



**Safe EMF Education Network Incorporated (SEEN Inc.)**

**The Association Rules (Constitution)**

**Effective 27-Feb-2020**

*Version 1.1*

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## 1. Name of Incorporated Association

The name of the incorporated association is Safe EMF Education Network Inc. Abbreviated in internal documents as "SEEN Inc", referred to herein as "the association".

## 2. Definitions List

Commonly used terms or phrases used in these rules include -

**“Advisory group”** means a working group consisting of members, and include subject matter experts, set up to support the association’s objects and campaign activities. Shall always include a member of the Committee.

**“ASIC Registration”** means upgrading the association from a State to a Federal Corporation

**“Committee”** means a group of natural persons who are members tasked to manage the association or manage any sub-tasks or sub-objectives for the association.

**“Managing Committee”** means a sub-committee of three members, whose joint role is to run association business and manage affairs. The three joint members shall always have equal power to vote or make decisions.

**“days”** shall refer to calendar days. And **“month”** shall mean a calendar month.

**“EMF/EMR/NIR”** means ElectroMagnetic Frequency or Field / ElectroMagnetic Radiation / Non-Ionizing Radiation.

**“Friends of the association”** means non-members or groups who share or sympathize with association objects and purposes, and who endorse, assist or collaborate with the association.

**"General meeting"** means a general meeting of members and Committee of the association convened in accordance with these rules.

**“Ordinary member”** means any internally registered paid or unpaid person. Any ordinary member of the association can formally benefit, assist, volunteer or support the objects of the association.

**“Office-holder”** is a prescribed official position under state or federal legislation, insofar as the State of South Australia Incorporated Association is concerned, only refers to a single Public Officer. If the Association eventually becomes a federal ASIC-Registered Corporation, only THEN will Company Directors and Company Secretary office-holder roles be activated.

**“Subscriber”** is a person who seeks regular contact with the association. Not necessarily (but may include) a member. E.g. Subscribers may receive regular online newsletters.

**“the State Act”** means the Associations Incorporation Act 1985 (S.A) and amendments.

**“the Federal Act”** means the Corporations Act 2001 (Australia) and amendments.

**“Special resolution”** means a special resolution defined in the Act.

## 3. Objects and/or purposes of the association

3.1 The objects of the Association are:

- a. To operate as a Not-For-Profit (NFP) organisation where any proceeds are fed back into day-to-day operations.
- b. To encourage the growth of membership by publicizing and seeking broad support for the association’s various goals/ aims.

- c. To raise, and promote public awareness of the features, effects, uses, and applications of EMF technologies and related public issues as determined by the Committee.
- d. To provide support to members by -
  - i improving members' competencies and knowledge,
  - ii training them on EMF-related issues so they may educate non-members, the public at large, and policy-makers,
  - iii developing networking techniques, and advocacy skills.
- e. To develop tools, literature, databases and resources to assist members, non-members, the public, policy-makers, and the professions.
- f. To improve safety and health in the home, workplace, schools, and public spaces by offering practical solutions where possible.
- g. To advocate for the review and update of current human and environmental safety limits for exposure to electromagnetic radiation as prescribed by ARPANSA and other government instrumentalities. And thereby ensure that public safety is regulated in accordance with the Legal Precautionary Principle.
- h. To promote objective and quality peer-reviewed scientific and medical research into EMF-related issues.
- i. To contribute towards reform and governance of the telecoms industry overall, so that consumers can access safe quality products, services, and communications technology.
- j. To collaborate with Government entities, instrumentalities, communities, and like-minded groups so as to mitigate public and environment risk. To ensure that legal duties of care are upheld and maintain standards for public health, safety and environment.
- k. To protect personal property, human and civil rights at all tiers of government from local to international.
- l. To research the emerging reliance on SMART devices / communications technology by society and industry, and its impact on future global sustainability.

For such further purposes as shall become manifest over time, and which shall be added or subtracted from these Constitution Rules by resolution of members

#### **4. Powers of the association**

The powers of the association are subject to the Act and these rules.

The association shall have all the powers conferred by section 25 of the Act.

## 5. Membership

### 5.1 General

- a. A person is eligible to be an ordinary member of the association if:
  - i. the person agrees to be bound by its rules in writing, and
  - ii. the person who formally benefits, assists, volunteers or supports the objects of the association, and
- b. Any person who applies for membership of the association --
  - i. shall apply for membership in writing (or via electronic means),
  - ii. shall, (if the Committee so decides) be required to pay any prescribed fee at the time of applying as a member,
  - iii. may receive status and benefits of ordinary membership pending ratification,
  - iv. shall be proposed by one member and seconded by another member,
  - v. may receive ratification of membership at regular Association Meetings through a bulk ratification motion/process.
  - vi. Having fulfilled (i) to (v) above, shall thereupon attain ordinary membership of the association (subject to any subsequent revocation).
- c. Any member may have their application revoked or rescinded by a majority of the Committee and/or the managing Committee (at its full discretion).
- d. Ordinary Membership to the Association shall be a pre-cursor to becoming a Committee member, managing Committee member, internal job/role-holder, public-officer, company director and/or company secretary.
- e. A person who is a bare Subscriber, shall be registered by the association or otherwise recorded digitally as 'someone who seeks regular contact with the association', but they do not receive the benefits of ordinary membership, as a free or paid member. Subscribers may.
  - i. at minimum receive an association electronic newsletter from time to time.
  - ii. also choose to become a free or paid ordinary member.

### 5.2 Fees and Subscriptions

The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the Committee determines.

The fees and subscription of the association:

- a. A new member of the association must, on admission to membership, pay to the association an entrance fee of \$ZERO or, some other amount as determined by the

Committee from time to time in a resolution from a general meeting.

- b. The subscription fees for membership shall be such sum (if any) as the members shall determine from time to time in a resolution from a general meeting.
- c. The fees and subscriptions may to be reviewed by agreement of the Committee members at any General Meeting or Annual General Meeting and publicized to the membership as appropriate.
- d. The membership fees shall (if resolved to be payable) be paid annually on 1 July or at a time that the Committee determines.
- e. Any member whose membership fee is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

### 5.3 Resignations

A member may resign from membership of the association by giving written notice to the secretary or public officer of the association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

The service of any written resignation may be either by --

- a. hard-copy registered post for certainty, and/or
- b. it shall also be sufficient service if an email tendering the member's resignation, sent by the resigning member, to the recognized email address of the chairperson, and such resignation shall become effective upon that resigning member receiving a written email receipt from the chairperson acknowledging the resignation through the use of the words "Your Resignation is hereby accepted".

### 5.4 Expulsion of a member

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined.
- c. The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the Committee has communicated its determination to the member.
- d. It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the Committee has been communicated to the member.
- e. In the event of an appeal under 5.4d above, the appellant's membership of the

association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld. If the nature of the offending misconduct is deemed to be detrimental on the basis of urgency, or of a criminal nature, or in the nature of a gross or grievous breach of human rights, or is an offence of dishonesty, then ceasure of the offending member's membership may be instantaneously effective from the moment of offence, so long as this is later ratified by a meeting of the Committee.

- f. A transgression of any of the sub-clauses of 5.4 herein may constitute a breach for the purposes of Clauses 5.6 and 5.7 herein. Such determinations shall be fully within the discretion of the Committee and to be assessed or reviewed at next Meeting of the Committee.

## 5.5 Liability of Members

Depending upon the level of Incorporation and Registration, the liability of various members shall be as follows:-

- a. As an unincorporated association (group of like-minded people) pending registration as a State Incorporated Association
  - i. Each member shall bear their own individual risks, debts and liabilities voluntarily. And any payment to further the association objectives shall be treated as non-deductible gift.
- b. As a registered Incorporated Association under the State Act (South Australia).
  - i. Each ordinary member of the association shall (from their subscriptions for membership or donations) contribute towards payment of any debts, costs, charges, expenses or other liabilities of the association including the winding up thereof ONLY to the extent of any -
    - 1. fully paid membership fees or other paid contributions, and
    - 2. unpaid or partly-paid-but-promised/ pledged fees or contributions able to be reasonably collected or recovered.
- c. As IF AND WHEN the Association becomesASIC-registered Corporation under the Federal Act.
  - i. Each ordinary shareholder/member of the association shall (from their shareholdings, member subscriptions or donations) be liable for debts, costs, charges, expenses or other liabilities of the company ONLY to the extent of any –
    - 1. fully paid membership fees or other paid contributions, and
  - ii. unpaid or partly-paid-but-promised/ pledged fees or contributions able to be reasonably collected or recovered. In relation to the Association's Not-For-Profit ("NFP") status, the terminology of "shares" and "shareholding" is only used herein this Constitution for purposes of (future) compliance under



the Federal Act. Any reference to “Shares” terminology is to parallel the State Act as it refers to ‘ “membership” in a NFP Association’.

- iii. any issued shares shall remain of NIL / ZERO monetary or pecuniary value
- iv. a “share” pertains only to voting rights, or rights to receive Association notices, or rights to attend and/or participate in committee meetings, and/or member meetings. No other value is express or implied.
- v. a “shareholding” does not confer entitlement to any remuneration from any asset or equity or other tangible value in the Association entity. A “shareholder” receives no dividends nor distributions of surplus assets if the Association winds up.

## 5.6 Register of members

At minimum, a register of members must be kept and contain:

- a. the name and address and contact details of each member,
- b. the date on which each member was admitted to the association, and
- c. if applicable, the date of and reason(s) for termination of membership.
- d. whilst respecting privacy, other descriptive information (such as membership level, type or benefits) as may assist the managing of the Association.

## 5.7 Code of Behaviour

The code of behaviour of the association applies to Committee members and ordinary members.

All members must abide by the code of behaviour:

- a. Uphold the highest standards of honesty and integrity in the conduct of designated roles or allocated duties.
- b. Respect the dignity of the public, other members and authorities by treating them with courtesy and honesty.
- c. Treat other members fairly and with respect.
- d. Exercise best judgement in the interest of the association and members of the public.
- e. Make decisions ethically, fairly and without bias using the best factual information available.
- f. Act responsibly in the event of becoming aware of any unethical behaviour or wrongdoing by any other member and report such conduct or activities to the Public Officer, Chairperson, or Treasurer, or another Committee member in writing.

- g. Promote a culture of respect and collaboration at all times.
- h. Members should not engage in conduct likely to bring discredit upon the association.
- i. Members should maintain a high standard of professionalism and not defame anyone.
- j. Confidential information received by the member in the course of membership and allocated duties remains the property of the association, unless that disclosure has been authorised by the Committee, or the person from whom the information is provided, or is required by law.
- k. Members have an obligation, at all times, to comply with the spirit of the principles of this Code as well as the law.

## 5.8 Breach of Code of Behaviour

Taking into account clause 5.4 and 5.6 herein and depending on the severity of the action, consequences for breaching this code of behaviour may include; a verbal or written warning, reduced delegation, removal from systems and platforms and flagging for membership review if applicable.

## 6. The Committee

### 6.1 Powers and duties

- a. The affairs of the association shall be managed and controlled by Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b. The Committee has the management and control of the funds and other property of the association.
- c. The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d. The Committee shall appoint a public officer as required by the State Act, or other registered office-holders as required by the Federal Act.

### 6.2 Appointment

- a. Positions on the Committee are voluntary and shall be subject to re-election or reinstatement at every AGM.
- b. The commitment of members to various roles / tasks / sub-tasks / positions shall define those members as a 'commit-ee'. Joining with other members or advisors, shall form part of the various committees, and sub-committees of the association.
- c. At the outset, there shall be a primary Committee comprising seven (7) volunteer members. Their role shall be decision-making. The primary Committee shall –

- i. resolve all final decisions pertaining to the operation of the association by vote via this Committee.
  - ii. be comprised of three persons from the Managing Committee, plus a maximum of up to four additional Committee members.
  - iii. be at liberty to change the number and size of the primary Committee by a majority vote and resolution of current members at a General Meeting.
- d. Also, at the outset, there shall be (notwithstanding any other sub-committee) a lead “Managing Committee” as defined in Clause 1 hereof. It shall always comprise three (3) natural persons who shall also be members. The role of the Managing Committee shall be that of ‘steering’ or ‘managing’ the association on behalf of its members. The Managing Committee shall –
  - i. not specifically be a decision-making body. (which role remains with the primary Committee). Rather, it has an administrative role comprising three diligent members undertaking day-to-day operations.
  - ii. delegate or out-source various specialized, investigative, subordinate, policy-making, decision-making roles or tasks to other sub-committees.
  - iii. Provide a description of the necessary task, an objective, a time frame for completion, and a budget if necessary.
- e. A Committee member shall be a natural person.
- f. The initial primary Committee of the association shall be appointed from the promoters of the association or be comprised of such persons as hold office prior to incorporation.
- g. A retiring Committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.
- h. Notice of all persons seeking election to the Committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- i. The Committee may appoint a person to fill a casual vacancy.
- j. A Committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the Committee without nomination.

### 6.3 Composition and role of Committee, officers, members and supporters

In relation to the Managing Committee, whilst the association –

- a. is incorporated under the State Act –

- i. shall comprise only one prescribed office-holder (who shall be the “Public Officer”), and
    - ii. two further volunteer members (whose title shall be “Chairperson” and “Treasurer” respectively), and
    - iii. The Public Officer shall hold equal rights/ powers not exceeding those of the other two members comprising the Managing Committee.
  - b. If/ when it is incorporated under the Federal Act –
    - i. the Managing Committee shall comprise three (3) members who are also prescribed ASIC-recognized/ registered office-holders described in the Federal Act as Company Directors and a Company Secretary, and
    - ii. Members of the Managing Committee may arbitrarily adopt other operational titles, names, or official roles, such as ‘Chairperson’, ‘Public Spokesperson’, ‘Treasurer’, ‘Financial Officer’, ‘Co-ordinator’, ‘Technical Officer’, ‘Promotions Officer’, ‘Administrator’ etc. as needs arise.
- 1) Duties of the Chairperson
    - a. Presides as chair at association and Committee meetings.
    - b. Be the public spokesperson of the association, as required.
    - c. Rule on any procedural matters raised at meetings of the Committee or general meetings of members or queries as to the meaning of these rules.
    - d. Represents the association in external meetings and correspondence with the external parties, as required.
  - 2) Duties of the Public Officer
    - a. The Public Officer of the association must, as soon as practicable after being appointed as Public Officer, lodge notice with the association of his or her address.
    - b. The Public Officer and undertake duties in accordance to the Act.
    - c. It is the duty of the Public Officer to keep minutes (whether in written or electronic form) of:
      - i all appointments of office-holders and members of the Committee.
      - ii the names of members of the Committee present at a Committee meeting or a general meeting.
      - iii all proceedings at Committee meetings and general meetings.

- d. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- e. The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (d).
- f. Keep a register of office-holders of the Committee.
- g. Notify Committee members of the date, time and venue for meetings of the Committee and all members of any general meetings.
- h. Ensure the website content is updated with relevant information.
- i. Conduct and receive correspondence on behalf of the Committee and table copies at each meeting of the Committee.
- j. In the absence of the Chairperson, chair meetings of the Committee and general meetings of members.
- k. Assist with welcoming new members into the association.
- l. Update these rules when amended, and report the changes in accordance with the Act.
- m. Assist the chairperson, to represent the association in external meetings and correspondence with the external parties, as required.

3) Duties of the Treasurer

- a. Ensure that money due to the association is collected and receipted and that payments authorised by the association are made.
- b. That correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.
- c. Submit a report at each meeting of the Committee and annual general meeting of members that details all receipts and payments made since the previous report, accompanied by a list of unpaid accounts and monies outstanding up to and including the day of the meeting.
- d. Ensure that funds are managed appropriately as specified in clause 6.6.
- e. Assist the chairperson, to represent the association in external meetings and correspondence with the external parties, as required.

4) Other Committee Members

Any Committee member of the association may rise to volunteer for the role of

Committee member, or Managing Committee member within the association. Only upon some member volunteering shall they be elected to a position of Committee member.

5) Sub-Committees

Sub-Committees (like the Managing Committee) will be established, as approved by the Committee from time to time. Sub-Committees will be a committee tasked to achieve the objects and purposes of the association.

6) Advisory groups

The Committee may establish Advisory groups that may include external consultants, and subject matter experts from time to time, to provide advice to the Committee to achieve the objects of the association.

7) Supportive Roles and other Casual Positions

The Committee may appoint supportive roles and casual positions and delegate duties, as approved by the Committee to members to achieve the objects of the association.

#### 6.4 Proceedings of Committee

a. The Committee shall meet for the dispatch of business and strategic planning matters at least monthly.

Meetings pertaining to 'strategic planning matters' may be called on an ad-hoc basis depending upon availability of members. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

b. A quorum for a meeting of the primary Committee (for decision making purposes) —

- i Shall be made up of a minimum of 3 Managing Committee members and a proxy from a non managing Committee member.
- ii In the event of inability to attend by any ONE ONLY Managing Committee member for any particular meeting, the unavailable Managing Committee member may provide a proxy to one other attending Managing Committee member in order to constitute a quorum.
- iii Any Committee member may appear by proxy to satisfy a quorum (and for voting purposes), in accordance with Clause 8.8.

c. Where a majority Committee resolution is required, a resolution shall be deemed to pass when (by unanimous agreement of all attendees) casted votes are received before an agreed due date. This shall constitute an “out of session approval”.

- d. In rare instances that a unanimous resolution of all members (including non-Committee members) is required, and there are insufficient members present at a meeting for such resolution (despite that there may be a quorum), a unanimous resolution shall be deemed to pass via “out of session approval” if –
- i an agreed period of time is allowed after the meeting for non-attending Committee members to cast their vote (e.g. electronically), and
  - ii all reasonable steps to contact members via their last provided contact details has been effected (e.g. via email), and
  - iii no further contact or reply has been received from non-attending members pertaining to such resolution. including be permitted for the Committee to act on that resolutions received, and
  - iv all members who have voted are in concurrence.

*For example, if non-attending members must participate in a unanimous vote or approval within a polled or agreed set period of time (say, 7 days), or else a resolution shall proceed. If nothing is heard from non-attending members within said 7 days, and all other members concur, the resolution shall be passed notwithstanding.*

- e. A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Committee must disclose the nature and extent of his or her interest in the contract at or before the next annual general meeting of the association.

#### 6.5 Disqualification of Committee members

The office of a Committee member shall become vacant if a Committee member is:

- a. disqualified from being a Committee member by the Act.
- b. expelled as a member under these rules.
- c. permanently incapacitated by ill health.
- d. absent without apology from more than four meetings in a financial year.
- e. no longer the duly appointed representative of a corporate member.

#### 6.6 Funds Management

- a. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association’s bank or other authorised deposit-taking institution account.

- b. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- c. Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the Committee determines.
- d. All cheques, drafts, bills of exchange, promissory notes (herein called "negotiable instruments") must be signed by 2 authorised signatories.
- e. For the purposes of this clause, the words 'authorised signatory' means any two of the three members of the Managing Committee acting jointly as required by a bank or financial institution to operate a bank account or to execute/ sign a negotiable instrument in the name of the association on behalf of its members. So long as at least two of the three members of the Managing Committee can produce evidence and receipt of prior written authorisation/ consent/ approval for any particular negotiable instrument, this clause shall be satisfied despite that only one signatory may actually place their signature on the negotiable instrument.

## **7. The seal**

There shall be no requirement for a common seal. In lieu of a common seal, execution of documents requiring the company seal will need to be executed by the office-holders including the Public Officer under State Law (or directors in due course under the Federal Law as the case may be) by their hand-written signature.

## **8. General meetings**

### **8.1 Annual general meetings**

- a. The Committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
- c. The order of the business at the meeting shall be:
  - i the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting,
  - ii the consideration of the accounts and reports of the Committee and the auditor's report (if auditor's report is required).
  - iii the election of Committee members.
  - iv the appointment of auditors (if required - see clause 11.5), and

any other business requiring consideration by the association in general meeting.



## 8.2 Special general meeting

- a. The Committee may call a special general meeting of the association at any time.
- b. Upon a requisition in writing of not less than 5%, (in some cases a lesser or greater percent may be appropriate or it may be on requisition of a specific number of members) of the total number of members of the association, the Committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required by 8.2b above, the requisitioners, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitioners are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

## 8.3 Notice of general meetings

- a. Subject to 8.3b, at least 14 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a Special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. A notice may be given by the association to any member by serving the member with the notice personally, by electronic means or by sending it by post to the address appearing in the register of members. (See clause 5.5.)
- d. Where a notice is sent by post:
  - i the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
  - ii unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

## 8.4 Proceedings at general meetings

- a. General meetings (including the AGM) may only be attended by members of the association including Committee members. The purpose of general meetings being (among other

things) to provide report to the assembly. Attendance by non Committee members is desirable but not compulsory. A quorum for a general meeting shall be satisfied if a majority of the primary Committee members is present personally or by secure video and/or audio link-up (or by proxy for voting purposes).

- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c. Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the association.
- d. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Committee member or one of their own number to be the chairperson of that meeting.

#### 8.5 Voting at general meetings

- a. Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b. Subject to these rules, a question for decision at a general meeting, other than a Special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- d. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

#### 8.6 Poll at general meetings

- a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## 8.7 Special and ordinary resolutions

- a. A Special Resolution as defined in the Act.
- b. Certain association business and matters may require the consent of a higher proportion of the association's membership, and this shall be accomplished only by Special Resolution. This shall require a minimum of 75% of the membership to vote in favour of the proposal. Such matters requiring a Special Resolution from association membership shall be described and defined herein this Constitution from time-to-time. An ordinary resolution is a resolution passed by a simple majority.
- c. Ordinary and Special resolutions shall be raised, proposed, and voted on at a general meeting.

## 8.8 Proxies

- a. A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.
- b. A non-attending Committee member or Managing Committee member may vote on any issue or resolution by providing to the chairperson at or before the close of voting, a written 'Notice of Instruction to Proxy' containing details of the direction of their vote.

## 9. Minutes

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the Committee (as relevant) at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## 10. Dispute resolution

This rule provides for a procedure to settle disputes. The association should determine the relevance of the rule to the operations of the association. This should include what type of disputes to which the rule applies.

- a. The dispute resolution procedure set out in this rule applies to disputes under these rules between -

- i a member and another member

ii a member and the association

- b. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d. In this rule ‘member’ includes any person who was a member not more than six months before the dispute occurred.

Section 40 of the Act provides that where the Committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of natural justice must be observed.

Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated association or by a former member expelled from the association (provided that the application is made within six months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

## **11. Financial reporting**

### 11.1 Financial year

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

If the association wants a different financial year the relevant dates should be inserted. Refer to section 3 of the Act for definition of ‘financial year’.

### 11.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act. Refer to regulation 8 of the Associations Regulations.

### 11.3 Accounts and reports to be laid before members

The accounts, together with the auditor’s report on the accounts, the Committee’s statement and the Committee’s report, shall be laid before members at the annual general meeting. Refer to section 35(6) of the Act.

### 11.4 Annual returns

The annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor’s report, the Committee’s statement, and the Committee’s report.

Refer to section 36(1) of the Act.

### 11.5 Appointment of auditor

The association, not having gross receipts, excluding member subscriptions, in excess of \$500,000 in the previous financial year, shall not be deemed in need of appointment of an auditor until this amount of gross receipts is exceeded.

### 12. Prohibition against securing profits for members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

Section 55 of the Act provides a prohibition against securing profits for members.

### 13. Winding up

The association may be wound up in the manner provided for in the Act.

### 14. Application of surplus assets

- a. If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. The association may determine to distribute surplus assets to nominated charities.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

### 15. Rules

These rules may be altered (including an alteration to the association's name) by Special resolution of the members of the association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with the State Office of Consumer and Business Affairs (CBA), or Australian Securities Exchange Commission (ASIC), as required by the relevant Acts.

The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

The Act provides that an alteration to a rule may be made by Special resolution of the association unless other provision is made in the rules.

Note requirements of Section 24(6) and 24(7):

Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by the Office of Consumer or Australian Securities Exchange Commission.