

# Mousetrap Constitution

## 1 Interpretation

(1) In these rules—

- (a) **Act** means the Associations Incorporation Act 1981.
- (b) **Member** means a member of the Association as defined in 6.2(1)
- (c) **Present** means to be at:
  - (i) a management committee meeting, see rule 8.9(6); or
  - (ii) a general meeting, see rule 9.6(2).

(2) A word or expression that is not defined in this constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 2 Name

The name of the incorporated Association is Mousetrap Theatre Company Inc. (*the Association*).

## 3 Financial Year

The end date of the Association's financial year is *31<sup>st</sup> of August* in each year.

## 4 Aims and Objectives

The principal aims and objectives of the Association are:

- (a) to foster a love and appreciation of the performing arts,
- (b) to offer a program of productions which encompasses the values and culture of audiences in our community,
- (c) to cooperate where necessary with other theatre groups and associations in achieving the aims of point (a),
- (d) to promote theatre skills,
- (e) to encourage the youth of the community to become involved in all aspects of the theatre experience,
- (f) to maintain high standards of theatrical performance, and
- (g) to maintain an affordable theatre experience.

## 5 Powers

(1) The Association has the powers of an individual.

(2) The Association may:

- (a) enter into contracts; and
- (b) acquire, hold, deal with, and dispose of property; and
- (c) charge for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

## **6 Membership**

### **6.1 Membership Year**

- (1) The end date of the Association's membership year is 31st of December in each year.

### **6.2 Membership Classes**

- (1) The membership of the Association consists of *Ordinary Members, Honorary Life Members, Concession Members, and Junior Members.*
- (2) The number of members in each of these classes is unlimited.
  - (a) Ordinary members are financial members with full voting rights,
  - (b) An Honorary Life member is one to whom the Association has at its sole discretion determined that in recognition of exceptional service to the Association shall be granted permanent membership with full voting rights,
  - (c) Concession members are ordinary members who may qualify for discounted fees,
  - (d) Junior members are members under the age of eighteen (18) who receive membership at a discounted rate but do not have voting rights.  
*Note, on reaching the age of 18, Junior members become Concession members until the end of the membership year.*

### **6.3 Fees**

- (1) The membership fee for each ordinary membership and for each other class of membership is the amount decided by the members from time to time at an annual general meeting.
- (2) For new members, fees are payable on submission of their application. For renewing members, a two (2) month grace period from the end of the membership year is permitted before membership lapses
- (3) Cast members who are not already financial members must have paid their membership in full before the first rehearsal and before receiving a copy of a script of the production or within two (2) weeks of accepting their role.

### **6.4 New membership**

- (1) An applicant for membership of the Association must be proposed by a member.  
*Note, in the case of cast members the proposer shall be the director or production manager of the production in which they are cast.*
- (2) An application for membership must be:
  - (a) in writing; and
  - (b) signed by the applicant and the applicant's proposer; and
  - (c) in a form decided by the management committee; and
  - (d) advises the applicant of the coverage and amount of the Association's public liability insurance.
- (3) A person cast in an Association's production must be a member or must apply for membership in the Association before commencing rehearsals for the production in which they are cast.

## **6.5 Admission and rejection of new members**

- (1) The management committee must consider an application for membership at the next committee meeting held after it receives:
  - (a) the application for membership; and
  - (b) the appropriate membership fee for the application.
- (2) The management committee must decide at the meeting whether to accept or reject the application.
- (3) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (4) The secretary must, as soon as practicable after the management committee decides to accept or reject an application, advise the applicant of the decision. If the application has been rejected this advice must be given in writing.

## **6.6 When membership ends**

- (1) Should a member's membership lapse as per section 6.3(2) the member's name will not appear on the register of members and they will not be eligible to vote at any general meeting. However their membership can be reinstated at any time once the appropriate membership fee has been paid.
- (2) A member may resign by giving a written notice of resignation to the secretary.
- (3) The resignation takes effect at:
  - (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice, at the later time.
- (4) The management committee may terminate a member's membership if the member:
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- (5) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (6) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

## **6.7 Appeal against rejection or termination of membership**

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the decision.

- (3) If the secretary receives a notice of intention to appeal, the secretary must, within one (1) month after receiving the notice, call a general meeting to decide the appeal.

## **6.8 General meeting to decide appeal**

- (1) The general meeting to decide an appeal must be held within three (3) months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

## **7.1. of members**

### **7.1 Requirements**

- (1) The management committee must keep a register of all members.  
*(Note: collection of data for the register may be delegated to a membership secretary as outlined in the By-Laws).*
- (2) The register must include the following particulars for each member:
  - (a) the full name of the member;
  - (b) the postal or residential address of the member;
  - (c) the date of admission as a member;
  - (d) the date of death or time of resignation of the member;
  - (e) details about the termination or reinstatement of membership;
  - (f) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the management committee may, on the application of a member withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information contravenes any Act or would put the member at risk of harm.

### **7.2 Prohibition on use of information on register of members**

- (1) A member must not:

- (a) use information obtained from the register of members to contact, or send material to, another member for the purpose of advertising for political, religious, charitable, or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member for the purpose of advertising for political, religious, charitable, or commercial purposes.
- (2) Sub-rule 7.2 (1) does not apply if the use or disclosure of the information is approved by the Association.

## **8 Management Committee**

### **8.1 Membership of the management committee**

- (1) The management committee of the Association consists of: a president, a treasurer, a secretary, and two (2) other members.
- (2) The management committee is elected at an Annual General Meeting or Special General Meeting called for that purpose.
- (3) A member of the management committee must have been a member of the Association for at least one (1) full year.
- (4) Each member of the management committee must hold a current Blue Card registered to the Mousetrap Theatre.
- (5) At each annual general meeting, the members of the management committee must retire from office during the election process, but are eligible, on nomination, for re-election except as provided for in section 8.5. For the duration of the election process a member who is not a member of the management committee shall be appointed by the members present to chair the meeting until the election process is complete and the incoming president is given the chair.
- (6) A member may be appointed to a casual vacancy on the management committee under section 8.4.
- (7) The position of president may only be held for three (3) consecutive years and any member may only serve on the management committee for a maximum of six (6) consecutive years.
  - (a) This provision shall come into effect and be counted from the election at the first Annual General Meeting following the approval of this Constitution.
  - (b) If a member is required to step down in accordance with this provision but there are no nominations for the vacated position prior to the Annual General Meeting, the outgoing member may be nominated from the floor of the meeting as provided for in 8.2(1)(d).

### **8.2 Electing the management committee**

- (1) A member of the management committee may only be elected as follows:
  - (a) any two (2) members may nominate another member (the *candidate*) to serve as a member of the management committee;

- (b) the nomination must be:
    - (i) in writing or in a suitable digital format selected by the management committee; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the secretary at least fourteen (14) days before the annual general meeting at which the election is to be held;
  - (c) each member present and eligible to vote at the annual general meeting may vote for one (1) candidate for each vacant position on the management committee;
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
  - (e) If it is not possible to fill the positions of secretary, president and treasurer this will be taken as indicative that the Association can no longer function and winding up procedures as per part 10 of the Act shall be initiated.
- (2) A person may be a candidate only if the person:
- (a) is an adult; and
  - (b) holds a Blue Card registered to the Mousetrap Theatre
  - (c) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the foyer of the theatre or usual place of meeting of the Association for at least seven (7) days immediately preceding the annual general meeting.
- (4) The secretary must notify the chief executive in the approved form of a change to the membership of the offices of the president, secretary, or treasurer within one (1) month after it happens.
- (5) The secretary must notify the chief executive in the approved form of a change of the secretary's address within one (1) month after it happens.

### **8.3 Resignation, removal, or vacation of office of a management committee member**

- (1) When a member of the management committee chooses to resign from the committee, they may do so by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at:
  - (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice, the later time.
- (3) A member may be removed from office at a Special General Meeting called for that purpose if a majority of the members present and eligible to vote, vote in favour of removing the member.
- (4) Before a vote by members is taken, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.

- (6) A member immediately vacates their position on the Management Committee in the circumstances mentioned in section 64(2) of the Act.

#### **8.4 Vacancies on management committee**

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under section 8.10(1) as a quorum of the management committee, the continuing members may act only to:
  - (a) increase the number of management committee members to the number required for a quorum; or
  - (b) call a general meeting of the Association.

#### **8.5 Dismissal of the management committee**

- (1) The management committee may be removed from office at a special general meeting if a 2/3 majority of the members present and eligible to vote support a vote of non-confidence in the management committee.
- (2) All members of the management committee so removed may not be nominated for positions on the management committee for one full calendar year following their removal.
- (3) On dismissal of the management committee the membership must appoint or elect a secretary in accordance with Section 65 of the Act.
- (4) The secretary must then immediately call a special general meeting for the purpose of electing a new management committee as per section 8.2.

#### **8.6 Functions of management committee**

- (1) Subject to these rules, or a resolution from the members carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property, and funds of the Association.
- (2) The management committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.  
*Note, the Act prevails if the Association's rules are inconsistent with the Act, see section 1B of the Act.*
- (3) The management committee may exercise the powers of the Association:
  - (a) to borrow, raise, or secure the payment of amounts in a way the members decide; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee, or other engagement incurred or to be entered into by the Association;
  - (c) to borrow amounts from members and pay interest on the amounts borrowed;

- (d) to invest in a way the members may from time to time decide;
  - (e) to appoint, employ, remove, or suspend as may be necessary, or convenient for the purposes of the Association:
    - (i) sub-committees as per Section 8.13;
    - (ii) member volunteers to functional positions as identified in the by-laws;
    - (iii) contract personnel;
    - (iv) individuals or groups who perform on special occasions;
    - (v) or to select groups of the public as defined in the by-laws;
  - (f) to take such steps by personal or written appeal, special fund raising performances or otherwise, as may from time to time be deemed to be expedient for the purpose of procuring contributions to the funds of the Association, in the form of donations, grants, annual subscriptions or otherwise;
  - (g) To make donations for patriotic, charitable, or community purposes subject to approval by the membership at a general meeting.
- (4) For sub-rule (3)(c), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (a) the financial institution for the Association; or
  - (b) if there is more than one (1) financial institution for the Association, the financial institution nominated by the management committee.

## **8.7 Functions of secretary**

- (1) The secretary's functions include, but are not limited to:
- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Association; and
  - (b) keeping minutes of each meeting; and
  - (c) attending to correspondence including emails sent and received through the official Association email address (currently [secretary@mousetraptheatre.asn.au](mailto:secretary@mousetraptheatre.asn.au)); and
  - (d) keeping copies of all correspondence, emails, and other documents relating to the Association; and
  - (e) maintaining the register of members.

## **8.8 Functions of treasurer**

- (1) The treasurer's functions include but are not limited to:
- (a) financial planning and budgeting to meet the Association's objectives;
  - (b) keeping and maintaining accurate accounts of the Association finances;
  - (c) reporting on the Association's finances monthly to the management committee and as called for at general meetings;

- (d) each year, provide the Association's financial records in a manner acceptable to the auditor; and
- (e) ensure the rules for funds and accounts outlined in 13.1 are adhered to.

## **8.9 Meetings of management committee**

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every month to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in sub-rule 8.9(5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present and, if the votes are equal, the question is decided in the negative.
- (8) A member of the management committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.
- (9) The president is to preside as chairperson at a management committee meeting.
- (10) If there is no president or if the president is not present within ten (10) minutes after the time fixed for a management committee meeting, the members may choose one (1) of their number to preside as chairperson at the meeting.

## **8.10 Quorum for, and adjournment of, management committee meeting**

- (1) At a management committee meeting, more than one half of the members elected to the committee as at the close of the last general meeting, form a quorum.
- (2) If there is no quorum within thirty (30) minutes after the time fixed for a management committee meeting, the meeting lapses.
- (3) If there is no quorum within thirty (30) minutes after the time fixed for a special meeting of the management committee:
  - (a) the meeting is to be adjourned for at least one (1) day; and
  - (b) the members of the management committee who are present are to decide the day, time, and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in sub-rule 8.10(3), there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.

### **8.11 Special meeting of management committee**

- (1) If the secretary receives a written request signed by at least one third (1/3) of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within fourteen (14) days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state:
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state:
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (5) A special meeting of the management committee must be held within fourteen (14) days after notice of the meeting is given to the members of the management committee.

### **8.12 Minutes of management committee meetings**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each management committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

### **8.13 Appointment of subcommittees**

- (1) Subcommittees shall operate within guidelines provided by the Management Committee and the designated responsibilities outlined in the By-Laws. The Treasurer may provide budgetary guidelines for a subcommittee and all expenditures recommended by a subcommittee must be approved by the Management Committee through procedures outlined in the By-Laws.

*Note: These procedures may include standing approvals of budgets and petty cash for subcommittees to speed day-to-day operations.*

- (2) Having identified a subcommittee which will be beneficial to the operations of the Association, the management committee shall call for expressions of interest from the membership.
- (3) From members expressing interest in the subcommittee, the management committee shall appoint the chairperson of each subcommittee. A chairperson so appointed shall select other members of the subcommittee from those members expressing interest and if insufficient members are available, the chairperson may seek to fill the subcommittee with other members of the Association.
- (4) Any one member of the management committee may serve as a member of one subcommittee but cannot serve as chairperson on that subcommittee.

- (5) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (6) If the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- (7) A subcommittee may meet and adjourn as it considers appropriate.
- (8) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (9) Any question which may arise within a subcommittee or with any other part of the Association which cannot be resolved between the parties concerned may be taken by either party to a general meeting for debate and be resolved by a vote of the members.

#### **8.14 Acts not affected by defects or disqualifications**

- (1) An act performed by the management committee, a subcommittee, or a person acting as a member of the management committee is taken to have been validly performed.
- (2) Sub-rule 8.14(1) applies even if the act was performed when:
  - (a) there was a defect in the appointment of a member of the management committee, subcommittee, or person acting as a member of the management committee; or
  - (b) a management committee member, subcommittee member, or person acting as a member of the management committee was disqualified from being a member.

#### **8.15 Resolutions of management committee without meeting**

- (1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in sub-rule 8.15(1) may consist of several documents in like form, each signed by one (1) or more members of the committee. In this sense, emails may be accepted as documents
- (3) The secretary must retain copies of these documents and/or emails in the records.

### **9 Annual General Meeting, General Meetings, and Special General Meetings**

#### **9.1 Annual general meetings**

- (1) The annual general meeting must be held:
  - (a) at least once each year; and
  - (b) within six (6) months after the end date of the Association's reportable financial year.

#### **9.2 Business to be conducted at annual general meeting while the Association is designated as a level 1 incorporated Association**

- (1) The following business must be conducted at each annual general meeting of the Association:

- (a) receiving the Association's financial statement and audit report for the last reportable financial year;
- (b) presenting the financial statement and audit report to the meeting for adoption;
- (c) electing members of the management committee;
- (d) appointing an auditor or an accountant for the present financial year; and
- (e) resolving any notice of motion included in the agenda for the meeting.

### **9.3 Business to be conducted at annual general meeting if the Association is designated as a level 2 incorporated Association to which section 59A of the Act applies**

- (1) The following business must be conducted at each annual general meeting of the Association:
  - (a) receiving the Association's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the management committee;
  - (d) appointing an auditor, an accountant, or an approved person for the present financial year; and
  - (e) resolving any notice of motion included in the agenda for the meeting.

### **9.4 Notice of annual general meeting, general meeting, or special general meeting**

- (1) The secretary must call a general meeting of the Association at least four (4) times per year. One of these may be the annual general meeting. Unless otherwise notified by the secretary, a general meeting will be held on the first Monday of every third month of the calendar year beginning in the month of February.
- (2) The secretary must give individual notice of the meeting to each member of the Association at least fourteen (14) days prior to the date of the meeting.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The management committee may decide the way in which the notice must be given as outlined in the by-laws.
- (5) However, notice of the following meetings must be given in writing (but may be delivered electronically):
  - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision:
    - (i) to reject the person's application for membership of the Association; or
    - (ii) to terminate the person's membership of the Association;
  - (b) a meeting called to hear and decide a proposed special resolution of the Association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting and include any notices of motion.

## 9.5 Notice of Motion

- (1) A notice of motion shall be given to an AGM for changes to the constitution and to a general meeting for changes to the by-laws. A notice of motion should also be given for all significant changes to the operations of the Association.
- (2) A notice of motion may be given by the management committee or by any member of the Association.
- (3) A notice of motion may be submitted to the secretary at any time but will not be included in the agenda of the next AGM or general meeting if not received by the secretary more than fourteen (14) days prior to the date of the meeting.
- (4) A motion raised from the floor of a general meeting shall be submitted as a notice of motion for the next general meeting.
- (5) A notice of meeting shall be given in the following format:

<p><b>Notice of Motion</b> <i>Submission by an individual or the management committee</i></p> <p>I / We</p> <p>Address:</p> <p><b>Submit the following Notice of Motion</b> To be dealt with at the general meeting to be held on the                      of                      of</p> <p>MOTION:</p> <p>PURPOSE OF MOTION</p> <p>MOVER'S SIGNATURE</p> <p>SECONDER'S SIGNATURE</p> <p>SECONDER'S NAME</p>
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## 9.6 Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is at least twice the number of members elected or appointed to the management committee at the close of the Association's last general meeting plus one (1).

- (2) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (3) If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called on the request of members of the management committee or the Association, the meeting lapses.
- (4) If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the Association:
  - (a) the meeting is to be adjourned for at least seven (7) days; and not more than thirty (30) days;
  - (b) the management committee is to decide the day, time, and place of the adjourned meeting.
- (5) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (6) If a meeting is adjourned, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (7) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days.
- (8) If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **9.7 Procedure at a general meeting**

- (1) A member may only take part and vote in a general meeting in person.
- (2) At each general meeting:
  - (a) the president is to preside as chairperson;
  - (b) if there is no president or if the president is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one (1) of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

### **9.8 Voting at general meeting**

- (1) At a general meeting, each question, matter, or resolution must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

- (6) If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **9.9 Special general meeting**

- (1) The secretary must call a special general meeting by giving individual notice to each member within fourteen (14) days of the meeting after:
  - (a) being directed to call the meeting by the management committee; or
  - (b) being given a written request signed by:
    - (i) at least one third (1/3) of the number of members of the management committee when the request was signed; or
    - (ii) at least a number of voting members that is equal to double the number of members on the management committee plus one (1), when the request was signed; or
  - (c) being given a written notice of an intention to appeal against the decision of the management committee:
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- (2) Notice of the meeting must state why the special general meeting is being called and the business to be conducted at the meeting.
- (3) A special general meeting must be held within three (3) months after the secretary:
  - (a) is directed to call the meeting by the management committee; or
  - (b) is given the written request mentioned in sub-rule 9.9(1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in sub-rule 9.9(1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

### **9.10 Proxies**

- (1) The Association does not accept the use of proxy votes.

### **9.11 Minutes of general meetings**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each general meeting, special general meeting, and AGM are recorded.
- (2) Minutes of each meeting must be circulated to the attendees of the meeting within thirty (30) days following the meeting; the secretary may choose how the minutes will be circulated.
- (3) the minutes of each meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting verifying their accuracy.

- (4) The secretary shall enter the approved minutes in a minute book which shall be a computer document file containing an electronically scanned copy of the signed minutes of each meeting.
- (5) An addition file stored in a physically different location must also be kept as backup.
- (6) If asked by a member of the Association, the secretary must, within twenty-eight (28) days after the request is made, make the minutes for a particular meeting available for inspection by the member at a mutually agreed time and place or give the member a copy of the signed minutes of the particular meeting asked for.

## **10 By-laws**

- (1) The management committee may make, amend, or repeal by-laws, not inconsistent with the Act for the internal management of the Association.
- (2) The management committee must give a notice of motion of modification to the by-laws to the membership and except in matters of urgency, by-law changes do not come into effect until having been ratified by the membership at the next general meeting or special general meeting.
- (3) A by-law may be set aside by a vote of members at a general meeting or a special general meeting.

## **11 Alteration to the constitution**

- (1) Subject to the Act, this constitution may be amended, repealed, or added to by a resolution carried at an annual general meeting.
- (2) However an amendment, repeal, or addition is valid only if it is registered by the chief executive.

## **12 Common seal**

- (1) The management committee must ensure the Association has a common seal.
- (2) The common seal must be—
  - (a) kept securely by the management committee; and
  - (b) used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:
  - (a) the secretary; or
  - (b) another member of the management committee; or
  - (c) someone authorised by the management committee.

## **13 Financial Matters**

### **13.1 Funds and accounts**

- (1) On behalf of the management committee, the treasurer must as soon as is practicable after the end date of each financial year, ensure a financial statement for the last reportable financial year is prepared.

- (2) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the management committee.
- (3) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (4) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (5) A payment by the Association of one hundred dollars (\$100) or more must be made by cheque or electronic funds transfer.
- (6) A payment of \$100 or more must be authorized by any two of the following in a manner which is currently approved by the Association's financial institution:
  - (a) the president,
  - (b) the secretary,
  - (c) the treasurer, and/or
  - (d) any other member of the management committee who has the power to authorize payments.
- (7) However, one (1) of the persons who authorizes payments must be the president, the secretary or the treasurer.
- (8) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a management committee meeting.

### **13.2 General**

- (1) All capital expenditures on behalf of the Association in excess of five thousand dollars (\$5000) must be ratified by the membership at a general meeting.
- (2) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

### **14 Documents**

- (1) The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Association, including cheques and cash.

### **15 Distribution of surplus assets to another entity**

- (1) This rule applies if the Association:
  - (a) is wound-up under Part 10 of the Act; and
  - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the Association.
- (3) The surplus assets must be given to another entity:
  - (a) having objects similar to the Association's objects; and
  - (b) has rules which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule *surplus assets are as defined in* section 92(3) of the Act.