



## CONSTITUTION

# THE AUSTRALIAN LIONS DRUG AWARENESS FOUNDATION INCORPORATED



**Australian Lions Drug Awareness Foundation**

TRY HUGS NOT DRUGS

**Australia, Papua New Guinea, Norfolk Island**

## Contents

<b>PART A - PRELIMINARY .....</b>	<b>4</b>
1 NAME .....	4
2 BASIC OBJECTS OF THE ASSOCIATION.....	4
3 OBJECTS AND PURPOSES OF THE ASSOCIATION .....	4
4 DEFINITIONS.....	5
4A APPLICATION OF LEGISLATION ACT 2001 .....	6
<b>PART B - MEMBERSHIP .....</b>	<b>7</b>
5 MEMBERSHIP QUALIFICATIONS.....	7
6 MEMBERSHIP.....	7
7 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE.....	7
8 TERMINATION OF MEMBERSHIP.....	7
9 CATEGORIES OF MEMBERSHIP.....	8
10 MEMBERS' LIABILITIES.....	9
11 DISCIPLINING OF MEMBERS .....	9
12 RIGHT OF APPEAL OF DISCIPLINED MEMBER.....	9
<b>PART C - BOARD .....</b>	<b>11</b>
13 POWERS OF BOARD .....	11
14 CONSTITUTION AND DIRECTORSHIP.....	11
15 VOTING BY POST.....	12
16 SECRETARY.....	12
17 VACANCIES.....	13
18 REMOVAL OF BOARD DIRECTORS .....	13
19 BOARD MEETINGS AND QUORUM.....	13
20 DELEGATION BY BOARD TO SUB-COMMITTEE.....	14
21 VOTING AND DECISIONS .....	14
<b>PART D - GENERAL MEETINGS .....</b>	<b>15</b>
22 ANNUAL GENERAL MEETINGS—HOLDING OF MEETINGS .....	15
23 ANNUAL GENERAL MEETINGS—CALLING OF BUSINESS.....	15
24 GENERAL MEETINGS—CALLING A MEETING .....	15
25 NOTICE .....	16
26 GENERAL MEETINGS—PROCEDURE AND QUORUM.....	16
27 PRESIDING MEMBER.....	16
28 ADJOURNMENT.....	16
29 MAKING OF DECISIONS.....	17
30 VOTING.....	17
31 APPOINTMENT OF PROXIES.....	17
<b>PART E – MISCELLANEOUS .....</b>	<b>18</b>
32 FUNDS—SOURCE.....	18
33 FUNDS—MANAGEMENT .....	18
34 ALTERATION OF OBJECTS AND RULES.....	18

35	COMMON SEAL .....	18
36	CUSTODY OF BOOKS .....	18
37	INSPECTION OF BOOKS.....	18
38	SERVICE OF NOTICE .....	18
39	SURPLUS PROPERTY.....	19

## **Part A - Preliminary**

### **1 Name**

- 1.1 The name of the association is The Australian Lions Drug Awareness Foundation Incorporated (hereinafter called 'the association').
- 1.2 The association may also be referred to as ALDAF.

### **2 Basic Objects of the Association**

- 2.1 The basic objects of the association are:
- 2.2 promote awareness of alcohol and other drug abuse especially the factors predisposing it;
- 2.3 develop education and prevention activities, especially in local communities;
- 2.4 encourage and facilitate personal, social and community involvement in support of the objects;
- 2.5 participate in campaigns in line with the objects of the Foundation;
- 2.6 actively promote and support counselling and rehabilitation programmes.

### **3 Objects and Purposes of the Association**

- 3.1 In addition to the basic objects of the association, the objects and purposes of the association include:
  - a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the association;
  - b) the buying, selling and supply of, and dealing in, goods and services of all kinds;
  - c) the hire and employment of labour necessary for the carrying out of the objects and purposes of the association;
  - d) the construction, maintenance, and alteration of buildings, equipment, or works necessary or convenient for any of the objects or purposes of the association;
  - e) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the association;
  - f) the taking of such steps from time to time as the Board or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the association, whether by way of donations, subscriptions, or otherwise;
  - g) the printing and publishing of such newspapers, periodicals, books, leaflets or other documents as the Board or the members in general meeting may think desirable for the promotion of the objects and purposes of the association;
  - h) the borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting;
  - i) securing the repayment of money so raised or borrowed or the payment of a debt or liability of the association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the association;
  - j) subject to the provisions of the relevant Act, the investment of any moneys of the association not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
  - k) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which the relevant section of the Act of the Commonwealth relates;
  - l) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of the association and their dependents;
  - m) the granting of pensions, allowances, or other benefits to servants or past servants of the association and their dependents, and the making of payments towards insurance in relation

to any of these purposes;

- n) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the association;
- o) affiliation or association with other organisations or groups with similar basic objects; and
- p) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the association or of any of the objects and purposes specified in the foregoing provisions.

## 4 Definitions

### 4.1 In these rules:

Note: A definition applies except so far as the contrary intention appears (see Legislation Act 2001, s 155).

"Delegate" means that person appointed by a Constituent Member.

"Lions" means Lions Clubs of Multiple District 201 in good standing and the general membership of Lioness and Leo Clubs in the area.

"Lions Clubs International" means the International Association of Lions Clubs.

"Multiple District 201 Lions Clubs International" means the association bearing that name as constituted in accordance with the constitution of that association.

"Chairperson" means the Chairperson of the Foundation appointed in accordance with the Constitution.

"Committee" means a committee appointed by this Foundation.

"Constituent Members" means those Lions Clubs of MD 201 and the general membership of Lioness and Leos who have registered with the Foundation.

"the Constitution" means the constitution of the Foundation.

"Consultant" means a person appointed by the Foundation and recognised as authoritative in the field of drug and alcohol awareness.

"Board" means the body elected by the members who are responsible for the management of the Foundation.

"Director" means a person elected to be a member of the Board in accordance with the Constitution.

"the Foundation" means The Australian Lions Drug Awareness Foundation Incorporated.

"Secretary" means the Secretary of the Foundation appointed in accordance with the Constitution and may include an Assistant or Acting Secretary.

"the Office" means the Registered Office of the Foundation.

"Officer" means Chairman, Secretary and Directors duly elected.

"the Register" means the register of members of the Foundation.

"Year" means a fiscal year of the Foundation.

In this Constitution and any Policy Minutes made there under unless the context otherwise requires:

The singular shall include the plural and vice versa.

All references to clauses shall be references to clauses in this Constitution.

## **4A Application of Legislation Act 2001**

4A The Legislation Act 2001 applies to these rules in the same way as it would if they were an instrument made under the Act.

## **Part B - Membership**

### **5 Membership Qualifications**

- 5.1 A club is qualified to be a member if—
- a) the club is a club referred to in the Act, and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or
  - b) the person—
    - (i) has been nominated for membership in accordance with rule 6 (1); and
    - (ii) has been approved for membership of the association by the Board of the association.

### **6 Membership**

- 6.1 Applications for constituent membership shall be lodged in the manner determined by the Board. Application implies acceptance of the Constitution of the Foundation.
- 6.2 Applications for membership shall be determined by majority vote of the Board at its first meeting following receipt of the application.
- 6.3 If the application is accepted the applicant shall become a member of the Foundation in perpetuity and the name of the member entered in the Register.
- 6.4 Applicant Clubs are to be advised the result of the application within twenty eight (28) days of the Board's decision.
- 6.5 A member may withdraw membership at any time by notice in writing to the Secretary.

### **7 Membership Entitlements not Transferable**

- 7.1 A right, privilege or obligation which a member has by reason of being a member of the association—
- a) is not capable of being transferred or transmitted to another member; and
  - b) terminates on cessation of the member's membership.

### **8 Termination of Membership**

- 8.1 Membership of the Foundation may be terminated by a vote of three quarters majority of members present and voting at a meeting of the Foundation which a clear thirty (30) days notice in writing has been given to each member if, in the opinion of that meeting:
- 8.2 the objects or activities of that member are no longer acceptable to the Foundation
- 8.3 A member shall cease to be a member of the Foundation if:
- 8.4 a resignation in writing is received by the Secretary;
- 8.5 that member becomes bankrupt or dies;
- 8.6 in the case of a Lions, Lioness or Leo Club which has been disbanded;
- 8.7 If it is proposed to terminate the membership of a member, the member shall be provided with the details of the proposed resolution and the date time and place at which it is intended to consider such resolution.
- 8.8 A member whose membership is terminated pursuant to the provisions of this Constitution may, within 7 days after notice of the resolution is served on the member, appeal to the Foundation in general meeting against the resolution by lodging with the Secretary a notice to that effect.

- 8.9 On receipt of this notice, the Secretary shall convene a general meeting of the Foundation to be held within 30 days after the date of the notice convening, or as soon as possible after that date.
- 8.10 No business other than the question of the appeal shall be transacted.
- 8.11 The member whose termination is proposed shall be given the opportunity to make representations in relation to the appeal either orally or in writing.
- 8.12 The members present shall vote by secret ballot on the question of whether the decision to terminate membership shall be confirmed or revoked.
- 8.13 If the meeting passes a special resolution in favour of the confirmation of the decision to terminate membership, that resolution is confirmed.
- 8.14 A member may at any time prior to the meeting at which the resolution is to be considered, give notice to the Secretary of their resignation.

## **9 Categories of Membership**

### **9.1 Constituent Members**

Duly chartered Lions Clubs, within Multiple District 201 Lions Clubs International, and the general membership of Lioness and Leo Clubs in the area shall, on their application, be granted Constituent Membership of the Foundation in accordance with the provisions of this Constitution.

### **9.2 Life Members**

A person who, in the opinion of the Board, has rendered special service to the Foundation may by resolution of three quarters of those present and entitled to vote at any meeting of the Foundation be elected a Life Member of the Foundation.

The conferring of Life Membership shall not debar the person concerned from being elected an Officer of the Foundation.

### **9.3 Honorary Members**

Honorary Members shall be those Patrons, Vice-Patrons, or other persons as shall be invited to accept honorary membership of the Foundation.

The Foundation in General Meeting may appoint a Patron and Vice Patron or Vice Patrons. An appointment shall be effective on the appointee's acceptance of the Foundation's invitation.

9.4 The appointment of consultants, the process of review and period of tenure shall be determined by the board.

9.5 An appointment of a Patron or Vice Patron may be withdrawn by the Foundation in general meeting.

## 10 Members' Liabilities

- 10.1 The liability of a member 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 rule 10.

## 11 Disciplining of Members

- 11.1 Where the Board is of the opinion that a member (including a Board member)—
- a) has refused or neglected to comply with a provision of these rules; or
  - b) has wilfully acted in a manner prejudicial to the interests of the association;
- the Board may, by resolution—
- (i) expel the member from the association; or
  - (ii) suspend the member from such rights and privileges of membership of the association as the Board may determine for a specified period.
- 11.2 A resolution of the Board under sub rule (1) is of no effect unless the Board, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the member of a notice under sub rule (3), confirms the resolution in accordance with this rule.
- 11.3 Where the Board passes a resolution under sub rule (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 Board and the grounds on which it is based; and
  - b) stating that the member may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice; and
  - c) stating the date, place and time of that meeting; and
  - d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- 11.4 Subject to the Act, at a meeting of the Board mentioned in sub-rule (2), the Board shall —
- a) give to the member mentioned in sub-rule (1) an opportunity to make oral representations; and
  - b) give due consideration to any written representations submitted to the Board by that member at or prior to the meeting; and
  - c) by resolution determine whether to confirm or to revoke the resolution of the Board made under sub-rule (1).
- 11.5 Where the Board confirms a resolution under sub-rule (4), the secretary shall, within seven (7) days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 13.
- 11.6 A resolution confirmed by the Board under sub-rule (4) does not take effect—
- a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution in accordance with rule 13 (4).

## 12 Right of Appeal of Disciplined Member

- 12.1 A member may appeal to the association in general meeting against a resolution of the Board which is confirmed under rule 12 (4), within seven (7) days after notice of the resolution is

served on the member, by lodging with the secretary a notice to that effect.

- 12.2 On receipt of a notice under sub-rule (1), the Secretary shall notify the Board which shall convene a general meeting of the association to be held within twenty-one (21) days after the date on which the secretary received the notice or as soon as possible after that date.
- 12.3 Subject to the Act, at a general meeting of the association convened under sub-rule (2)—
- a) no business other than the question of the appeal shall be transacted; and
  - b) the Board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - c) the members present shall vote by secret ballot on the question of whether the resolution made under rule 12 (4) should be confirmed or revoked.
- 12.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 12 (4), that resolution is confirmed.

## Part C - Board

### 13 Powers of Board

13.1 The Board, subject to the Act, the regulations, 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 the association in general meeting; and has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the association.

### 14 Constitution and Directorship

14.1 The Board shall consist of—

- a) the office-bearers of the association;
- b) eight (8) ordinary Board Directors, one for each State and Territory based on Multiple District geographic boundaries.

14.2 The office-bearers of the association shall be—

- a) the Chairperson;
- b) the Deputy Chairperson (to be selected from the Board of Directors);
- c) the Secretary; and
- d) one Board Director (to be selected from the Board of Directors).

14.3 The appointment by the Board of Chairperson and Secretary shall be for a period of four (4) years. These Officers are then eligible to apply for re-appointment for a further four (4) year term or until otherwise determined by the Foundation. The Directors shall be elected at the Annual General Meeting by delegates. The period of the appointment shall be for four (4) years. Retiring Directors are eligible to stand for re-election.

14.4 In the event of a Board vacancy as determined by sub-rule 1(a) or 1(b), the Board may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the next annual general meeting following the date of the appointment.

14.5 Nominations of candidates for election as office-bearers of the association or as ordinary Board Directors—

- a) shall be made in writing, signed by two (2) members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- b) shall be delivered to the Secretary of the association not less than thirty (30) days before the date fixed for the annual general meeting at which the election is to take place.

14.6 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

14.7 If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be vacancies.

14.8 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.

14.9 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

14.10 The ballot for the election of ordinary Board Directors shall be conducted at the annual general meeting in such manner as the Board may direct.

14.11 A person is not eligible to hold simultaneously more than one (1) position on the Board.

## 15 VOTING BY POST

15.1 Voting by post from Constituent Members of the Foundation will only be permitted in respect of the election of Directors pursuant to Clause 16.

15.2 A vote by post by the completion of a ballot paper shall only be counted when received from a Constituent Member not represented by a delegate at the Annual General Meeting.

15.3 The secretary shall deliver a notice, not later than thirty (30) days prior to the Foundation's Annual General Meeting to Constituent Members within the appropriate Districts of candidates standing for election as directors for those Districts and inviting them to complete a ballot paper and to return such ballot paper not later than 7 days prior to the date of the Annual General Meeting.

15.4 For the purposes of conducting a vote for the election of a Director, the secretary shall deliver to Constituent Members as provided herein the following:-

- a) A ballot paper as the case requires
- b) An unmarked envelope
- c) An envelope addressed to the Returning Officer of the Foundation.

15.5 With the intent that the Constituent Member shall complete the ballot paper and places the same in the unmarked envelope and enclose such unmarked envelope in the outer envelope addressed to the Returning Officer aforesaid together with identification of the Club recording the vote.

15.6 In respect of the ballot paper it shall record the names of the nominated Lions members who are seeking election as a Director in such order as the Board may determine and with provision for preferential voting and with a direction on the ballot paper that preferences must be set out according to the number of candidates for election.

15.7 In the case where there is an election being conducted for appointment of a director for a State/Territory, a completed ballot paper received by post from a Constituent Member shall be treated as effective and given the same

15.8 Recognition as a ballot paper completed by a delegate on behalf of a Constituent Member at the Annual General meeting.

## 16 Secretary

16.1 The Secretary of the association shall, as soon as practicable after being appointed as Secretary, notify the association of his or her address.

16.2 The Secretary shall ensure that minutes are kept of—

- a) all elections and appointments of office-bearers and ordinary Board members; and
- b) the names of Directors of the Board present at a Board meeting or members present at a general meeting;
- c) all proceedings at Board meetings and general meetings;
- d) collect and receive all moneys due to the association and make all payments authorised by the association; and
- e) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

16.3 Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

## 17 Vacancies

- 17.1 For these rules, a vacancy in the office of a director of the Board occurs if the director—
- a) dies; or
  - b) ceases to be a member or an employee of the association; or
  - c) resigns the office; or
  - d) is removed from office under rule 18; or
  - e) becomes an insolvent under administration within the meaning of the Corporations Act; or
  - f) suffers from mental or physical incapacity; or
  - g) is disqualified from office under the Act; or
  - h) is absent without the consent of the Board from three consecutive meetings of the Board.

## 18 Removal of Board Directors

- 18.1 In addition to Rule 12 the association in general meeting may by resolution, subject to the Act, remove any Director of the Board from the office of Director of the Board before the expiration of the Director's term of office. Further to this clause a Board member maybe removed from the Board by the majority of the Board if it is felt that the Board member is not acting in the interests of the Foundation.

## 19 Board Meetings and Quorum

- 19.1 The Board shall meet at least two (2) times in each calendar year at such place and time as the Board may determine.
- 19.2 Additional meetings of the Board may be convened by any Director of the Board.
- 19.3 Oral or written notice of a meeting of the Board shall be given by the Secretary to each Director of the Board at least forty-eight (48) hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- 19.4 Notice of a meeting given under sub-rule (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 Directors of the Board present at the meeting unanimously agree to treat as urgent business.
- 19.5 Any six (6) Directors of the Board constitute a quorum for the transaction of the business of a meeting of the Board. A quorum can be formed with the use of electronic telecommunications.
- 19.6 No business shall be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 19.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- 19.8 At meetings of the Board—
- a) the Chair or, in the absence of the Chair, the Deputy Chair shall preside; or
  - b) if the Chair and the Deputy Chair are absent—one of the remaining Directors of the Board may be chosen by the Directors present to preside.

## 20 Delegation by Board to Sub-committee

- 20.1 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than—
- a) this power of delegation; and
  - b) a function which is a function imposed on the Board by the Act, by any other Territory law, or by resolution of the association in general meeting.
- 20.2 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.
- 20.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 20.4 Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- 20.5 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 Board.
- 20.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 20.7 A sub-committee may meet and adjourn as it thinks proper.

## 21 Voting and Decisions

- 21.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of Directors of the Board or sub-committee present at the meeting.
- 21.2 Each Director present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 21.3 Subject to rule 18 (5), the Board may act notwithstanding any vacancy on the Board.
- 21.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

## **Part D - General Meetings**

### **22 Annual General Meetings—Holding of Meetings**

- 22.1 With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of five (5) months after the expiration of each financial year of the association, convene an annual general meeting of its members
- 22.2 The association shall hold its first annual general meeting—
- a) within the period of eighteen (18) months after its incorporation under the Act; and
  - b) within the period of five (5) months after the expiration of the first financial year of the association.
- 22.3 Sub-rules (1) and (2) have effect subject to the powers of the registrar-general under the Act, in relation to extensions of time.

### **23 Annual General Meetings—Calling of Business**

- 23.1 The annual general meeting of the association shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.
- 23.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be—
- a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting; and
  - b) to receive from the Board reports on the activities of the association during the last preceding financial year; and
  - c) to elect members of the Board ; and
  - d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act; and
  - e) to appoint the auditor..
- 23.3 An annual general meeting shall be specified as such in the notice convening it in accordance with rule 27.
- 23.4 An annual general meeting shall be conducted in accordance with the provisions of this part.

### **24 General meetings—Calling a Meeting**

- 24.1 The Board may, whenever it thinks fit, convene a general meeting of the association.
- 24.2 The Board shall, on the requisition in writing of not less than ten (10) members of the total number of members, whichever is the greater, convene a general meeting of the association.
- 24.3 A requisition of members for a general meeting—
- a) shall state the purpose or purposes of the meeting; and
  - b) shall be signed by the members making the requisition; and
  - c) shall be lodged with the secretary; and
  - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 24.4 If the Board fails to convene a general meeting within one (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 general meeting to be held not later than three (3) months after that date.

- 24.5 A general meeting convened by a member or members referred to in sub-rule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

## 25 Notice

- 25.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. This advice can also be provided by electronic medium.
- 25.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-rule (1) specifying, in addition to the matter required under that sub-rule, the intention to propose the resolution as a special resolution.
- 25.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 25 (2).
- 25.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Administrative Director who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## 26 General Meetings—Procedure and Quorum

- 26.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 26.2 Ten (10) members of the membership, whichever is the greater, 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.
- 26.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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.
- 26.4 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 less than five (5) or 5%, whichever is the greater) shall constitute a quorum.

## 27 Presiding Member

- 27.1 The Chair, or in the absence of the Chair, the Deputy Chair shall preside at each general meeting of the association.
- 27.2 If the Chair and the Deputy Chair are absent from a general meeting, the members present shall elect one of their number to preside at the meeting.

## 28 Adjournment

- 28.1 The person presiding at 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.

- 28.2 There a general meeting is adjourned for fourteen (14) days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 28.3 Except as provided in sub-rules (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.

## **29 Making of Decisions**

- 29.1 A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding 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.
- 29.2 At a general meeting of the association, a poll may be demanded by the person presiding or by not less than three (3) members present in person at the meeting.
- 29.3 Where the poll is demanded at a general meeting, the poll shall be taken—
- a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **30 Voting**

- 30.1 Subject to sub-rule (3), on any question arising at a general meeting of the association a member has one vote only.
- 30.2 All votes shall be given personally.
- 30.3 In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.

## **31 Appointment of Proxies**

- 31.1 Proxies are not allowed.

## **Part E – Miscellaneous**

### **32 Funds—Source**

- 32.1 The funds of the association shall be derived from annual donations of member clubs, general donations and grant funding, subject to any resolution passed by the association in general meeting and subject to the Act, such other sources as the Board determines.
- 32.2 All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- 32.3 The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **33 Funds—Management**

- 33.1 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 Board determines.
- 33.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) office bearers of the Board.

### **34 Alteration of Objects and Rules**

- 34.1 Neither the objects of the association referred to in the Act, nor these rules shall be altered except in accordance with the Act.

### **35 Common Seal**

- 35.1 The common seal of the association shall be kept in the custody of the Secretary.
- 35.2 The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of two office bearers or authorised by the Board.

### **36 Custody of Books**

- 36.1 Subject to the Act, the regulations and these rules, the Secretary shall ensure safe custody of all records, books, and other documents relating to the association.

### **37 Inspection of Books**

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

### **38 Service of Notice**

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

## 39 Surplus Property

- 39.1 At the first general meeting of the association, the association may pass a special resolution nominating—
- a) another association for the Act; or
  - b) a fund, authority or institution for the Act; in which it is to vest its surplus property in the event of the dissolution or winding up of the association.
- 39.2 An association nominated under sub-rule (1) (a) must fulfil the requirements specified in the Act.