



# **RULES**

**Adopted November 1992**

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including approved changes to that date

# GEM & LAPIDARY COUNCIL OF NEW SOUTH WALES INCORPORATED

## RULES

### PART (1)

#### INTERPRETATION

1 In these Rules, except insofar as the context or subject matter otherwise indicates or requires:

“Member” means a Club, Society or Organisation being a group of persons in New South Wales or the Australian Capital Territory engaged in lapidary or allied crafts which has complied with Clause 9 of Part (4) of these Rules.

“Delegate” means a person who has complied with Clause 8(b) of Part (4) of these Rules.

“Executive” means a Committee constituted in accordance with the provisions of Part (5).

“General Meeting” means a General Meeting of Council other than the Annual General Meeting or Special General Meeting.

“Special Meeting” means a General Meeting of Council called for a special purpose.

“GEMBOREE” means the registered name used by the Australian Federation of Lapidary & Allied Crafts Association (“AFLACA”) to signify the Annual Gem & Mineral Show held at Easter each year in a different State and organised by the Council in that State.

“GEMKHANA” means the registered NSW name to signify a State Gem & Mineral Show and Lapidary Competition held at the October holiday weekend or as decided by Council.

“Secretary” means –

- (a) The person holding office under these Rules as Secretary of Council; or
- (b) Where no such persons holds that office, the Public Officer of Council.

“The Act” means the Associations Incorporation Act, 1984.

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

2 In these Rules –

(a) A reference to 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.

3 The provisions of the Interpretation Act, 1987, 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.

## PART (2)

### NAME OF ASSOCIATION

- 4 The name of the association is the “Gem & Lapidary Council of New South Wales Incorporated”, referred to in these Rules as the “Council”.

## PART (3)

### OBJECTS

- 5 The Objects of Council are:
- (a) Unite in one group clubs, societies, or organisations in New South Wales and the Australian Capital Territory interested in lapidary, gemstones, minerals, fossils and allied crafts.
  - (b) Promote and encourage “GEMBOREES”, “GEMKHANAS”, exhibitions, competitions and other combined activities.
  - (c) Represent Members in any matters affecting their interests.
  - (d) Assist in the formation and development of clubs, societies, and organisations in New South Wales and the Australian Capital Territory.
  - (e) Promote and liaise with all state, interstate, and kindred organisations.
- 6 In furtherance of the above objects Council shall:
- (a) Be non-party-political and non-sectarian.
  - (b) Place before Government Departments and other authorities the view of the council regarding any matters affecting the interests of members and to originate and promote improvements in the law and to support or oppose alterations therein as may be deemed expedient, and to effect improvements in administration and for the purposes aforesaid to petition Parliament, government departments, and other authorities and to take steps and proceedings as may be deemed expedient.
  - (c) Print, publish, sell, lend or distribute any books, journals, magazines, leaflets, or audio and visual material which Council may think desirable.
  - (d) Raise by subscriptions, donations, or in any other manner which may seem expedient, funds to provide for the promotion and furtherance of the foregoing objects of Council.
  - (e) Apply the income and property derived by Council solely towards the promotion of the objectives of Council and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of Council provided that nothing shall prevent the payment in good faith of remuneration to any officer or servant of Council or to any member of Council in return for any services actually rendered to Council or reasonable and proper rent for premises let by any member to Council and/or interest on monies loaned by a Member to Council.
  - (f) Purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which Council may think necessary or convenient for the promotion of its objects.

- (g) Sell, dispose of, or turn to account all or any of the assets of Council as may be thought expedient with a view to the promotion of its objects.
- (h) Undertake and execute any trusts which may be lawfully undertaken by Council and may be conducive to its objects.
- (i) Borrow or raise monies for the purposes of Council on such terms and on such securities as may be thought fit.
- (j) Invest the monies of Council not immediately required for its purposes in or upon such investments or securities as may be thought fit.

## **PART (4)**

### **COUNCIL**

#### **7 Council Membership**

The Council shall consist of Clubs, Societies or Organisations, which have been admitted as Members pursuant to Clause 9 of this Part.

#### **8 Operation of Council**

- (a) The Council will operate through Delegates appointed by Members who may appoint any number of Delegates to represent the Member but only one Delegate may vote on behalf of that Member.
- (b) Individual visiting persons associated with Members or invited persons present at Council meetings may express opinions on matters before Council meetings at the discretion of the chairperson, but may not vote upon motions.

#### **9 Membership/Delegate Qualifications**

- (a) A Club, Society or Organisation is qualified to be a member after having complied with Clause 10 in the Part
- (b) A person is qualified to be a Delegate to Council if that person is a natural person nominated by a member and approved by the Executive. Nominations of a person to be a Delegate shall be lodged in writing by a member with the Secretary, who shall enter the name and address of the nomination in the register of Members and Delegates and thereupon the nominee becomes a Delegate.
- (c) Members and Delegates are required to comply with these Rules.

#### **10 Nomination for Membership**

- (a) Application for membership of Council shall be lodged in writing by the applicant Club Society or Organisation with the Secretary.
- (b) As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Executive which shall determine whether to approve or to reject the application.

- (c) Where the Executive determines to approve an application for membership, the Secretary shall as soon as practicable after that determination, notify the applicant Club, Society or Organisation of that approval and request the applicant to pay within a period of twenty-eight (28) days after receipt of notification the amounts payable under these Rules by Members and to advise the secretary the name/s and address/es of persons nominated to become Delegates.
- (d) The Secretary shall, on payment by the applicant of the amount referred to in Clause (c) within the period referred to in that Clause, enter the applicant's name in the Register of Members and Delegates and, upon the name being so entered, the applicant becomes a Member.

## 11 **Cessation of Membership**

- (a) A Member ceased to be a Member if:
  - (1) Council expels the Member at a Special General Meeting; or
  - (2) Council does not receive the annual subscription of a Member within six (6) months of it becoming due.
- (b) A person ceases to be a Delegate if that person:
  - (1) Dies;
  - (2) The Member which nominated that Delegate ceases to be a Member;
  - (3) Resigns as Delegate;
  - (4) Has his/her appointment withdrawn by the Member which nominated that person;
  - (5) Is expelled by Council;
  - (6) Does not attend a General Meeting without permission of the Executive, for a period of six (6) months.

## 12 **Membership Entitlements not Transferable**

A right, privilege, or obligation which a Member has by reason of being a Member –

- (a) is not capable of being transferred or transmitted to any other Club, Society or Organisation; and
- (b) terminates upon cessation of that Member's membership.

## 13 **Resignation of Membership**

- (a) A member is not entitled to resign that membership except in accordance with this Clause.
- (b) A member which has paid all amounts payable to the Council in respect of its membership, may resign from Council by first giving notice (being not less than one (1) month, or not less than such other period as the Executive may determine) in writing to the Secretary of the Member's intention to resign and, upon the expiration of the period of notice, the membership ceases.
- (c) When a Member of Council ceases to be a Member pursuant to Clause (b), and in every other case where a membership ceases, the Secretary shall make an appropriate entry in the Register of Members and Delegates, recording the date on which the membership ceased.

- (d) When a Delegate's appointment has been withdrawn, or the Delegate wishes to resign, the Member or the Delegate should tender the resignation in writing to the Secretary.

14 **Register of Members and Delegates**

- (a) The public Officer shall establish and arrange for the maintenance of a Register of Members and Delegates specifying the name and address of each Member and each Delegate together with the date on which the Member was approved by the Executive or the Delegate was so approved.
- (b) The Register of Members and Delegates shall be available for inspection at the principal place of administration of Council and shall be open for inspection, free of charge, by any Delegate.

15 **Fees, Subscriptions, etc**

- (a) A Member shall, upon admission to membership, pay to the Council an entrance fee as determined at the Annual General Meeting.
- (b) In addition to any amount payable by the Member under Clause (a), a Member shall pay to Council an annual membership fee as is determined at the Annual General Meeting.
- (c) Delegates at the Annual General Meeting shall determine the fees which will be due and payable before the January in the following year.
- (d) Membership year shall be December to 30 November each year. Where a Member joins on or after September in any calendar year, their Membership remains current until the November in the following year.

16 **Members' Liabilities**

The liability of a Member to contribute towards the payment of the debts and liabilities of Council is limited, or the costs charges and expenses of winding up Council is limited, to the amount (if any) unpaid by the Member in respect of membership of Council as required by Clause 15 of this Part.

17 **Disciplining of Members and/or Delegates**

- (a) Where the executive is of the opinion that a Member and/or Delegate –
  - (1) Has persistently refused or neglected to comply with a provision or provisions of these Rules; or
  - (2) Has persistently and wilfully acted in a manner prejudicial to the interests of Council;

Executive may by resolution –

- (3) Expel the member and/or Delegate from Council, or
- (4) Suspend the Member and/or Delegate from membership of council for a specified period.

- (b) A resolution of the Executive under paragraph (a) is of no effect unless Council at a Special General Meeting held not earlier than 30 days and not later than 60 days after service on the Member and/or Delegate of a notice under paragraph (c), confirms the resolution in accordance with this Rule.
- (c) Where the Executive passes a resolution under (a), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member and/or Delegate.
  - (1) Setting out the resolution of the Executive and the grounds on which it is based;
  - (2) Stating that a meeting is to be held not earlier than 30 days and not later than 60 days after service of the notice;
  - (3) Stating the date, place and time of that meeting; and
  - (4) Informing the Member and/or Delegate that the Member and or Delegate may do any of the following:
    - (A) Attend and speak at that meeting;
    - (B) Arrange fore representatives to speak at that meeting;
    - (C) Submit to the Executive at or prior to the date of that meeting written representations relating to the resolution.
  - (5) At the Special General Meeting of the Council held as referred to in paragraph (c) (2) above
    - (A) No business other than that of the Executive resolution shall be transacted;
    - (B) The Member and/or Delegate will be given an opportunity to make oral representations;
    - (C) Due consideration will be given to any written representations submitted to the Executive by the Member and/or Delegate at or prior to the meeting; and
    - (D) The meeting must determine whether to confirm or to revoke the resolution;
    - (E) The Delegates present shall vote by secret ballot.
  - (6) Where the Council confirms a resolution under paragraph (5), the Secretary shall within seven (7) days after that confirmation, by notice in writing inform the Member and/or Delegate of the fact.
  - (7) A resolution confirmed by the Council under paragraph (5) takes effect immediately.

## **PART (5)**

### **EXECUTIVE**

#### **18 Powers**

The Executive shall subject to the Act, the Regulation, these rules and any resolution passed by Council shall –

- (a) Manage the affairs of Council.
- (b) Exercise all such functions as may be exercised by Council other than those functions that are required by these Rules to be exercised by a General Meeting of Council.
- (c) Have power to perform all such acts and do all such things as appear to the Executive to be necessary or desirable for the proper management of the affairs of Council.

#### **19 Membership**

- (a) The Executive shall consist of –
  - (1) The office-bearers of Council; and
  - (2) Five (5) Delegates;  
Each of whom shall be elected at the Annual General Meeting of Council pursuant to Clause 20 of this Part.
- (b) The office-bearers of Council shall be –
  - (1) President,
  - (2) Two Vice-Presidents
  - (3) Secretary
  - (4) Minute Secretary
  - (5) Treasurer
  - (6) Assistant Minute Secretary
  - (7) Assistant Treasurer
- (c) Each member of the Executive 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.
- (d) In the event of a casual vacancy occurring in the membership of the Executive, the Executive may appoint a Delegate to fill the vacancy and the Delegate so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

#### **20 Election**

- (a) Nominations of Delegates for election as office-bearers or members of the Executive –
  - (1) Shall be made in writing signed by two (2) other Delegates of Council and accompanied by written consent of the nominee (which may be endorsed on the form of nomination); and
  - (2) Shall be delivered to the Secretary not less than seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

- (b) The ballot for the election of office-bearers and members of the Executive shall be conducted at the Annual General Meeting in such usual and proper manner as the Executive may direct.
- (c) If the number of nominations received exceeds the number of positions to be filled, a secret ballot shall be held. In the event of tied vote a draw shall be made.
- (d) A Returning Officer and one scrutineer will be selected if a secret ballot is required.
- (e) If the number of nominations received is equal to the number of positions to be filled, the Delegates nominated shall be deemed to be elected.
- (f) If insufficient nominations are received to fill all positions on the Executive, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (g) If insufficient further nominations are received, any vacant positions remaining on the Executive shall be deemed to be casual vacancies to which appointment/s may be made by the Executive.
- (h) A nomination of a Delegate for election under this Clause lapses if that Delegate is elected to another office at the Annual General Meeting to which that nomination relates and a Delegate shall not be elected or appointed to hold more than one position on Executive simultaneously.

21 **Duties of President, Vice Presidents (2), Secretary, Minute Secretary, Treasurer, Assistant Minute Secretary, Assistant Treasurer**

- (a) It is the duty of the President to –
  - (1) Preside at all Council and Executive meetings on a regular basis;
  - (2) Be responsible for the preparation of the agenda;
  - (3) Be ex-officio member of all Sub-Committees;
  - (4) Perform such other duties as may be required or requested by the Executive.
- (b) It is the duty of a Vice-President to –
  - (1) Preside at meetings in the absence of, or at the request of, the President;
  - (2) Liaise with all Delegates on a regular basis.
- (c) It is the duty of the Secretary to –
  - (1) Collect the mail from the Post Office box, deal with all correspondence inwards by numbering, recording the same in the Mail Register, filing, copying and distributing as soon as possible to respective officers or Sub-Committee for action.
  - (2) Deal with all correspondence inwards and despatch outwards correspondence as requested;
  - (3) Notify AFLACA as soon as practicable after election the names and addresses of the office-bearers and other members of the Executive;
  - (4) Maintain an updated set of Rules;

- (5) Send notification to all Members of impending Annual General Meeting and nominations forms for office-bearers;
  - (6) Forward the General Meeting minutes to all Members and attending Delegates not later than twenty-one (21) days after such Meeting and Executive minutes to all office-bearers.
- (d) It is the duty of the Minute Secretary to keep minutes of –
- (1) All appointments of office-bearers and members of the Executive;
  - (2) The names of office-bearers and Delegates present at all meetings;
  - (3) All proceedings at Executive Meetings and General Meetings;
  - (4) Forward such minutes to the Secretary within seven (7) days for despatch.
  - (5) The Assistant Minute Secretary will carry out the above duties in the absence of the Minute Secretary.
- (e) Minutes of the proceedings at a meeting shall be signed by the chairperson at the next succeeding meeting.
- (f) It is the duty of the Treasurer of Council to ensure that –
- (1) All moneys due to council are received and deposited in a bank account in the name of the Council and all payments authorised by Council are made;
  - (2) Correct books and accounts are kept showing the financial affairs of Council including full details of all receipts and expenditure connected with the activities of Council;
  - (3) Financial statements are prepared for submission to each General Meeting and Annual General Meeting and to the Department of Consumer Affairs;
  - (4) An Annual Notice is sent immediately after the Annual General Meeting to Members, requesting payment of annual subscriptions.
- (g) It is the duty of the Assistant Treasurer to carry out all the duties of the Treasurer in the event of the Treasurer's absence or inability to serve in that office, and to perform all other duties as may be prescribed by the Treasurer or the Executive.

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**Public Officer**

- (a) The Public Officer shall be appointed at the Annual General Meeting and may be an office-bearer, member of the Executive, or any other Delegate.
- (b) The Executive or Council in General Meeting, may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is eighteen (18) years of age or older and is a resident of New South Wales.
- (c) The Public Officer shall be deemed to have vacated the position in the following circumstances:
  - (1) Death;
  - (2) Resignation;
  - (3) Removal by the Executive or at a General Meeting;
  - (4) Bankruptcy or financial insolvency;
  - (5) Mental illness in the terms of paragraph 23(a)(6).

- (d) When a vacancy occurs in the position of Public Officer the Secretary shall within fourteen (14) days notify the Department of Consumer Affairs by the prescribed form and the Executive Committee or Council in General Meeting shall appoint a new Public Officer.
- (e) The Public Officer is required to notify the Department of Consumer Affairs by the prescribed form in the following circumstances:
  - (1) Appointment (within fourteen [14] days);
  - (2) A change of residential address (within fourteen [14] days);
  - (3) A change in the Council's Rules (within one [1] month);
  - (4) A change in the membership or address of any of the Executive (within fourteen [14] days);
  - (5) A change in the Council's name (within one [1] month);
  - (6) Lodgement of Annual Statement (within one [1] month after date of Annual General Meeting).

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### **Casual Vacancy**

- (a) For the purposes of this paragraph, a casual vacancy in the office of a member of the Executive occurs if the member –
  - (1) Dies;
  - (2) Ceases to be a Delegate;
  - (3) Becomes an insolvent under administration within the meaning of the Corporations Law;
  - (4) Resigns office by notice in writing given to the Secretary;
  - (5) Is removed from officer under Rule 24 of this Part;
  - (6) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - (7) Is absent without the consent of the Executive from three (3) consecutive Executive meetings.

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### **Removal of Member of the Executive**

- (a) The Council in General Meeting may by resolution remove any member of the Executive before the expiration of the member's term of office and may by resolution appoint another person to hold office until the next Annual General Meeting.
- (b) Where a member of the Executive to whom a proposed resolution referred to in Cause (a) relates, makes representations in writing to the Secretary or President and requests that the representations be notified to the Members, the Secretary or the President may send a copy of the representations to each Member or, if they are not so sent, the member of the Executive is entitled to have the representations read out at the meeting at which the resolution is considered.

## 25 Meetings and Quorums

- (a) The Executive shall meet at the discretion of the chairperson whenever necessary at such time and place to be determined.
- (b) Additional meetings of the Executive may be convened at the request of the President or any three (3) members of the Executive.
- (c) Oral or written notice of a meeting of the Executive shall be given by the Secretary to each member of the Executive at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by members of the Executive) before the time appointed for the holding of the meeting.
- (d) Any five (5) members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- (e) No business shall be transacted by the Executive unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to a place and time to be determined by those present.
- (f) If at any adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (g) At a meeting of the Executive –
  - (1) The President or, in the President's absence, a Vice-President shall preside; or
  - (2) If the President and the Vice-Presidents are absent or unwilling to act one of the remaining members of the Executive may be chosen to preside.

## 26 Appointment of Sub-Committees

- (a) Sub-Committees of Council shall include:
  - (1) Judging & Rules
  - (2) GEMKHANA
  - (3) GEMBOREE
  - (4) Education
  - (5) Regionaland any other Committee as may be considered necessary, from time to time.
- (b) The Executive may, by instrument in writing, delegate to one or more sub-committees (consisting of such Delegates or other persons as the Executive thinks fit) the exercise of such of the functions of the Executive as are specified in the instrument.
- (c) The Executive shall approve the appointment of the chairperson of each sub-committee;
- (d) Sub-Committees will operate within the Rules;
- (e) Sub-Committees will be required to report as and when required.

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### **Voting**

- (a) Questions arising at a meeting of the Executive or of any sub-committee appointed by the Executive shall be determined by a majority of the votes of those present at the meeting.
- (b) Each member present at a meeting of the Executive, or any sub-committee member, 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.
- (c) Subject to Clause 25 of this Part, the Executive may act notwithstanding any vacancy of the Executive.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive or by a sub-committee appointed by the Executive, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any person on the Executive or sub-committee.

## **Part (6)**

### **GENERAL MEETINGS**

28

#### **Annual General Meetings**

- (a) Council shall convene an Annual General Meeting in November of each year on such date, place and time as the Executive thinks fit subject to any extension or permission granted under the Act.
- (b) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be –
  - (1) To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - (2) To receive from the Executive reports upon the activities of Council during the last preceding financial year;
  - (3) To elect Office-bearers of Council and five (5) other Delegates to the Executive; and
  - (4) To receive and consider the financial statements which are required to be submitted pursuant to Section 26(6) of the Act.
  - (5) To determine entrance fees and annual membership fees to apply from the following January.

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#### **General Meetings**

- (a) The General Meeting shall be held at such time and place as the Executive thinks fit.
- (b) The business of a General Meeting shall be –
  - (1) Confirm the minutes of the last preceding General Meeting;
  - (2) To receive correspondence and reports;
  - (3) To deal with matters of general business
- (c) Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of Council the Secretary shall, at least sixty (60) days before the date for the holding of the General Meeting, cause notice to be sent by pre-paid post to each Delegate at the Delegate's address appearing in the Register of Members and Delegates, specifying the place, date and time of the meeting, and the intention to propose the resolution as a special resolution.

30 **Special General Meeting**

- (a) The Executive may, whenever it thinks fit, convene a Special General Meeting of Council.
- (b) The Executive shall, on the requisition in writing of not less than ten per cent (10%) of the total number of Members, convene a Special General Meeting of Council.
- (c) A requisition of Members for a Special Meeting –
  - (1) Shall state the purpose of the meeting;
  - (2) Shall be signed on behalf of the Members making the requisitions;
  - (3) Shall be lodged with the Secretary; and
  - (4) May consist of documents in a similar form, each signed by and on behalf of one or more of the Members making the requisition;
  - (5) If the Executive fails to convene a special General Meeting to be held within three (3) months after the date of which a requisition of Members for the meeting is lodged with the Secretary, any one or more the Members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date;
  - (6) A Special General Meeting convened by Members as referred to in paragraph (4) shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Executive and any Member who thereby incurs expense is entitled to be reimbursed by Council for any expense so incurred.

31 **Notice of Special General Meeting**

- (a) The Secretary shall, at least sixty (60) days before the date fixed for the holding of the Special General Meeting, cause to be sent by pre-paid post to each Delegate at the Delegate's address appearing in the Register of Members and Delegates, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) No business other than that specified in the notice convening a Special General Meeting shall be transacted at the meeting.

32 **Procedure at General Meetings and Special General Meetings**

- (a) No item of business shall be transacted at a General Meeting or Special General Meeting unless a quorum of Delegates entitled under these Rules to vote is present during the time the meeting is considering that item.
- (b) Seven Delegates present in person (being Delegates entitled under these Rules to vote at a meeting) constitute a quorum for the transaction of the business of a meeting.

- (c) If within an hour after the appointed time for the commencement of a meeting a quorum is not present, the meeting if convened upon a requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Delegates is given before the day to which the meeting is adjourned) at the same place.
- (d) 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 Delegates present (being not less than five [5] in number), shall constitute a quorum.

33      **Presiding Officer at Meetings**

- (a) The President, or in the President's absence, a Vice-President, shall preside as chairperson at each meeting of Council
- (b) If the President and the Vice-Presidents are absent from a meeting or unwilling to act, the Executive members present shall elect one of their number to preside as chairperson at the meeting.

34      **Adjournment of Meetings**

- (a) The chairperson of a meeting at which a quorum is present may, with the consent of the majority of the Delegates 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.
- (b) Where the meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Delegate to Council stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in clauses (a) and (b), notice of an adjournment of a meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35      **Making of Decisions at Meetings**

- (a) A question arising at a meeting of Council shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of Council, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a meeting of Council, a poll may be demanded by the chairperson or by not less than three (3) Delegates present in person or by proxy at the meeting.

(c) Where a poll is demanded at a meeting, the poll shall be taken –

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

36      **Special Resolution at General Meeting or Special General Meeting**

A resolution of Council is a special resolution if –

- (1) It is passed by a majority which comprises not less than three-quarters of such Delegates of Council as, being entitled under these Rules so to do, vote in person or by proxy at a meeting of which not less than sixty (60) days notice specifying the intention to propose the resolution as a special resolution was give in accordance with these Rules; or
- (2) Where it is made to appear to the Department of Consumer Affairs that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (1), the resolution is passed in a manner specified by the Department.

37      **Voting at Meetings**

- (a) Upon any question arising at a meeting of Council a Delegate has one vote only.
- (b) All votes shall be given personally or by proxy but no Delegate may hold more than two proxies.
- (c) In the case of an equality of votes on a question at a meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A Delegate or proxy is not entitled to vote at any meeting of Council unless all money due and payable to Council has been paid, by the Member, represented by the Delegate, other than the amount of the annual subscription payable in respect of the then current year.

38      **Appointment of Proxies**

- (a) Each Delegate shall be entitled to appoint another delegate as proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy shall be in the form set out in Appendix 1 of these Rules.

## **PART (7)**

### 39 **Insurance**

- (a) The Council shall effect and maintain insurance pursuant to Section 44 of the Act.
- (b) In addition to the insurance required under paragraph (a) the Council may effect and maintain other insurance.

### 40 **Funds – Source**

- (a) The funds of Council shall be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by Council in General meeting, such other sources as the Executive determines.
- (b) All money received by Council shall be deposited as soon as practicable and without deduction to the credit of the Council's bank accounts.
- (c) The Council shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### 41 **Funds Management**

- (a) Subject to any resolution passed by Council in General meeting, the funds of Council shall be used in pursuance of the objects of Council in such manner as the Executive determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two persons of the Executive authorised to do so.
- (c) The Executive may not incur expenditure in excess of \$500 between meetings, without prior approval of Council.

### 42 **Alteration of Objects and Rules**

The statement of objects and these Rules may not be altered, rescinded, or added to only by a special resolution of Council

### 43 **Common Seal**

- (a) The common seal of the Council shall be kept in the custody of the Public Officer.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Executive.

44 **Custody of Books, etc**

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

45 **Inspection of Books, etc**

The records, books, and other documents of Council shall be open to inspection, free of charge, by a Delegate at any reasonable hour.

46 **Service of Notices**

- (a) For the purpose of these Rules a notice may be served by or on behalf of Council upon any member or Delegate either personally or by sending it by post to the address shown in the Register of Members and Delegates.
- (b) Where a document is sent to a Member or Delegate by properly addressing, prepaying and posting a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served at the time at which the letter would have been delivered in the ordinary course of post.

47 **Surplus Property**

- (a) Council is required to pass a special resolution nominating an incorporated association or associations as the association/s in which it is to vest its surplus property pursuant to Section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of Council.
- (b) The incorporated association/s so nominated is/are required to fulfil the conditions specified in section 53(2)(a)-(c) of the Act.

48 **Payment, etc of Office Bearers and Members of the Executive**

A person representing a Member of Council shall not be appointed to any salaried office of Council by fees, and no remuneration or other benefit in money or money's worth shall be given by Council to any Member except -

- (1) Repayment of expenses, including travel when requested and approved by Council. Travel expenses rates to be determined from time to time by Council;
- (2) Interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Council's bankers for money lent to Council; and
- (3) Reasonable and proper rent for premises let to Council.

49 **Life Councillors**

- (a) Any person may be appointed a Life Councillor in recognition of particularly meritorious service. Nominations to be submitted by a Member in writing, seconded or endorsed by another Member, and received by the Secretary no later than three (3) months prior to the Annual General Meeting when the nomination/s must be carried by a majority vote. No more than two (2) Life Councillors shall be created in any one year and never more than three (3) in two consecutive years.
- (b) A Life Councillor may attend all General Meetings as an observer only, but does not have voting rights unless he or she is also a Delegate. A Life Councillor will be entitled to a Life Councillor's badge, and such other emblem as may be decided from time to time by Council.

50 **Regional Sub-Committees**

The Council may appoint Regional Sub-Committees formed of members outside the Sydney metropolitan area. These Sub-Committees may exercise only such powers and functions as are delegated to them by Council and/or the Executive and in particular –

- (1) May assist in promoting the objects of Council as defined in the Rules by means of exhibitions, field meetings, and other activities in their area.
- (2) May not undertake any expenditure or commitment on behalf of the Council without prior approval of the Council.
- (3) May raise funds for a specific purpose within their own area and expend such funds for that purpose provided prior written notice is give to Council. Otherwise, all funds received by Regional Sub-Committees shall be deemed to be funds of Council.
- (4) Must hold regular meetings at not less than three (3) monthly intervals.
- (5) A Regional Sub-Committee may consist of up to three (3) delegates from each Member within a region designated by Council, from whom will be elected a Chairperson and a Minute Secretary who shall keep a true and accurate record of all meetings. Within fourteen (14) days of each meeting a copy of the minutes shall be forwarded to each Member with the Regional Sub-Committee and to the Secretary of Council.

51 **Auditor**

The Delegates at the Annual General Meeting shall appoint an Auditor to audit the financial affairs of the Council and the financial statements required under these Rules to be presented at the Annual General Meeting.

