



Australian Stock Horse

# **Western Australian Management Council**

The Australian Stock Horse Society  
Incorporated

**Rules**  
(2025)

## **The Australian Stock Horse Society Limited**

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## **Part 1 – Preliminary**

### **1. Definitions**

(1) In these Rules:

**The Act** means the Associations Incorporation Act 2015 (WA).

**The Board** means the Board of the Society.

**Branch** means a branch of the Society formed in accordance with the constitution of the Society.

**Committee** means the committee formed to manage and control the affairs of the Council as referred to in Part 3 of these Rules.

**Council** means the Western Australian Management Council ASHS Incorporated.

**Member** means a person admitted as a member of the Council in accordance with Part 2 of these Rules.

**Ordinary Committee Member** means a member of the committee who is not an office-bearer of the Council, as referred to in these Rules.

**Secretary** means:

- (a) the person holding office under these Rules as secretary of the Council; or
- (b) where no such person holds that office – the public officer of the Council.

**The Society** means the Australian Stock Horse Society Limited (ABN 35 001 440 437).

**Special General Meeting** means a general meeting of the Council other than annual general meeting.

**The Regulation** means the Associations Incorporation Regulation 2016 (WA).

(1) In these Rules:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

- (2) The provisions of the Interpretation Act 1984 (WA) apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

## **2. *Objects, Duties and Responsibilities***

- (1) The objects of the Council are:
- (a) to promote, stimulate and encourage the interests and objectives of the Council and the Society within the area served by the Council;
  - (b) to assist the Society in promoting and administering the Australian Stock Horse breed in the area served by the Council;
  - (c) to promote, stimulate and encourage the breeding and showing of Australian Stock Horses in the area served by the Council; and
  - (d) to support the operation of Branches and where requested by Branches, make recommendations as to the operation or activities of the Branch.
- (2) The duties and responsibilities of the Council are as follows:
- (a) to operate at all times in accordance with its objects and these Rules and with the constitution of the Society;
  - (b) to properly carry out functions and directions given to it by the Society or the Board;
  - (c) to arrange such inspections of horses within the area served by the Council as may be directed by the Society or otherwise as the Council shall consider appropriate;
  - (d) to forward to the General Manager of the Society at regular intervals copies of all application forms, notifications and other data received by the Council, together with the results of any inspections made which have not already been communicated to the General Manager;
  - (e) to comply with all relevant statutory and legal requirements and obligations including as to the keeping of accounts and the filing of annual returns;
  - (f) to allow the Board and/or Society to have a nominated representative attend meetings of the Council and/or to receive upon request the minutes of meeting of the Council;
  - (g) to allow upon demand a representative of the Society to have access to the books and records of the Council;

- (h) to remove from its register of members any member expelled as a member of the Society;
  - (i) to comply with any lawful direction given to it by the Society including:
    - (i) to wind itself up or take all necessary steps to cancel its incorporation;
    - (ii) that it refrain from using the Society name and logo or from holding itself out as being in any way affiliated to the Society;
    - (iii) to amalgamate with one or more other Councils;
    - (iv) to remove the name of any member from its register of members;
  - (j) to comply with the recommended meeting procedures (refer ASHS Meeting Procedures for Management Councils and Branches) as approved by the Society and adopted, updated or amended by the Board from time to time;
  - (k) to conduct meetings at a venue free from external distractions and providing ideal conditions for communication exchanges between members present at such meetings; and
  - (l) to enter into, and keep on hand, an agreement with the Society generally in the form of 'Trademark Licence Agreement' authorising the use by the Council of the Society's name, logo and trademarks.
- (3) The Council shall have the power, in furtherance of its objects to:
- (a) enter into contracts;
  - (b) acquire, hold, deal with and dispose of property;
  - (c) make charges for services and facilities it supplies;
  - (d) buy and sell products;
  - (e) to purchase and/or apply for a licence or permit or other authority under such Act or Acts as may be for the time being in force for the purpose of selling and/or distributing intoxicating liquor, cigarettes and other supplies and the operation of automatic machines;

- (f) to establish, maintain and conduct a club house or rooms for members and guests;
- (g) to hire, retain, appoint, employ, remove or suspend such persons as may be necessary or convenient;
- (h) to invest and deal with money of the Council;
- (i) to borrow, raise or secure the payment of money;
- (j) to take or hold mortgages, liens and charges;
- (k) to print and publish any newspaper, periodical, book or leaflet that the Council may think is desirable and which complies with the relevant policies and procedures of the Society;
- (l) to do all such things as are necessary for the holding of shows and exhibitions for the Australian Stock Horse breed including as to such ancillary activities as are considered to be necessary or desirable for success of the show or exhibition;
- (m) to seek donations or sponsorships; and
- (n) to do all other things as are necessary or convenient for the attainment of its objects.

### **3.        *Name***

The name of the Council is the Western Australian Management Council ASHS Incorporated.

## **Part 2 - Membership**

### **4.        *Membership Qualifications***

- (1) A person is qualified to be a member of the Council if, but only if:
  - (a) the person is a natural person –
    - (i) who is a financial member of the Society, or who has been approved as a member of the Society;
    - (ii) who is the Nominee of a Full Membership or Participant Membership of the Society;
    - (iii) is not (unless the Board has given its prior approval) a member of any other Council; and

- (iv) who is a duly appointed delegate of a Branch within the area served by the Council (which branches are specified in the Schedule to these Rules).
- (2) An application by a person for membership of the Council:
  - (a) must be made in writing (including by email or other electronic means, if the Committee determines); and
  - (b) must be lodged (including by electronic means, if the Committee so determines) with the Secretary.
- (3) As soon as practicable after receiving the application for membership, the Secretary must refer the application to the Committee, which is to determine whether to approve or reject the application.
- (4) As soon as possible after the Committee makes that determination the Secretary must:
  - (a) notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the Committee approved or rejected the application (whichever is applicable); and
  - (b) if the Committee approved the application, request the applicant to pay within a period of 28 days the sum payable by a member as entrance fee and annual subscription to the Council.
- (5) On payment of the amounts referred to in the preceding clause the Secretary must enter or cause to be entered the applicant's name in the register of members and upon the name being so entered, the applicant becomes a member of the Council.

## **5. Cessation of Membership**

A person ceases to be a member of the Council if the person:

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the Council or the Society; or
- (d) ceases to be a duly appointed delegate of a Branch within the area served by the Council; or
- (e) ceases to be a member of the Society for any reason.

The Secretary must record in the register the dates of cessation.

## **6. *Membership Entitlements Not Transferable***

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

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

## **7. *Resignation of Membership***

- (1) A member of the Council is not entitled to resign that membership except in accordance with this clause.
- (2) A member of the Council who has paid all amounts payable by the member to the Council in respect of the member's Council membership may resign from membership of the Council by first giving to the Secretary written notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member of the Council.
- (3) The Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (4) The Secretary must advise the Society in writing within 7 days that a member has resigned from the Council.

## **8. *Register of Members***

- (1) The Secretary of the Council must establish and maintain a register of members of the Council specifying the name and address of each person who is a member of the Council 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 Council and shall be open for inspection, free of charge, by any member of the Council at any reasonable hour. A copy of the register of members shall be provided to the Society.
- (3) A member of the Council may obtain a copy of any part of the register.
- (4) If a member of the Council requests that any information contained on the register about the member (other than the member's name) not be available for copying or inspection; that information must not be made available for copying or inspection.

- (5) A member of the Council must not use information about a person obtained from the register to contact or send material to the person other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Council or other material relating to the Council or Society; or
  - (b) any other purpose necessary to comply with a requirement of the Act or Regulation.

## **9. Fees and Subscriptions**

- (1) A member of the Council must pay to the Council a fee, as determined by the Committee.
- (2) Such fees as are due shall be payable within 28 days of notification being given to members.
- (3) The Committee may determine a fee to be nil.

## **10. Members Liabilities**

The liability of a member of the Council to contribute towards the payment of the debts and liabilities of the Council or the cost, charges and expenses of the winding up of the Council is limited to the amount, if any, unpaid by the member in respect of membership of the Council as required by these Rules.

## **11. Grievance and Disputes**

- (1) This clause applies to disputes between a member and another member (in their capacity as members) of the Council, or a dispute between a member or members and the Council.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) for a dispute between a member and another member, a person appointed by the Committee; or

- (ii) for a dispute between a member and the Committee, a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Council can be a mediator but must not be a party to the dispute.
- (6) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (7) The mediator must, in conducting the mediation, give the parties to the mediation process every opportunity to be heard, allow due consideration by all parties of any written statement submitted by any party, and ensure natural justice is accorded to the parties.
- (8) The mediator must not determine the dispute.
- (9) If the mediation does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **12. *Disciplining of Members***

- (1) A complaint may be made to the Committee by any person that a member of the Council:
  - (a) has refused or neglected to comply with a provision or provisions of these Rules; or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Council.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
  - (a) must cause notice of the complaint to be served on the member concerned;
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Committee may, by resolution, expel the member from the Council if, after considering the complaint and any submissions made in

connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the Committee expels or suspends a member from the Council, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member and the Society of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 13.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the member exercised the right of appeal, unless and until the Council confirms the resolution under these Rules, whichever is the later.

### **13. *Right of Appeal of Disciplined Member***

- (1) A member may appeal to the Council in general meeting against a resolution of the Committee under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Committee which is to convene a general meeting of the Council to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Council convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted;
  - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members of the Council present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by the members of the Council.

## **Part 3 - The Committee**

### **14. Powers of the Committee**

Subject to the Act, the Regulation and these Rules and to any resolution passed by the Council in general meeting, the Committee:

- (a) is to control and manage the affairs of the Council; and
- (b) may exercise all such functions as may be exercised by the Council other than those functions that are required by these Rules to be exercised by a general meeting of members of the Council; 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 Council.

### **15. Composition and Membership of Committee**

- (1) The Committee is to consist of:
  - (a) the office-bearers of the Council; and
  - (b) at least three (3) Ordinary Committee Members, each of whom is to be elected at the annual general meeting of the Council under clause 16.
- (2) The office-bearers of the Council shall be:
  - (a) the President;
  - (b) the Vice President;
  - (c) the Treasurer; and
  - (d) the Secretary.
- (3) A Committee member may only hold up to two offices (other than both the President and Vice President offices) if there are no other nominees as candidates for election to those offices.
- (4) 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.
- (5) There is no maximum number of consecutive terms for which a Committee member may hold office.

## **16. Election of Committee Members**

- (1) Nominations of candidates for election as office-bearers of the Council or as Ordinary Committee Members:
  - (a) must be made in writing, signed by 2 members of the Council and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) must be delivered to the Secretary of the Council 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 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 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 is to be held.
- (6) The ballot for the election of office-bearers and Ordinary Committee Members is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an Ordinary Committee Member of the Council must be a financial member of the Society and must be over 18 years of age.

## **17. Secretary**

- (1) The Secretary of the Council shall, as soon as practicable after being appointed as Secretary, lodge notice with the Council 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.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

#### **18. Treasurer**

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

#### **19. Casual Vacancies**

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 Council or of the Society;
- (c) becomes an insolvent under administration with the meaning of *Corporations Act 2001* of the Commonwealth;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under these Rules;
- (f) becomes mentally incapacitated person;
- (g) is absent without consent of the Committee from three consecutive meetings of the Committee;
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

**20. *Filling Casual Vacancies***

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Council to fill the vacancy and the member so appointed is to hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

**21. *Removal of Committee Members***

- (1) The Council in a general meeting may by resolution remove any member of the Committee from the office of member of the Committee 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) If a member of the Committee to whom a proposed resolution referred to in subclause (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 Council, the Secretary or the President may send a copy of the representations to each member of the Council or, if the representations 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.

**22. *Committee Meetings and Quorum***

- (1) Unless otherwise resolved by the Council in general meeting, the Committee shall meet at least three times 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 two members of the Committee.
- (3) 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 agreed upon by the members of the Committee) before the time appointed for the holding of the meetings.
- (4) Notice of a meeting given under subclause (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 3 members of the Committee constitutes 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 shall stand 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, the Vice President is to 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 is to preside.
- (9) Minutes of the Committee meetings must be presented at the next general meeting of the Council.

**23. *Delegation by Committee to Sub-Committee***

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Council as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the instrument other than:
  - (a) this power of delegation; and
  - (b) a function, which is 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 clause 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 the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, 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 clause 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 clause.

- (7) A sub-committee may meet and adjourn as it thinks proper.

#### **24. *Voting and Decisions***

- (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 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 there being a quorum, 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 or any member of the Committee or sub-committee.

### **Part 4 - General Meetings**

#### **25. *Annual General Meetings – holding of***

- (1) The Council must hold its first annual general meeting within 18 months after its incorporation under the Act.
- (2) The Council shall hold its annual general meetings:
  - (a) within 6 months after the close of the Council's financial year; or
  - (b) within such later time as may be prescribed under section 50 of the Act.

#### **26. *Annual General Meetings – calling of and business at***

- (1) The annual general meeting of the Council shall, subject to the Act and to clause 25, 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 is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Committee reports upon the activities of the Council during the last preceding financial year;
  - (c) to elect office-bearers of the Council and Ordinary Committee Members;
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act; and
  - (e) to fix general Council meeting dates for the following year.
- (3) An annual general meeting must be specified as such in the notice convening it.

**27. *Special General Meetings – calling of***

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Council.
- (2) The Committee must, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the Council.
- (3) A requisition of members for a special general meeting:
  - (a) must be in writing;
  - (b) must state the purpose or purposes of the meeting;
  - (c) must be signed by the members making the requisition;
  - (d) must be lodged with the Secretary; and
  - (e) 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 general 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 subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

- (6) For the purpose of subclause (3):
  - (a) a requisition may be in electronic form; and
  - (b) a signature may be transmitted, and a requisition may be lodged by electronic means.

## **28. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the Secretary shall, at least 14 days before the date fixed for holding of the general meeting, give notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (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 is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted at an annual general meeting under clause 26 (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 must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **29. Quorum for General Meetings**

- (1) No items 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:
  - (a) if convened on the requisition of members, is to be dissolved, and

- (b) in any other case, is to stand adjourned to the same day in the following week at the same 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 at least 3) shall constitute a quorum.

### **30. *Presiding Member***

- (1) The President or in the President's absence, the Vice President, is to preside as chairperson at each general meeting of the Council.
- (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.

### **31. *Adjournment***

- (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) If 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 Council 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 subclauses (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.

### **32. *Making of Decisions***

- (1) A question arising at a general meeting of the Council is to be determined by either:
  - (a) a show of hands; or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson 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 Council, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the presiding Committee member.

### **33. *Special Resolutions***

- (1) A resolution is passed by the Council as a special resolution:
  - (a) at a meeting of the Council of which notice has been given to the members no later than 21 days before the date on which the meeting is held; or
  - (b) in a postal or electronic ballot conducted by the Council;if it is supported by at least three-quarters of the votes cast by members of the Council who under these Rules are entitled to vote on the proposed resolution.
- (2) A notice referred to in subclause (1)(a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal or electronic ballot referred to in subclause (1)(b) must be conducted in accordance with the Regulations.

### **34. *Voting***

- (1) On any question arising at a general meeting of the Council, a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than five (5) proxy votes.
- (3) 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.
- (4) A member is not entitled to vote at any general meeting of the Council unless the member is a member of the Council and a financial member of the Society.
- (5) A member is not entitled to vote at any general meeting of the Council if the member is under 18 years of age.

### **35. *Proxy Votes***

- (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.
- (2) A member is not entitled to submit a proxy vote at any general meeting of the Council unless the member is a member of the Council and a financial member of the Society.
- (3) The notice appointing the proxy shall be in the approved form.

## **Part 5 - Miscellaneous**

### **36. *Insurance***

The Council may effect and maintain insurance.

### **37. *Funds - Source***

- (1) The funds of the Council shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Council in general meeting, such other sources as the committee determines.
- (2) All money received by the Council must be deposited as soon as practicable and without deduction to the credit of the Council's bank account.
- (3) The Council shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **38. *Funds – Management***

- (1) Subject to any resolution passed by the Council in general meeting, the funds of the Council shall be used in pursuance of the objects of the Council 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 of the Council, being members authorised to do so by the Committee.
- (3) The Council may use electronic banking facilities to conduct its business and if so shall determine, by resolution passed by the Council in general meeting, the security protocols controlling the use of such facilities.

**39. *Alteration of Objects and these Rules***

- (1) Subject to the Act, these Rules may be amended, repealed or added to
  - (a) with the prior consent in writing of the Society; and
  - (b) by a special resolution carried at a general meeting.
- (2) Any such amendment, repeal or addition is valid only if it is registered with the Commissioner as that term is defined in Section 30 of the Act.

**40. *Custody of Books***

Except as otherwise provided by these Rules or as otherwise determined by the Committee, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Council.

**41. *Inspection of Books***

- (1) The following documents must be open to inspection, free of charge, by a member of the Council at any reasonable hour:
  - (a) records, books and other financial documents of the Council;
  - (b) these Rules; and
  - (c) minutes of all Committee meetings and general meetings of the Council.
- (2) A member of the Council or authorised representative of the Society may make a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the Committee may refuse to permit a member of the Council to inspect or obtain a copy of records of the Council that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Council.

**42. *Service of Notices***

- (1) For the purpose of these Rules, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally; or
  - (b) by sending it pre-paid post to the address of the person; or

- (c) by sending it by facsimile transmission, email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
  - (c) in the case of a notice sent by facsimile transmission, email or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **43. *No Distribution of Profit or Income to Members***

- (1) The assets and income of the Council shall be applied exclusively to the promotion of its objects and no portion is to be paid or distributed directly or indirectly to members of the Council except as bona fide remuneration for services rendered (and only in circumstances where such remuneration has been approved in writing by the committee prior to the services being rendered) or expenses incurred on behalf of the Council.
- (2) Nothing in this clause prevents the Council from making honorarium payments of such amount reasonably determined by the Council in general meeting to a secretary or treasurer of the Council in recognition of services rendered.

#### **44. *Dissolution***

In the event of the Council being dissolved, or if its registration is cancelled for any reason, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Council to the Society to be held by the Society:

- (a) in trust for the Council for a period of five years, to be paid to the Council in the event that it reforms or re-registers;
- (b) otherwise, to be applied by the Society in furtherance of the objects of the Society, including the payment to any other Council of the Society which shall have rules prohibiting the distribution of its assets and income to members.

**45. Financial Year**

- (1) The financial year of the Council is each period of 12 months after the expiration of the previous financial year of the Council.
- (2) The financial year of the Council closes on 31<sup>st</sup> March in each year.