

## PART III

### THE COMMITTEE

#### Powers, etc. , of Committee

11. The Committee of management of the Association shall be called the Committee 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 do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

#### Constitution and Membership

12. (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) up to five (5) Committee members,

each of whom shall be elected at the annual general meeting of the Association pursuant to Rule 13.

(2) The office-bearers of the Association shall be:

- (a) the president;
- (b) the vice-president;
- (c) the treasurer; and
- (d) the secretary.

(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 natural person representing a member of the Association to fill the vacancy and the person so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

#### Election of Members

13. (1) Nominations of candidates for election as office-bearers of the Association or as Committee members of the Committee : -

- (a) shall be made in writing, signed by 2 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 secretary of the Association not less than 7 days before 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 nominations 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 positions 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 Committee members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (7) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

#### Secretary

16. (1) The Secretary of the Association shall, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary 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.

15. 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.
  - (c) a profit and loss account and balance sheet are prepared in accordance with the requirements of the Corporations Law as though the Association was an exempt proprietary company.
  - (d) the accounts referred to in sub clause (c) are audited by a registered public auditor for presentation to the annual general meeting.
  - (e) the audited accounts referred to in sub clause (d) are distributed to members at the annual general meeting.

#### Auditor

16. An auditor shall be appointed and his duties shall be regulated by the Corporations Law as

though the Association was an exempt proprietary company.

### Casual Vacancies

17. For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if the member:
- (a) dies;
  - (b) the member of the Association which the member of the Committee represents ceases to be a member of the Association;
  - (c) the member of the Association which the member of the Committee represents becomes an insolvent under administration within the meaning of the Corporations Law;
  - (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 or estate is liable to be dealt with in any way under the law relating to mental he
  - (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 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 3 times 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 48 hours (or such other period as may be unanimously agree 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 and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three (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 a place, hour and day to be determined by the Committee within fourteen (14) days of the meeting.
- (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, the vice-president; 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 and in that event any action of the Committee will have precedence over the sub Committee.
- (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 SubCommittee 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 SubCommittee appointed by the Committee (including the person presiding at the meeting) 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.
- (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.

