



HUNTER INSTITUTE OF TECHNOLOGY

ASSOCIATION INC.

CONSTITUTION

OBJECTS AND RULES

**BLOCK S
NEWCASTLE CAMPUS
MAITLAND ROAD
TIGHES HILL
NSW 2297**

MAY 24 1994

FIRST SCHEDULE

Item 1:

- 1.1 The College shall be the Newcastle Campus at the Hunter Institute of Technology.
- 1.2 The secretary/manager shall be Ann Burton who for the time being is appointed the operations manager of the Incorporated Association.
- 1.3 The Principal shall be John W Townsend who is Deputy Director of the Hunter Institute of Technology.

Item 2:

The Annual General Meeting shall be held not later than the 31st day in March in each year.

FORM OF PROXY

**Objects and Rules
Of
Hunter Institute of Technology Association Inc.**

I / We,

of.....

being a member / members of the above named Association, hereby appoint

.....

of.....

or in his /her absence,

of.....

as my / our proxy to vote for me / us on my / our behalf at the *annual general meeting / special general meeting of the Association to be held

on the..... day of19.....

and at any adjournment of that meeting.

+ This form is to be used *in favour of / against the resolution.

Signed this day of19.....

*** Strike out whichever is not desired**

+ To be inserted if desired

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HUNTER INSTITUTE OF TECHNOLOGY ASSOCIATION INC
OBJECTS

1.0 INTERPRETATION

1.1 "College" in the context means "Campus" and reference to Hunter Institute of Technology Association Inc. includes such other Colleges of TAFE or annexes to which the operation of the Association is extended.

2.0 NAME:

2.1 The name of the Association hereby constituted is "Hunter Institute of Technology Association Inc."

3.0 OBJECTS

3.1 The objects of the Association shall be to:

- (a) To provide the focus for the community life of Newcastle College of TAFE.
- (b) To serve as a unifying force in the life of the College and to encourage student interest in and a commitment to Newcastle College of TAFE.
- (c) To provide and oversee the services and facilities for Association members.
- (d) To provide facilities for the cultural, social, recreational, intellectual and physical development of members.
- (e) To, whenever possible, provide facilities for the benefit of members.
- (f) To raise funds for the purposes of the Association.
- (g) To use all funds for the purposes of the Association.

4.0 NO DISTRIBUTION OF INCOME

4.1 The income and property of the Association howsoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in these Objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, to the members of the Association PROVIDED THAT nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association for goods supplied in the ordinary and usual way of business. No member of the Board shall be appointed to any salaried office of the Association or

any office of the Association paid by fees without the consent of the remaining Board Members being first had and obtained. No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member of the Board except repayment of out-of-pocket expenses.

RULES

PART 1

PRELIMINARY

Interpretation

1. (1) In these rules, except insofar as the context or subject-matter otherwise indicates or requires –

“Due notice” shall be notice posted to the last known address of each member of the board or Committee, as applicable, at least four (4) clear working days in advance of their meeting.

“Secretary/Manager” means –

- (a) The person employed as Operations Manager by the College of TAFE referred to at Item 1 of the First Schedule hereto, or such position replacing same; or
- (b) Where no such person holds that office – the person nominated the Principal for the time being of the College of TAFE (“the Principal”); or
- (c) The person employed as Manager by the Association of the College of TAFE referred to in item 1 of the First Schedule hereto or such position replacing same.

“Special general meeting” means a general meeting of the Association other than an Annual General Meeting;

“Special Resolution” means in relation to a motion of the Board of which due notice has been given, which is passed by two-thirds of the members present and voting thereon provided that the affirmative vote is at least equal to half the members of the Board.

“the Act” means the Associations Incorporation Act, 1984;

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

“the Board” means the Board of Management of the Association and is further described in Part 111 of the Act.

“Commission” means the Corporate Affairs Commission which has responsibility for Incorporated Associations.

“Public Officer” means the person appointed by the Board pursuant to the requirements of the Act and who may be the Secretary /Manager.

“Principal” means the person who may be appointed with such other titles as campus Director, Campus Manager, Faculty Director or Education Manager.

- (2) In these rules –
 - (a) A reference to a function includes a reference to a power, authority and duty; and
 - (b) A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (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 11
MEMBERSHIP

Membership Categories

2. Membership may be as an Ordinary Member, Associate Member or Honorary Life Member.

Membership Eligibility

3. (1) The following persons shall be eligible for membership of the Association in the membership categories so nominated:
- (2) Ordinary Membership
- (a) All persons enrolled or employed at the College of TAFE or such other Colleges or annexes to which the operation of the Association are extended shall be eligible for Ordinary Membership of the Association.
- (3) Associate Membership
- (a) Former Ordinary Members and such other persons approved by the Board are eligible to apply to be appointed as Associate Members.
- (b) Associate Members shall be entitled to the use of all services and facilities but shall have no voting rights with respect to the election of members to the Board of management of the Association
- (4) Honorary Life Members
- (a) For exceptional and meritorious service rendered to the Association the Board may confer Honorary Life Membership by Special Resolution upon any person who was at any time qualified for Ordinary or Associate Membership of the Association.
- (b) Honorary Life Members shall be entitled to use of all services and facilities for the Association.

Application for Membership

4. (1) The application of a person eligible for membership of the Association –
- (a) Shall be made in writing in the form approved by the Board from time to time; and

- (b) Shall be lodged with the Secretary / Manager of the Association;
- (c) Shall be accompanied by the fee and subscription prescribed by the Board pursuant to these Rules.
- (d) May be declined if the Board deems fit.

Cessation of membership

5. A person ceases to be a member of the Association if the person –
- (a) Dies;
 - (b) Resigns that membership by lodging with the Secretary / Manager written notice of resignation; or
 - (c) Is expelled from the Association by Special Resolution of the Board; or
 - (d) Ceases to be a financial member of the Association if not otherwise exempt; or
 - (e) Ceases to fall within the criteria for eligibility as an Ordinary or Associative Member.

Membership non transferable

6. A right, privilege or obligation which a person has by reason of being a member of the Association –
- (a) Is not capable of being transferred or transmitted to another person; and
 - (b) Terminates upon cessation of the person's membership.

Resignation of membership

7. (1) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving at least one (1) month's notice in writing (or such lesser period as the Board may determine) to the Secretary / Manager of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

- (3) Where a member of the Association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the Secretary / Manager shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

Register of members

8. (1) The Secretary / Manager of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any members of the Association at any reasonable hour.

Fees, subscriptions, etc.

9. (1) The membership year shall commence on the first day of January and terminate on the thirty first day of December in each calendar year.
- (2) A member of the Association shall, upon submission of an application for membership, pay to the Association a membership fee of \$10.00 or, where some other amount is determined by the Board, and approved by the Principal in accordance with TAFE Commission policy guidelines, that other amount.
- (3) Every member shall renew their membership each year by payment to the Association of the annual membership fee or \$10.00 or, where some other amount is determined by the Board, and approved by the Principal in accordance with TAFE Commission policy guidelines, that other amount –
- (a) Except as provided by paragraph (b) , before 1st February in each calendar year; or
- (b) When the member becomes a member on or after 1st February in any calendar year – upon becoming a member and before 1st February in each succeeding calendar year.

Members' liabilities

10. The liability of a member of the Association to contribute towards the payment

of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 9.

Disciplining of members

11. (1) Where the Board is of the opinion that a member of the Association –
- (a) Has refused or neglected to comply with a provision or provisions of these rules; or
 - (b) Has acted in manner prejudicial to the interests of the Association,
- the board may, by resolution –
- (c) Expel the member from the Association; or
 - (d) Suspend the member from membership of the Association for a specified period.
- (2) A resolution of the Board under clause (1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule.
- (3) Where the Board passes a resolution under clause (1) the Secretary / Manager shall, as soon as practicable, cause a notice in writing to be served on the member –
- (a) Setting out the resolution of the Board;
 - (b) Stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) Stating the date, place and time of that meeting; and
 - (d) Informing the member that the member may do either or both of the following: -
 - I. Attend and speak at that meeting;
 - II. Submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the Board held as referred to in Clause (3), the Board shall –

- (a) Give to the member an opportunity to make oral representations;
 - (b) Give due consideration to any written representations submitted to the Board by the member at or prior to the meeting; and
 - (c) By resolution determine whether to confirm or revoke the resolution.
- (5) Where the Board confirms a resolution under clause (4), the Secretary / Manager shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 12.
- (6) A resolution confirmed by the Board under clause (4) does not take effect –
 - (a) Until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) Where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to rule 12 (4).

Right of appeal of disciplined member

12. (1) A member may appeal to the Association in general meeting against a resolution of the Board which is confirmed under rule 11 (4), within 7 days after notice of the resolution is serviced on the member, by lodging with the Secretary / Manager a notice to that effect.
- (2) Upon receipt of a notice from a member under clause (1), the Secretary / Manager shall notify the Board which shall convene a special general meeting of the Association to be held within 21 days after the date on which the Secretary / Manager received the notice.
- (3) At a special general meeting of the Association convened under clause (2) –
- (a) No business other than the question of the appeal shall be transacted;
 - (b) The Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and

- (c) The members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the special general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.
- (5) Pending any appeal against expulsion or suspension the member shall be entitled to utilise the services or facilities of the Association.

PART 111
THE BOARD

Powers, etc. of Board

13. The Board shall be called the Board of Management of the Association and , subject to the Act, the Regulations and these Rules and to any resolution passed by the Association in general meeting –
- (a) Shall control and manage the affairs of the Association;
 - (b) May exercise all such function s may be exercised by the Association other than those functions that are required by these rules to be exercised by a general meeting of members of the Association: and
 - (c) Has power to perform all such acts and to all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association; and
 - (d) Without limiting the foregoing all members of the Board shall be charged with the duty of promoting the interests and furthering the development of the Association.

Constitution and membership

14. (1) Subject in the case of the first members of the Board to section 21 of the Act, the Board shall consist of –
- (a) The Principal for the time being of the College of TAFE referred to at Item 1 of the First Schedule hereto, or nominee;
 - (b) A maximum of two (2) Associate Members who may be appointed by the Board;
 - (c) A maximum of ten (10) Board members shall be elected from the Ordinary Member nominees by the Ordinary Members provided that no one Industry / Interest Group shall be represented by more than two (2) Ordinary Members on the Board.
 - (d) A maximum of two employees of the Association, as determined by the elected Board who may be ex officio members.

- (2) The office-bearers of the Association shall be –
 - (a) The President;
 - (b) The Vice-President;
 - (c) The Treasurer.
- (3) The Board shall at the first meeting after the Annual General Meeting in each year elect the President, Vice-President and Treasurer from amongst the Members on the Board
- (4) The office-bearers shall be the Executive Officers of the Association and acting on the decision of any three of them may act on behalf of the Board in cases of emergency.
- (5) Each elected member of the Board 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.
- (6) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- (7) No office bearer or other member of the Board of the Association shall engage directly or indirectly with the Association in any activity which results in such member of the Board;
 - (a) Receiving remuneration; or
 - (b) Selling goods or services to the Association; or
 - (c) Receiving goods or services from the Association at rated different from those charged to any other person or organisation

Except where such remuneration is by way of bona fide payment of remuneration or where the member would be entitled if the member were not a member of the Board of the Association.

Election of members

15. (1) Nominations of candidates for election as ordinary members of the Board: -
 - (a) Shall be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

- (b) Shall be delivered to the Secretary / Manager of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominations shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of ordinary members of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
- (7) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

President

16. (1) The President shall:
- (a) Act as representative of the Association on the Board's behalf and defend the decisions and policies of the Board;
 - (b) Be familiar with the Rules of the Association and any Resolutions made thereunder;
 - (c) Be a signatory to all Association accounts;
 - (d) In consultation with the Secretary / Manager ensure that the decisions of the Board are implemented;
 - (e) On behalf of the Board submit a report on the conduct of the affairs of the Association at the Annual General Meeting.

- (2) The President may:
- (a) Attend, chair and vote at meetings of the Association provided only that the President shall not retain the chair during motions of dissent in the President's ruling;
 - (b) Call a meeting of an Association sub-committee with the agreement of one other member of the Board.

Vice-President

17. (1) The Vice-President shall:
- (a) Act on the President's behalf in any matter the President requests;
 - (b) Act in the absence or unwillingness of the President, with the full authority and responsibility of the President;
 - (c) Be signatory to all Association accounts.

Treasurer

18. (1) It is the duty of the Treasurer or the Association to ensure that –
- (a) All money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (b) 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; and
 - (c) Present a statement of accounts to each regular meeting of the Board; and
 - (d) Present the Annual Statement of Accounts and Balance Sheet for the preceding financial year each year at least two weeks before the Annual General Meeting and shall present the statement of Accounts and Balance Sheet at the Annual General Meeting.
 - (e) Should the Treasurer be unable to unwilling to do any matter or thing required of the Treasurer the Board may appoint another member of the Association to act in his / her stead.
 - (f) Be signatory to all Association accounts.

Secretary / Manager

19. (1) The Secretary / Manager of the Association shall. As soon as practicable after being appointed as Secretary / Manager, lodge notice with the Association of his or her address
- (2) The Secretary / Manager shall:
 - (a) Conduct all correspondence for the Association:
 - (b) Prepare the Annual Report of the Board for submission to the Annual General Meeting;
 - (c) Keep such records as the Board may direct
 - (d) Carry out the lawful directions of the Board
 - (e) Prepare for the Board and the Executive Committee the information required by them in relation to the finances and administration of the Association;
 - (f) Consult with and advise the Board and all other sub-committees;
 - (g) Have authority to incur expenditure as approve by the Board from time to time;
 - (h) Exercise a general supervision over all persons in the service of the Association;
 - (i) Have authority to give and countermand orders for the supply of goods and materials necessary for the maintenance of the current services of the Association on behalf of the Board;
 - (j) Perform such other duties as may from time to time be allocated by the Board;
 - (k) Be signatory to all Association accounts.
- (3) It is the duty of the Secretary / Manager to keep minutes of –
 - (a) All appointments of office-bearers and members of the Board;
 - (b) The names of members of the Board present at a Board meeting or a general meeting; and
 - (c) All proceeding at Board meetings and general meetings.

- (4) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (5) All minutes shall be made available to any member of the incorporated Association upon their request.
- (6)
 - (a) The Secretary / Manager may enter into, vary or discharge a contract in the name of or on behalf of the Association in the same manner as if the contract were entered into, varied or discharged by a natural person;
 - (b) The Secretary / Manager may be appointed as Public Officer or the Association if the Board deems fit.

Casual Vacancies

20. (1) For the purpose of these rules, a casual vacancy in the office of a member of the Board occurs if the member –
- (a) Dies;
 - (b) Ceases to be a member of the Association;
 - (c) Becomes an insolvent under administration within the meaning of the Corporations Act 1990;
 - (d) Resigns office by notice in writing given to the Secretary / Manager
 - (e) Is removed from office under rule 21;
 - (f) Becomes of unsound mind or a person whose person or estate is liable
 - (g) to be dealt with in any way under the law relating to mental health; or
 - (h) fails to attend three consecutive meetings without reasonable excuse or leave of absence from the Board.

Removal of member

21. (1) The Association in a general meeting may by resolution remove any member of the Board from the office of Board member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the Board to whom a proposed resolution referred to in clause (1) relates /makes representations in writing to the

Secretary / Manager or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary / Manager or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Meetings and quorum

22. (1) The Board shall meet monthly during College terms and at such other times as the Board may deem necessary at such place and time as the board may determine
- (2) Additional meetings of the Board may be convened by the President or in his/her absence the Vice-President.
- (3) Should any member of the Board cease to be a member of the Association in accordance with Rule 5 hereof or cease to hold office or appointment pursuant to Rule 20 herein his/her office shall be declared vacant.
- (4) Oral or written notice of a meeting of the Board shall be given by the Secretary / Manager to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under clause (5) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (6) Five (5) members of the Board shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (7) No business shall be transacted by the Board 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 the same place and at the same hour of the same day in the following week.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the meeting time appointed for the meeting, the meeting shall be dissolved.
- (9) At a meeting of the Board –
 - (a) The President or, in the President's absence, the Vice-President shall preside; or

- (b) If the President and the Vice-President are absent or unwilling to act such one of the remaining members of the Board as may be chosen by the members present at the meeting shall preside.

Delegation by committee to sub-committee

- 23. (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than –
 - (a) this power of delegation; and
 - (b) a function which is duty imposed on the Board by the Act or by any other law.
- (2) A function of the exercise which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitation as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

Voting and decisions

- 24. (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of

votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to rule 22 (6), the Board may act notwithstanding any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

PART 1V

GENERAL MEETINGS

Annual general meetings – holding of

25. (1) The Association shall convene an annual general meeting of its members not later than six weeks after the commencement of the first term at the College of TAFE referred to at Item 2 of the First Schedule hereto.
- (2) Clause (1) shall have effect subject to any extension or permission granted by the Commission under section 26 (3) of the Act.

Annual general meetings – calling of and business at

26. (1) The annual general meeting of the Association shall, subject to the Act and to rule 25, be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be –
- (a) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) To receive from the Board reports upon the activities of the Association during the last preceding financial year;
 - (c) To elect ordinary members of the Board; and
 - (d) To receive and consider the statement which is required to be submitted to members pursuant to section 26 (6) of the Act, being a statement which is not misleading and which gives a true and fair view of the following: -
 - I The income and expenditure of the Association during its last financial year;
 - II The assets and liabilities of the Association at the end of its last financial year;
 - III The mortgages, charges and other securities of any description affecting any of the property of the Association at the end of its last financial year;

- IV In respect of each trust of which the Association was trustee during a period, being the whole or any part of the last financial year of the Association;
 - V The income and expenditure of the trust during that period;
 - VI The assets and liabilities of the trust during that period; and
 - VII The mortgages, charges and other securities of any description affecting any of the property of the trust at the end of that period.
- (3) An annual general meeting shall be specified as such in the notice convening it.

Special general meetings – calling of

27. (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Board shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting –
- (a) Shall state the purpose or purposed of the meeting;
 - (b) Shall be signed by the members making the requisitions;
 - (c) Shall be lodged with the Secretary / Manager; and
 - (d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary / Manager, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member of members as referred to in Clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

Notice

28. (1) Except where the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the Association, the Secretary / Manager shall, at least 14 days before the date fixed for the holding of the general meeting, cause notification to be given to members of the Association a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting such notice to be effected as follows: -
- (a) By publication in the College of TAFE Newsletter, Journal, Diary or other publication circulated amongst members within the College of TAFE premises; and
 - (b) By affixing a prominent notice to the notice board of all major buildings in which Industry Groups receive tuition.
- (2) Where the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the Association, the Secretary / Manager shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member in the manner provided in Clause (1) specifying, in addition to the matter required under Clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a special general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 26 (2).
- (4) A member desiring to bring any business before a special general meeting may give notice in writing of that business to the Secretary / Manager who shall include that business in the next notice calling a special general meeting given after receipt of the notice from the member.

Procedure

29. (1) No item of business shall be transacted at a special general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Twenty (20) members present in person (being members entitled under these rules to vote at a special general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a special general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in

any other case shall stand adjourned to the same day in the same following week at the time and (unless another place is specified at her time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day at which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 5) shall constitute a quorum.

Presiding member

30. (1) The President or, in the President's absence, the Vice-President, shall preside as chairperson at each special general meeting of the Association.
- (2) If the President and the Vice-President are absent from a special general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

Adjournment

31. (1) The chairperson of a special general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a special general meeting is adjourned for 14 days or more, the Secretary /Manager shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in Clauses (1) and (2), notice of an adjournment of a special general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

Making of decisions

32. (1) A question arising at a special general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chair person that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or list, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (2) At a special general meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a special general meeting, the poll shall be taken –
 - (a) Immediately in the case of a poll which related to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

Special resolution

33. (1) A resolution of the Association is a special resolution if –
 - (a) It is passed by two-thirds of the members present and voting thereon being entitled under these rules so to do, at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
 - (b) Where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) – the resolution is passed in a manner specified by the Commission.

Voting

34. (1) Upon any question arising at a general meeting of the Association a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member of proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or Proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

Appointment of proxies

35. (1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary / Manager no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules.

PART V

MISCELLANEOUS

Insurance

36. (1) The Association shall affect and maintain insurance pursuant to Section 44 of the Act.

Funds – source

37. (1) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, income received as a result of the provision of services, goods or activities to members in accordance with the objects of the Association and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's account.
- (3) The Association shall, as soon as practicable after receiving any money, issue and appropriate receipt.

Funds – management

38. (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed in accordance with the provisions of these Rules.
- (3) The financial year shall commence on the first day of January in each year.
- (4) The funds and all other property of the Association shall be under the absolute control of the Board and shall be invested, applied, disposed of and used for the promotion of the objects of the Association as set forth in these Rules in such manner as the Board may think fit and only as authorised by the Board.
- (5) Members shall not incur expenditure on behalf of the Association and payment from the funds of the Association shall not be made without the authority of the Board.
- (a) All moneys, cheques, promissory notes and bills or exchange received shall be deposited in the name of the

Association in such bank, building society or credit-union operating under the laws of the State of New South Wales or in government or semi-government securities or in organisations in which trust funds may be deposited under Section 14 (ii) (f) of the Trustee Act 1925, as the Board may from time to time determine.

- (b) All securities held by the Association and all documents of title relating to the Association's property shall be lodged with the Association's financial institution or solicitor and the receipt of any three of the Executive Officers shall be sufficient discharge for the same.
 - (c) Cheques, promissory notes and bills of exchange payable to or to the order of the Association requiring endorsement for collection through the Association's accounts shall be endorsed by the Secretary / Manager and such other persons as may be authorised by the Board.
 - (d) Orders for the supply from time to time of goods and materials necessary for the maintenance of the current services of the Association may be given or countermanded on behalf of the Board by the Secretary / Manager.
 - (e) Receipts for any moneys paid to the Association may be signed on behalf of the Board by the Secretary / Manager or persons authorised by the Board.
 - (f) Where for any reason it becomes apparent that a sufficient number of authorised signatories may not be available to sign cheques for any period, the Board may resolve that a Board member be delegated for a nominated period to sign cheques in the place of any person so expected to be unavailable.
 - (g) Petty cash advances for any single purchase shall operate with a maximum sum to be determined by the Board.
 - (h) Every Board member and every Officer and employee of the Association shall be entitled to be indemnified out of the property of the Association against all liabilities properly incurred by him/her in or about the due execution of the affairs of the Association.
- (6) Cheques drawn on the Association accounts shall be signed by the Secretary / Manager or such person appointed to act in the absence of the Secretary / Manager and one other member of the Board being:
- (a) An executive officer of the Association; or

(b) Any one of two (2) Directors delegated by the Board for this responsibility:
provided that cheques in excess of a sum to be determined by the Board shall be signed by three of the authorised signatories.

Alteration of objects and rules

39. (1) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association which resolution must be approved by the person holding the position of Managing Director of TAFE for the time being or the person holding any position replacing the position of Managing Director. Once agreed to by the Managing Director of TAFE there is a requirement to lodge the details of the alteration with the commission for approval. The alteration must be lodged by the Public Officer of the Association.

Common seal

40. (1) The common seal of the Association shall be kept in the custody of the public officer.

(2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attended by the signatures either of 2 members of the Board or of 1 member of the Board and of the public officer of Secretary / Manager.

Custody of books, etc.

41. (1) Except as otherwise provided by these rules, the Secretary / Manger shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

Inspection of books etc.

42. (1) The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

Service of notices

43. (1) Or the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the members address shown in the register of members.

(2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time

at which the letter would have been delivered in the ordinary course of post.

Surplus property

44. (1) In the event of the winding up of the Association the Members of the Association shall by a special resolution nominate the Association (whether or not incorporated under this Act) in which the surplus property of the Association shall vest.

Winding up

45. (1) The Association may be wound up in accordance with the provisions of Sections 50 and 51 of the Act.

- (2) Section 50 of the Act provides for voluntary winding up as follows: -

“50 (1) an incorporated association may be wound up voluntarily if the Association so resolves by special resolution.

50 (2) subject to this Act, the provisions of the Corporations Act 1990 relating to the voluntary winding up of companies apply, so far as they are applicable and with such modifications as may be prescribed, to and in relation to the voluntary winding up of an incorporated association.”

- (3) The provisions of Section 51 of the Act provide for the winding up of an incorporated association by the Court, inter alia, in circumstances where the incorporated association: -

- (a) Is unable to pay its debts;
- (b) Has traded or secured pecuniary gain for its members;
- (c) Is engaged in activities inconsistent with its Statement of Objects;
- (d) The Board of the incorporated association has acted in the interests of the Board in a manner unfair or unjust to members of the association;
- (e) The Court is of the opinion that it is just and equitable that the association be wound up.

Audit

46. (1) Within one (1) month after the date on which the Association is incorporated, the board of management of the Association shall appoint, unless the Association at a General Meeting has appointed, a

person or persons, a firm or firms, as auditor or auditors of the Association.

- (2) A person or firm appointed as an auditor of the Association under sub-clause (1) holds office, subject to this Clause, until the first Annual General Meeting of the Association.
- (3) An Association shall –
 - (a) At its first Annual General Meeting appoint a person or person, a firm or firms, or a person or persons and a firm or firms, as auditor or auditors of the Association; and
 - (b) At each subsequent Annual General Meeting, if there is a vacancy in the office of the Auditor, appoint a person or persons, a firm or firms, of a person or persons and a firms or firms, to fill the vacancy.
- (4) A person or firm appointed as auditor under this Clause holds office until death or removal or resignation from office as further provided.
- (5) The Association or the Board of management of an Association shall not appoint a person or firm as auditor of the Association unless they have first forwarded to the auditor notice in writing of his or its nomination as auditor no less than 21 days before the meeting to be called to appoint the auditor is to be made and the Association or the members of the Association shall not appoint a person or firm as auditor of the company unless at such meeting consent by notice in writing has been received by the Association or the Board on the part of the auditor consenting to appointment as auditor of the Association.
- (6) An auditor of the Association may be removed from office by resolution of the Association at a General Meeting of which special notice has been given, but not otherwise.
- (7) Within seven (7) days after receiving a copy of the notice the auditor may make representations in writing , not exceeding a reasonable length, to the Association and request that, before the meeting at which the resolution is to be considered, a copy of the representation is to be sent by the Association at its expense to every member of the Association to whom notice of the meeting is sent.
- (8) The auditor may, without prejudice to his right to be heard orally or, where a firm is the auditor, to have a member of the firm heard orally on its behalf, require that the representations be read out at the meeting.
- (9) The auditor of the Association my resign as auditor of the Association by giving 21 days notice of such decision to resign to the Association stating the reasons for such resignation.
- (10) Reasonable fees and expenses of an auditor of an Association are payable by the Association.

- (11) An auditor of the Association shall report to the members on the accounts required to be laid before the Association at the Annual General Meeting and on the Association's accounting records and other records relating to those accounts.
- (12) A report by an auditor of the Association shall be furnished by the auditor to the Board members in sufficient time to enable the Association to include such report within the Annual Report of the Association to be submitted to the Annual General Meeting.
- (13) An auditor shall in the report forwarded to the Association, state –
- (a) The accounts are in his opinion properly drawn up so as to give a true and fair view of the surplus or loss of the Association for that financial year;
 - (b) In accordance with the applicable approved accounting standards.
- (14) (a) If, in the auditor's opinion, the accounts have not been drawn up in accordance with a particular applicable approved accounting standard –
- I Whether in the accountants opinion the accounts have given a true and fair view of the surplus and loss of the Association for the past financial year;
 - II If, in the auditor's opinions, the accounts would not if so drawn up give a true and fair view of the surplus and loss of the Association – the auditor's reasons for being of that opinion.
- (15) It is the duty of the auditor of the Association to form an opinion as to each of the following matters: -
- (a) Whether the auditor has received all information and explanations that were required; and
 - (b) Whether proper accounting records and other records, including registers, have been kept by the Association,
- and the auditor shall state in the auditor's report particulars of any deficiency, failure or shortcoming in respect of any matter referred to above.

Additional Rules applicable to Charities

47. (1) Provisions of the following rules apply where the Association is registered under or is exempted from registration by or under the Charitable Collections Act, 1934.
- (2) A member of the Board of Management shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or moneys worth shall be given by the association to any member of the Board except –
- (a) Repayment of out-of-pocket expenses;
 - (b) Interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and
 - (c) Reasonable and proper rent for premises let to the Association;
- (3) Without limiting the provisions of these rules relating to the election of Board members the office of a Board member shall become vacant if –
- (a) The Board member holds an office of profit in the Association;
 - (b) The Board member is directly or indirectly interested in any contract or proposed contract with the Association.
- (4) At the first general meeting of the Association, after registration or exemption as provided by Clause 47 (1) hereof, the Association shall, notwithstanding rule 44, pass a special resolution nominating a charity registered under the Charitable Collections Act, 1934, or exempted from registration by or under that Act, in which 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 the Association.
- (5) The charity so nominated shall be one which fulfils the requirements specified in section 53 (2) (a)- (c) of the Act.
- (6) A proposed alteration of the rules or of the statement of objects of the Association shall be notified to the Minister administering the Charitable Collections Act, 1934, in the manner required by the regulations under that Act.
- (7) The Association shall comply with such of the provisions of the Charitable Collections Act, 1934, and the regulations thereunder as are applicable to it.

Regulations

48. (1) The Board may enact regulations by Special Resolution to give effect to the provisions of these Rules and for the proper conduct of the Association's business provided only that:
- (a) The mover of any amendment to the Regulations shall set it out in full and present it to the Secretary / Manager who shall include it in the next notice calling a meeting of the Board;
 - (b) Minor changes to such an amendment may be made by the Board at the discretion of the chairperson;
 - (c) Each Regulation passed by the Board or any alteration, rescission or addition to an existing Regulation must be approved by the person holding the position of Principal of the College of TAFE referred to at Item 1 of the first schedule hereto or any person acting as such pending appointment of a permanent Principal.