1) The common seal of the association shall be kept in the custody of the public officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signature either of 2 members of the committee or of, 1 member of the committee and of the public officer or secretary.

Custody of Books, etc..

38. Except as otherwise provided by these rules, the public officer shall keep in his custody or under his control all records, books and documents relating to the association.

Inspection of Books, etc..

39. The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

Service of Notices.

40. (1) For the purposes of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

Surplus Property.

41. (1) At the first general meeting of the association, the association shall pass a special resolution nominating an incorporated association in which is to vest its surplus property pursuant to section 53 (2) of the Act in the event of the winding up or the cancellation of the incorporation of the association.
- (2) The incorporated association so nominated shall be one which fulfils the requirements specified in section 53 (2) (a) - (c) of the Act.