

ASSOCIATIONS INCORPORATION ACT 1984

Section 10 (1)

NEW SOUTH WALES



CORPORATE AFFAIRS COMMISSION

CERTIFICATE OF INCORPORATION

Registered No: Y00319-14

This is to certify that N.S.W. ARABIAN HORSE ASSOCIATION INCORPORATED

is on and from the TWENTY-NINTH day of MAY

incorporated under the ASSOCIATIONS INCORPORATION ACT, 1984.

Given under the seal of the Corporate Affairs Commission at Sydney.

This TWENTY-NINTH day of MAY



A handwritten signature in black ink, appearing to be 'John'.

A person authorised by the
Corporate Affairs Commission

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RULES FOR THE

N.S.W. ARABIAN HORSE ASSOCIATION INC.

1. Name

The name of the incorporated association is N.S.W. Arabian Horse Association Inc.

2. Objects

The objects for which the Association is established are:-

- (a) - to promote the Arabian, Anglo Arabian, Arabian Pony and Part-bred Arabian Horses in New South Wales;
- (b) to encourage and promote the breeding and exhibition of Arabians, Anglo Arabians, Arabian Ponies and Part-bred Arabian horses in New South Wales;
- (c) to maintain a panel of judges approved by the Association as competent to act as judges of Arabians, Anglo Arabians, Arabian Ponies and Part-bred Arabian Horses;
- (d) to hold and promote shows, exhibitions and activities for Arabians, Anglo Arabians, Arabian Ponies and Part-bred Arabian Horses and to offer and award prizes thereat;
- (e) to advertise and publish such matters and in such newspapers, periodicals and books as the Association may think fit;
- (f) to print and publish any newspapers, periodicals, books or leaflets that the Association may think necessary or desirable for the attainment of its objects;
- (g) to establish harmonious relations and co-operate with Agricultural Societies in New South Wales, with a view, inter alia, to having the breed fully represented in the Schedule of prizes at shows and exhibitions conducted by such Societies; and
- (h) to establish harmonious relations with Societies having objects similar to these objects and to encourage exchanges with these Societies of a like nature elsewhere.

3. Powers

The powers of the Association are:-

- (1) to take over the funds and other assets and liabilities of the present unincorporated association known as the "New South Wales Division of the Arabian Horse Society of Australia Limited";

- (2) to subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which is carried on for the object of trading or securing pecuniary gain for its members;
- (3) in furtherance of the objects of the Association, but subject to the requirements of any relevant law, to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association;
- (4) to purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Association provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (5) to enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (6) to appoint, employ, remove or suspend such judges, managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (7) to remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (8) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise

assist and take part in the constructions, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

- (9) to invest and deal with the money of the Association in such manner as may from time to time be thought fit;
- (10) in furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (11) to take or otherwise acquire and hold shares, debentures of other securities of any company or body corporate;
- (12) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (13) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (14) to borrow money from Members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in New South Wales for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities;
- (15) in furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (16) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;

- (17) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in Sub-Rule 3(4);
- (18) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (19) to print and publish in newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (20) in furtherance of the objects of the Association to amalgamate with any one or more incorporated association having objects altogether or in part similar to those of the Association and which is not carried on for the object of trading or securing pecuniary gain for its members;
- (21) in furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (22) in furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (23) to make donations for patriotic, charitable, promotional or community purposes; and
- (24) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

4. Interpretation

- (1) In these Rules, except so far as the context or subject matter otherwise indicates or requires:-

"the Act" means the Associations Incorporation Act, 1984 and any regulations made thereunder, as amended from time to time;

"the Association" means the N.S.W. Arabian Horse Association Inc.;

"Auditor" means the Auditor appointed by the Association;

"the Breed" means Arabian, Anglo Arabian, Arabian Pony and Part-bred Arabian horses which are eligible for registration with the Arabian Horse Society of Australia Limited;

"general meeting" includes annual general meeting;

"Honorary Member" means any person elected as an Honorary Member under Rule 6(3);

"Junior Member" means any person under the age of eighteen (18) years whose application for membership of the Association as a Junior Member has been approved by the Management Committee;

"Life Member" means any person declared to be a Life Member of the Association under Rule 6(2);

"Management Committee" means the members from time to time of the Management Committee constituted under Rule 13;

"Member" or "Members" means any Ordinary Member, Junior Member, Life Member or Honorary Member or any two or more of them;

"Office Bearers" means the President, Vice-President, Secretary, Assistant Secretary, Treasurer and Publicity Officer all of whom shall be Members of the Association;

"Ordinary Member" means any natural person who is eighteen (18) years of age or over, or any two natural persons jointly of the aforesaid age, or any other person whose application for membership of the Association as an Ordinary Member has been approved by the Management Committee.

"person" includes any company, corporation or incorporated association;

"the Rules" or "these Rules" mean the rules of the Association as amended from time to time; and

"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.

Where the context reasonably permits the male gender shall include the female and neuter genders and the singular number shall include the plural number.

5. Class of Members

(1) The membership of the Association shall consist of Ordinary Members and any of the following classes of members:-

- (a) Junior Members;
- (b) Life Members; and
- (c) Honorary Members.

(2) The number of all classes of Members of the Association shall be unlimited.

6. Membership Qualifications

(1) Any person is qualified to be a Member of the Association if, but only if:-

(a) at the date of incorporation of the Association such person was a fully paid up member of the unincorporated association known as the "New South Wales Division of the Arabian Horse Society of Australia Limited" and, on or before the date of incorporation, had agreed in writing to become:-

- (i) where such person was a Division Member of the New South Wales Division of the Arabian Horse Society of Australia Limited, an Ordinary Member of the Association;
- (ii) where such person was an Associate Member of the New South Wales Division of the Arabian Horse Society of Australia Limited, an Ordinary Member of the Association; and
- (iii) where such person was a Junior Member of the New South Wales Division of the Arabian Horse Society of Australia Limited, a Junior Member of the Association; or

(b) such person:-

- (i) has applied for membership of the Association as provided by Rule 7; and
- (ii) has had his application for membership of the Association approved by the Management Committee.

(2) The Management Committee may from time to time recommend that, at any general meeting, life membership be conferred upon a Member who is a natural person eighteen (18) years

of age or over. If such general meeting declares the Member to be a Life Member it may if it so desires:-

- (a) determine any fee that the Life Member shall pay to compound his annual subscription,
 - (b) declare that the Life Member shall remain liable for membership fees, or
 - (c) declare that the Member shall be relieved of payment of any further membership fees.
- (3) (a) The Management Committee may from time to time recommend that, at any general meeting, a natural person who has, in the Management Committee's opinion, distinguished himself by merit of service, or assistance to the Association in furtherance of its objects, be elected to honorary membership of the Association. If the general meeting so determines such person shall be elected to honorary membership of the Association;
- (b) An Honorary Member shall be exempt from payment of membership fees, and shall have the same rights and privileges as an Ordinary Member except that an Honorary Member shall not be entitled to hold a position on the Management Committee.

7. Application for Membership

An application for membership of the Association as an Ordinary Member or Junior Member shall be:-

- (a) in such form as shall from time to time be prescribed by the Management Committee; and
- (b) accompanied by the appropriate annual membership fee.

8. Admission and Rejection of Members

- (1) At the next meeting of the Management Committee, after the receipt of an application for membership of the Association as an Ordinary Member or Junior Member and the fee applicable for such class of membership, the application shall be considered by the Management Committee.
- (2) Subject to these Rules, the Management Committee may accept or refuse any application for membership of the Association as an Ordinary Member or Junior Member without assigning any reason therefor.

- (3) Upon the acceptance or rejection of an application for membership of the Association pursuant to this Rule 8 the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

9. Membership Fees

Subject to any declaration or determination made pursuant to Rule 6(2) the membership fees for each class of membership of the Association shall be:-

- (a) such sum as the Members shall from time to time at any general meeting so determine; and
- (b) payable at such time and in such manner as the Management Committee shall from time to time determine.

10. Termination of Membership

- (1) A Member may resign from the Association at any time by giving notice in writing to the Secretary. The resignation shall take effect from the date notice of the resignation is received by the Secretary or, if a later date is specified in the notice, from that later date.
- (2) If a Member:-
 - (a) is convicted of an indictable offence; or
 - (b) fails to comply with any of the provisions of these Rules; or
 - (c) has membership fees in arrears for a period of two (2) months or more; or
 - (d) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association,

the Management Committee may terminate his membership provided that the Member has, prior to any decision being taken by the Management Committee, been given an opportunity to make oral or written representations concerning his case. The Secretary shall give written notice to the Member of the Management Committee's decision.

11. Appeal Against Rejection or Termination of Membership

- (1) A person whose application for membership of the Association has been rejected or whose membership of the Association has been terminated may, within one (1) month of receiving written notification thereof, lodge with the Secretary written notice of his intention to appeal against the decision of the Management Committee.

- (2) The Secretary shall, within three (3) months of the date of receipt by him of a notification of intention to appeal against rejection or termination of membership, convene a general meeting of Members to determine the appeal.
- (3) At the general meeting convened to determine the appeal the person whose application for membership has been rejected or whose membership has been terminated shall be given the opportunity to fully present his case. The Management Committee, or those members thereof who rejected the application for membership or terminated the membership, shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by resolution of the Members present at such general meeting.
- (4) Where a person whose application for membership of the Association has been rejected does not appeal against the decision of the Management Committee within the time prescribed by these Rules, or does appeal but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any membership fee paid.

12. Register of Members

- (1) The Management Committee shall cause a register to be kept in which shall be entered the name and address of each person admitted to membership of the Association and the date of his admission.
- (2) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee may require from time to time.

13. Constitution and Membership of Management Committee

- (1) The first members of the Management Committee shall be the members of the Management Committee of the unincorporated association known as the "New South Wales Division of the Arabian Horse Society Limited" immediately before the Association was incorporated.
- (2) Subject to Rule 13(1) the Management Committee shall consist of the Officer Bearers, and nine (9) other Members of the Association, all of whom shall be current financial Members of the Association.
- (3) At each annual general meeting of the Association all members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election in accordance with Rule 14.

14. Election of Management Committee

- (1) The members of the Management Committee shall be elected at the annual general meeting as follows:-
 - (a) separate elections shall be held to elect the Office Bearers in the order of President, Vice-President, Secretary, Assistant Secretary, Treasurer and Publicity Officer; and
 - (b) following the election of the Publicity Officer, one (1) election shall be held to elect the nine (9) other members of the Management Committee.
- (2) Nominations of candidates for the election of each of the Office Bearers and the nine (9) other members of the Management Committee shall be taken from the floor at each annual general meeting and shall be proposed and seconded.
- (3) No person shall be nominated as a candidate, nor elected to a position on the Management Committee unless:-
 - (a) the person nominated is present at the annual general meeting and all moneys due and payable by that person to the Association have been paid; and
 - (b) the proposer himself has paid all moneys due and payable by him to the Association.
- (4) A Junior Member is not entitled to be nominated as, nor to nominate, a candidate for election to the Management Committee.
- (5) Upon acceptance of a nomination the proposer shall give a short biography on behalf of the candidate.
- (6) If the number of candidates for an election exceeds the number of vacancies to be filled, a ballot shall be held.
- (7) If the number of candidates for an election is equal to the number of vacancies to be filled, the candidates shall be deemed to be elected.
- (8) On any ballot paper candidates shall be listed in order of receipt of nomination. A returning officer and two (2) scrutineers, who are ineligible to vote, shall be appointed by the annual general meeting.
- (9) If insufficient candidates are nominated any vacant positions remaining on the Management Committee shall be deemed to be casual vacancies.

Secretary

) The Secretary shall:-

- (a) summon and attend all meetings of the Association and the Management Committee;
- (b) keep minutes of:-
 - (i) all appointments of Office Bearers and other members of the Management Committee;
 - (ii) the names of the members of the Management Committee present at a Management Committee meeting, and the Members present at a general meeting of the Association; and
 - (iii) all proceedings at Management Committee meetings and General Meetings;
- (c) receive entries for and generally carry out under the direction of the Management Committee all clerical work in connection with any Show, Gymkhana or other activities of the Association;
- (d) carry out such activities as directed by the Management Committee with any other officer appointed by the Association or the Management Committee; and
- (e) conform to and observe all Rules and Regulations of the Association, a copy of which is to be endorsed, approved and signed by the President for the Secretary's reference.

Minutes of proceedings at a meeting of the Association shall be signed by the chairman of that meeting or the chairman of the next succeeding meeting of the Association. Minutes of proceedings at a meeting of the Management Committee shall be signed by the chairman of that meeting or the chairman of the next succeeding meeting of the Management Committee.

Treasurer

Treasurer shall:-

keep or cause to be kept all necessary or proper books of account and financial records;

ensure that all receipts are properly recorded and accounted for and that all payments are properly vouched and authorised;

enter an account of all moneys received and paid in a general Cash Book;

- (4) prepare yearly or as required proper financial statements showing receipts and disbursements on behalf of the Association, a profit and loss account and a statement of assets and liabilities of the Association; and
- (5) pay all claims against the Association which are approved by the Management Committee.

17. Casual Vacancies

For the purposes of these Rules a casual vacancy in the office of a member of the Management Committee occurs if the member -

- (a) dies;
- (b) ceases to be a Member of the Association;
- (c) resigns office by notice in writing given to the Secretary, such resignation taking effect at the time the notice is received by the Secretary, or where a later date is specified in the notice, on that later date;
- (d) is removed from office under Rule 18; or
- (e) is absent from two consecutive meetings of the Management Committee without first:-

- (1) obtaining the Management Committee's consent to his absence, or

- (2) having his apology for his being absent sustained,

and the Management Committee determines, at its sole discretion and with or without notice to the member, to forfeit the member's position on the Management Committee.

18. Removal of Member

- (1) The Management Committee may, at its discretion, remove any member of the Management Committee from such office.
- (2) Where the Management Committee passes a resolution under Sub-Rule 18(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 Management Committee and the grounds on which it is based;
 - (b) stating that the member may, within one month of receiving the notice, lodge with the Secretary written notice of his intention to appeal against the decision of the Management Committee.

- (3) The Secretary shall, within three (3) months of the date of receipt by him of the notification of an intention to appeal against the decision of the Management Committee to remove the member from office, convene a general meeting of Members of the Association to determine the appeal.
- (4) At such general meeting the member removed from office and the Management Committee shall be given the opportunity to fully present their cases.
- (5) The appeal shall be determined by resolution of the Members present at such general meeting.
- (6) If the general meeting resolves to uphold the Management Committee's decision it may, by resolution, appoint another person to hold office on the Management Committee until the next annual general meeting of the Association.
- (7) If the member removed from office does not appeal in accordance with this Rule 18 or no appointment is made pursuant to Rule 18(6), the vacancy on the Management Committee shall be filled up by the Management Committee in accordance with Rule 19.

19. Filling up Vacancies on Management Committee

- (1) Subject to Rule 18, the Management Committee shall have power at any time to appoint any Member of the Association to fill any casual vacancy on the Management Committee to hold office until the next annual general meeting. In exercising such power the Management Committee shall, where a vacancy occurs within nine (9) calendar months of the last annual general meeting, take into account a Member who would, but for the election of a full Management Committee at that annual general meeting, otherwise have been elected.
- (2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in their number provided that if their number is reduced below the number fixed pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act only for the purposes of increasing the number of members of the Management Committee to the quorum or of summoning a general meeting of the Association, and for no other purpose.

20. Functions of Management Committee

- 1) Subject to the Act and these Rules the Management Committee:-
 - (a) shall have control and management of the affairs, property and funds of the Association;

- (b) may exercise all such functions and powers as may be exercised by the Association other than those functions and powers that are required by these Rules to be exercised by general meeting of Members of the Association;
 - (c) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Association.
- (2) Subject to Sub-Rule 20(3) a resolution of the Association in general meeting shall be binding on the Management Committee provided that the resolution is passed at a general meeting of which written notice specifying the intention to move the resolution and setting out its precise terms has been given:-
- (a) to the Management Committee at least thirty five (35) days prior to the general meeting; and
 - (b) to the Members of the Association at least twenty-one (21) days prior to the general meeting, in accordance with Rule 28.
- (3) The Management Committee may, if it disagrees with any resolution of the Association in general meeting, put to a referendum of the Members of the Association the question whether the resolution is to be binding on the Management Committee. If:-
- (a) more than 75% of the Members of the Association respond to the referendum and more than 50% of such responses are in favour of the resolution binding the Management Committee, the Management Committee shall be bound by such resolution;
 - (b) more than 75% of the Members of the Association respond to the referendum and more than 50% of such responses are in favour of the resolution not binding the Management Committee, the Management Committee shall not be bound by such resolution; or
 - (c) less than 75% of the Members of the Association respond to the referendum, the Management Committee shall be bound by such resolution.

11. Meetings of Management Committee

- (1) The Management Committee shall meet at least once every two (2) calendar months at such place and time as the Management Committee may determine.

- (2) Additional meetings of the Management Committee shall be convened by the Secretary on the requisition, in writing, signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting of the Management Committee any seven (7) members of the Management Committee shall constitute a quorum.
- (4) Subject to these Rules, the Management Committee may meet together and regulate its proceedings as it thinks fit provided that questions arising for decision at any meetings of the Management Committee shall be decided by a majority of votes and, in the case of tied votes, the chairman of the meeting shall have a casting vote.
- (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he has a financial or pecuniary interest, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- (6) Not less than seven (7) days' oral or written notice shall be given by the Secretary to members of the Management Committee of any meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 7) At a meeting of the Management Committee:-
 - (a) the President, or in the President's absence, the 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 Management Committee as may be chosen by the Members present at the meeting shall preside.
- 8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place. If, at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

22. Delegation by Management Committee to Sub-Committee

- (1) The Management Committee may, by instrument in writing, delegate any of its functions or powers to a sub-committee consisting of such Members of the Association as the Management Committee thinks fit, other than:-
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Management Committee by the Act or by any other law.
- (2) Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- (3) A sub-committee may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
- (4) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes, the chairman shall have a casting vote.

23. Validation of Acts

Any act or thing done or suffered or purporting to have been done or suffered by the Management Committee or by a sub-committee appointed by the Management Committee, is valid and effectual notwithstanding any defect that may afterward be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

24. Written Resolutions

A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it has been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Management Committee.

25. Annual General Meetings

- 1) Subject to the Act, the annual general meeting of the Association shall be held within three (3) months of the close of the financial year at such time and place as the Management Committee thinks fit.

- (2) In addition to any other business which may be transacted at any annual general meeting of the Association the business of an annual general meeting shall be:-
- (a) to confirm the minutes of the last preceding annual general meeting and of any 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 the Office Bearers and other members of the Management Committee;
 - (d) to receive and consider the statement required to be submitted to members pursuant to Section 26(6) of the Act; and
 - (e) to receive the Auditor's report upon the books and accounts of the Association for the preceding financial year.
- (3) An annual general meeting shall be specified as such in the notice convening it.

26. Convening of General Meetings

The Secretary shall convene a general meeting:-

- (a) when directed to do so by the Management Committee;
- (b) on the requisition in writing, which clearly states the reasons why the general meeting is being convened and the nature of the business to be transacted thereat, signed by not less than one-third of the members presently on the Management Committee, or not less than the number of Ordinary Members of the Association which is equal to double the numbers of members presently on the Management Committee plus one; or
- (c) on receipt of written notice of an intention to appeal against the decision of the Management Committee which has:-
 - (i) rejected an application for membership by, or terminated the membership of, a person; or
 - (ii) removed from office a member of the Management Committee.

27. Procedure and Quorum

- (1) At any general meeting the number of Members required to constitute a quorum shall be that number which is double the number of members presently on the Management Committee plus one.
- (2) No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present the meeting, if convened upon the requisition of Members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at such 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 three) shall constitute a quorum.
- 5) The chairman of a general meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no ~~business~~ business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of any original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

8. Notice Convening Meetings of the Association

- 1) A general meeting shall be convened by not less than twenty-one (21) days' notice in writing specifying the time and place at which such meeting will be held, the nature of any resolutions proposed to be moved thereat, and any other matter specified by these Rules.
- 2) Notice of a general meeting shall be given to every Member of the Association.
- 3) A notice shall be deemed to have been given if:-
 - (i) delivered to such Member personally;

- (ii) addressed to such Member at his registered address and delivered to that address; or
- (iii) if addressed to such Member at his registered address and posted (postage prepaid) to such member. Any notice so posted shall be deemed to have been given at the expiration of twenty-four (24) hours from the time of posting.

29. Presiding Member

Unless otherwise provided by these Rules, at every general meeting:-

- (a) the President or, in the President's absence, the Vice-President, shall preside as chairman at each general meeting of the Association;
- (b) 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 chairman at the meeting; and
- (c) the chairman shall maintain order and conduct the meeting in a proper and orderly manner.

30. Making of Decisions

- (1) Every 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 chairman that a resolution has, on a show of hands, been carried or 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 chairman or by not less than five Members (but not including any Junior Members) present at the meeting.
- (3) Where a poll is demanded at a general meeting the poll shall be conducted by secret ballot and shall be taken:-
 - (a) immediately, in the case of a poll which relates to the election of the chairman of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time as the chairman directs,

and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on the matter.

31. Voting

- (1) Subject to Sub-Rule 31(2) upon any question arising at a general meeting of the Association each Member of the Association present at the general meeting shall have one vote.
- (2) A Junior Member is not entitled to vote at any general meeting of the Association.
- (3) In the case of an equality of votes on a question at a general meeting the chairman of the general meeting shall have a casting vote.
- (4) A Member who is eligible to vote is not entitled to vote at any general meeting of the Association unless all moneys due and payable by the Member to the Association have been paid.

32. Members Not Entitled to Appoint Proxies

- (1) All votes shall be given personally.
- (2) A Member who is other than a natural person shall appoint a natural person as its representative and shall notify the Secretary in writing of such appointment. When such representative is present at a general meeting of the Association the Member whom he represents shall be deemed to be personally present at the meeting.
- (3) A Member shall not be entitled to appoint a proxy.

33. Joint Membership

Where two or more persons are registered as an Ordinary Member:-

- (a) any one such person may vote at any general meeting as if he alone were the Ordinary Member; and
- (b) if more than one of such persons is present at any meeting the person present whose names stands first on the Register in respect of such membership shall alone be entitled to vote in respect thereof.

4. Auditor

- 1) A qualified Auditor for the Association shall be appointed at the annual general meeting of the Association for such fee and subject to such conditions as the meeting shall prescribe.
- 2) The Auditor's fee (if any) shall be paid exclusively out of the revenue of the Association.

35. By-Laws

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by resolution of a general meeting of the Association

36. Alteration of Rules and Objects

Subject to the Act, these Rules (including the statement of objects in Rule 2) may be altered, may be altered, rescinded or added to only by a special resolution of the Association.

37. Common Seal

The Management Committee shall provide for a common seal and for its safe custody. The common seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for that purpose.

38. Funds - Source

- (1) The funds of the Association shall be derived from annual membership fees payable by Members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- (2) All money received by the Association shall be deposited within five (5) working days of receipt and without deduction to the credit of the Association's bank account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

39. Funds - Management

- (1) Subject to any resolution passed by the Association in general meeting the funds of the Association shall be used for the objects of the Association in such manner as the Management Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the President, Secretary, Treasurer or other member of the Association authorised from time to time by the Management Committee.
- (3) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.

(4) All income and property of the Association shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members of the Association provided that nothing herein contained shall prevent the payment in good faith of:-

- (a) interest to any such Member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him; or
- (b) of remuneration to any Office-Bearers or employees of the Association; or
- (c) out of pocket expenses incurred or money lent by any Member, or reasonable and proper charges for goods hired by the Association, or reasonable and proper rent for premises demised or let to the Association.

40. Documents

- (1) The Management Committee shall provide for the safe custody of all books, records, registers, instruments of title, securities and other documents of the Association.
- (2) Such documents shall be open to inspection, free of charge, by a Member of the Association at any reasonable hour.

41. Financial Year

The financial year of the Association shall close on the 31st day of December each year.

42. Members' Liabilities and Distribution of Surplus Assets

- (1) The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by these Rules.
- (2) If the Association shall be wound up in accordance with the provisions of the Act and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other association (whether or not incorporated under this Act) only in accordance with Section 53(2) of the Act.