



# **Tasmanian Society of Justices of the Peace Inc.**

**(TSJPI)**

**Rules of Association**

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## 1. Association Name

The name of the Association is as follows:

***THE TASMANIAN SOCIETY OF JUSTICES OF THE PEACE INCORPORATED.***

## 2. Definitions and Interpretations

In these rules, unless the context otherwise requires:

**accounting records** has the same meaning as in the Act;

**Act** means the Associations Incorporation Act 1964;

**annual general meeting** means an annual general meeting of the Society held under rule 13;

**Association and Society** mean the association referred to in rule 1;

**association** has the same meaning as in the Act;

**auditor** means the person appointed as the auditor of the Society under rule 10;

**authorised deposit-taking institution** means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth;

**basic objects of the Association** means the objects and purposes of the Society as stated in rule 4;

**committee** means the committee of management referred to in rule 22;

**financial year** has the same meaning as in the Act;

**general meeting** means –

(a) an annual general meeting; or (b) a special general meeting;

**honorary** means payment as specified under rule 7(3)(b) and (c);

**members** of the Society comprise full members, associate members and life members as referred to in rule 5;

**officer of the Association** means a person elected as an officer of the Society at an annual general meeting or appointed as an officer of the Society under rule 23;

**ordinary business of an annual general meeting** means the business specified in rule 13(5);

**ordinary committee member** means a member of the committee other than an officer of the Society;

**public officer** means the person appointed under rule 12 and who is, under section 14 of the Act, the public officer of the Society;

**special committee meeting** means a meeting of the committee that is convened under rule 27(4);

**special general meeting** means a special general meeting of the Society convened under rule 14;

**special resolution** has the same meaning as in the Act; and

**subscription** is the annual fee paid by members to the Society as determined in rule 30.

### **3. Society's office**

The office of the Society will be at the residential address of the Public Officer or the Secretary or at a place determined by the committee from time to time.

### **4. Objects and purposes of Association**

The objects and purposes of the Society consist of the following objects and purposes:

- (a) to represent the interests of all Justices of the Peace;
- (b) to foster, encourage, advance and promote the status and interests of Justices of the Peace;
- (c) to provide for the professional development of Justices of the Peace, including that which may be required by legislation or regulation;
- (d) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- (e) the purchase, sale or supply of, or other dealing in, goods necessary or convenient for any of the objects or purposes of the Association;
- (f) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Society;
- (g) the acceptance of a gift for any of the objects or purposes of the Society;
- (h) the taking of any step the committee, or the members of the Society at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Society;

- (i) the printing or publication of any newspaper, periodical, book, leaflet or other document the committee, or the members of the Society at a general meeting, determine desirable for the promotion of any of the objects or purposes of the Society;
- (j) the borrowing and raising of money in any manner and on terms –
  - (i) the committee thinks fit; or
  - (ii) approved or directed by resolution passed at a general meeting;
- (k) subject to the provisions of the Trustee Act 1898, the investment, in any manner the committee determines, of any money of the Society not immediately required for any of the objects or purposes of the Society;
- (l) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;
- (m) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Society;
- (n) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Society is amalgamated in accordance with the provisions of the Act and the rules of the Society;
- (o) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Society; and
- (p) the preparation of a strategic plan of the Society which specifies the outcomes and outputs that the Society desires to achieve on an ongoing basis.

## **5. Membership of Society**

- (1) A person who applies and is approved for membership in accordance with this rule is eligible to be a member of the Society on payment of the annual subscription specified in rule 30.
- (2) An application by a person to be a full member is to –
  - (a) provide evidence that the applicant is a registered Justice of the Peace in Tasmania; and
  - (b) be accompanied by an affirmation that the applicant will uphold the practices expected of a member of the Society; and
  - (c) be lodged with the public officer.
- (3) An application of a person to be an associate member is to be in accordance with sub-rule 5(2) except for sub-rule 5(2)(a).

- (4) The committee may nominate a person for life membership of the Society in a manner as determined by the committee from time to time.
- (5) As soon as practicable after the receipt of an application under sub-rule (2), the public officer is to review and verify the information provided prior to determining the outcome of the application.
- (6) The approval or otherwise of the nomination shall be referred to the committee and dealt with as specified by the policies of the Society at the time.
- (7) A member of the Society may resign by serving on the public officer a written notice of resignation.
- (8) On receipt of a notice from a member of the Society under sub-rule (7), the public officer is to remove the name of the member from the register of members.
- (9) A person –
  - (a) becomes a member of the Society when his or her name is entered in the register of members; and
  - (b) ceases to be a member of the Society when his or her name is removed from the register of members under sub-rule (7) or rules 32 and 33.
- (10) The public officer is to ensure that a register of members is maintained containing –
  - (a) the name of each member of the Society and the date on which he or she became a member;
  - (b) the Justice of the Peace registration number of the member and the date on which he or she became a Justice of the Peace;
  - (c) the member's postal or residential address or address of business or employment; and
  - (d) the member's contact telephone number; and
  - (e) an email address, if any, that the member has nominated as the email address to which notices from the Society may be sent; and
  - (f) the date on which the person ceased to be a member of the Society.
- (11) A full member, life member or associate member shall advise the public officer of any change in their personal and contact details.

## **6. Liability of members**

- (1) Any right, privilege or obligation of a person as a member of the Society –
  - (a) is not capable of being transferred to another person; and

(b) terminates when the person ceases to be a member of the Society.

(2) If the Society is wound up, each person who was, immediately before the Society is wound up, a member of the Society, and each person who was a member of the Society within the period of 12 months immediately preceding the commencement of the winding-up, is liable, subject to sub-rule (3) of this rule, to contribute –

(a) to the assets of the Society for payment of the liabilities of the Society; and

(b) for the costs, charges and expenses of the winding-up; and

(c) for the adjustment of the rights of the contributors among themselves.

(3) Any liability under sub-rule (2) is not to exceed the membership subscription already paid or due to be paid within that financial year.

(4) Despite sub-rule (2), a former member of the Society is not liable to contribute under that sub-rule in respect of any liability of the Society incurred after he or she ceased to be a member.

## **7. Income and property of Society**

(1) The income and property of the Society is to be applied solely towards the promotion of the objects and purposes of the Society.

(2) No portion of the income or property of the Society is to be paid or transferred to any member of the Society unless the payment or transfer is made in accordance with this rule.

(3) The Society may –

(a) pay a person or member of the Society –

(i) remuneration in return for services rendered to the Society, or for goods supplied to the Society, in the ordinary course of business of the person or member; or

(ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Society; or

(iii) a reasonable amount by way of rent for premises, or a part of premises, let to the Society by the person or member; and

(b) pay a member of the committee an honorarium in return for carrying out the functions of a member of the committee; and

(c) pay a member of a subcommittee an honorarium in return for carrying out the functions of a member of the subcommittee.

- (4) If so requested by or on behalf of any other association, organisation or body, the committee may appoint or nominate a member of the Society to an office in that other association, organisation or body.
- (5) Despite sub-rule 3, the Society is not to pay a person any amount under that sub-rule unless the payment has been approved at an annual general meeting of the Society.
- (6) Despite sub-rule 4, the Society is not to appoint or nominate a member of the Society under that sub-rule to an office in respect of which remuneration is payable unless the Society has first approved –
  - (a) that appointment or nomination; and
  - (b) the payment, if any, of that remuneration to that member.

## **8. Accounts of receipts and expenditure**

- (1) True accounts are to be kept of the following:
  - (a) each receipt or payment of money by the Society and the matter in respect of which the money was received or paid; and
  - (b) each asset or liability of the Society.
- (2) The accounts are to be open to inspection by the members of the Society at any reasonable time, and in any reasonable manner, determined by the committee.
- (3) The treasurer of the Society is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Society in the form and manner the committee determines.
- (4) The accounts, books and records are to be kept at the treasurer's residence or at any other place the committee may determine from time to time.

## **9. Banking and finance**

- (1) On behalf of the Society, the treasurer of the Society is to –
  - (a) receive any money paid to the Society; and
  - (b) immediately after receiving the money, issue an official receipt in respect of the money; and
  - (c) cause the money to be paid into the account opened under sub-rule (2) as soon as practicable after it is received.
- (2) The committee is to open with an authorised deposit-taking institution an account in the name of the Society.
- (3) The committee may –



- (a) receive from an authorised deposit-taking institution a cheque drawn by the Society on any of the Society's accounts with the authorised deposit-taking institution; and
  - (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.
- (4) Except with the authority of the committee, a payment of an amount exceeding \$20 is not to be made from the funds of the Society other than –
- (a) by cheque drawn on the Society's account; or
  - (b) by the electronic transfer of funds from the Society's account to another account at an authorised deposit-taking institution.
- (5) The committee may provide the treasurer of the Society with an amount of money to meet urgent expenditure, subject to any conditions the committee may impose in relation to the expenditure.
- (6) A cheque is not to be drawn on the Society's account, and an amount is not to be electronically transferred from the Society's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the committee.
- (7) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be signed by the treasurer of the Society or, in the treasurer's absence, by any other member of the officers of the Society.
- (8) An electronic transfer of an amount from the Society's account to another account at an authorised deposit-taking institution may only be completed if:
- (a) it is considered by the committee an ordinary operating expense of the Society; and
  - (b) is authorised by the treasurer of the Society or, in the treasurer's absence, an officer of the Society; and
  - (c) evidence of authorisation is kept in the Society's records, which may take the form of an electronic communication between at least 2 officers of the association.
- (9) Despite sub-rule (8), an electronic transfer may be made by the treasurer or other officer of the Society for extraordinary items if prior committee approval has been provided and minuted.

## **10. Auditor**

- (1) At each annual general meeting, the members of the Society present at the meeting are to appoint a person as the auditor of the Society.

- (2) If an auditor is not appointed at an annual general meeting under sub-rule (1), the committee is to appoint a person as the auditor of the Society as soon as practicable after that annual general meeting.
- (3) The auditor is to hold office until the next annual general meeting and is eligible for reappointment.
- (4) Between annual general meetings, the auditor may only be removed from the role of the Society at a general meeting.
- (5) If a casual vacancy occurs in the office of auditor, the committee is to appoint a person to fill the vacancy until the next annual general meeting.
- (6) The Society may pay an honorarium, or such other amount approved at an annual general meeting, to the auditor in return for carrying out the functions of an auditor.

## **11. Audit of accounts**

- (1) The auditor is to audit the financial affairs of the Society at least once in each financial year of the Association.
- (2) The auditor, after auditing the financial affairs of the Society for a particular financial year, is to –
  - (a) certify as to the correctness of the accounts of the Society; and
  - (b) at the next annual general meeting, provide a written report to the members of the Society who are present at that meeting.
- (3) In the report and in certifying to the accounts, the auditor is to –
  - (a) specify the information, if any, that he or she has required under sub-rule (5)(b) and obtained; and
  - (b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Society according to the information at his or her disposal; and
  - (c) state whether the rules relating to the administration of the funds of the Society have been observed.
- (4) The Society is to deliver to the auditor a list of all the accounting records, books and accounts of the Society.
- (5) The auditor may –
  - (a) have access to the accounting records, books and accounts of the Society; and

- (b) require from any employee of, or person who has acted on behalf of, the Society any information the auditor considers necessary for the performance of his or her duties; and
- (c) employ any person to assist in auditing the financial affairs of the Society; and
- (d) examine any member of the committee of, or any employee of, or person who has acted on behalf of, the Society in relation to the accounting records, books and accounts of the Society.

## **12. Public officer**

- (1) At each annual general meeting, the members of the Society present at the meeting are to appoint a person as the public officer of the Society.
- (2) If a public officer is not appointed at an annual general meeting under sub-rule (1), the committee is to appoint a person as the public officer of the Society as soon as practicable after the annual general meeting.
- (3) The public officer is to hold office until the next annual general meeting and is eligible for re-appointment.
- (4) The person appointed as public officer may also be an officer or committee member of the Society.

## **13. Annual general meeting**

- (1) The Society is to hold an annual general meeting each year.
- (2) An annual general meeting is to be held on any day, being not later than 3 months after the end of the financial year of the Society and on any day which the committee determines.
- (3) An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- (4) The notice convening an annual general meeting is to specify the purposes of the meeting.
- (5) The ordinary business of an annual general meeting is to be as follows:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the committee, auditor, employees and other persons acting on behalf of the Association reports on the transactions of the Association during the last preceding financial year of the Society; and
  - (c) to elect the officers of the Society and the ordinary committee members; and
  - (d) to appoint the auditor and determine his or her remuneration; and

- (e) to determine the honoraria for the officers of the Society and other persons acting on behalf of the Society.
- (6) An annual general meeting may transact business of which notice is given in accordance with rule 15.
- (7) Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Society, by the public officer or secretary as agreed, or by any other officer of the Society who is nominated by the chairperson of the meeting.

#### **14. Special general meetings**

- (1) The committee may convene a special general meeting of the Society at any time.
- (2) The committee, on the requisition in writing of at least 10 members of the Society, is to convene a special general meeting of the Society.
- (3) A requisition for a special general meeting –
  - (a) is to state the objects of the meeting; and
  - (b) is to be signed by each of the requisitionists; and
  - (c) is to be deposited at the office of the Society; and
  - (d) may consist of several documents, each signed by one or more of the requisitionists.
- (4) If the committee does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Society, or alternatively, within 21 days of a future date nominated by the requisitionists, any one or more of the requisitionists may convene the meeting within 3 months after the later of the above dates but such meeting will not be validly convened unless a quorum is present as required by rule 16.
- (5) A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the committee.
- (6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be funded by the Society.

#### **15. Notices and conduct of general meetings**

- (1) At least 14 days before the day on which a general meeting of the Society is to be held, the public officer is to publish a notice specifying –
  - (a) the place, day and time at which the meeting is to be held; and
  - (b) the nature of the business that is to be transacted at the meeting.

- (2) A notice is published for the purposes of sub-rule (1) if the notice –
- (a) is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
  - (b) appears on a website, or at an electronic address, of the Society; or
  - (c) is sent to each member of the Society at –
    - (i) the member's postal or residential address or address of business or employment; or
    - (ii) an email address that the member has nominated as the email address to which notices from the Society may be sent; or
  - (d) is given by another means, determined by the public officer, that is reasonably likely to ensure that the members of the Society will be notified of the notice.
- (3) Subject to the Act and these rules, the Committee may regulate the calling of, and the conduct of business, at any of the Society's meetings as it considers appropriate.
- (4) The Committee may permit members to participate in a particular meeting or all meetings by –
- (a) in person;
  - (b) telephone;
  - (c) video conference; or
  - (d) any other means of communication approved by the Committee.
- (5) A member who participates in a meeting under a permission granted under sub-rule (4) is taken to be present at the meeting.
- (6) Without limiting sub-rule (3), the Committee may allow a person to attend a meeting for the purpose of advising or informing it on any matter.

## **16. Business and quorum at general meetings**

- (1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- (2) Only full members who have paid their subscription for the financial year in which the general meeting is being held, and life members, are entitled to vote at the general meeting.
- (3) Business is not to be transacted at a general meeting unless a quorum of members of the Society entitled to vote is present at the time when the meeting considers that business.

- (4) A quorum for the transaction of the business of a general meeting is 8 members, as described in sub-rule 16(2) of the Association, which includes at least 4 members of the officers of the association who are entitled to vote.
- (5) If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting –
  - (a) if convened on the requisition of members of the Society, is dissolved; or
  - (b) if convened by the committee, is to be adjourned to a date within 21 days and –
    - (i) at the same place; or
    - (ii) at any other place specified by the chairperson –
      - (A) at the time of the adjournment; or
      - (B) by notice in a manner determined by the chairperson.
- (6) If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

### **17. Chairperson at general meetings**

At each general meeting of the Society, the chairperson is to be –

- (a) the president; or
- (b) in the absence of the president, the vice-president or the immediate past president.

### **18. Adjournment of general meetings**

- (1) The chairperson of a general meeting at which a quorum is not present may adjourn the meeting with the consent of the members of the Society who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- (3) If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

### **19. Determination of questions arising at general meetings**

- (1) A question arising at a general meeting of the Society is to be determined on a show of hands.

- (2) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Society, is evidence of that fact unless a poll is demanded on or before that declaration.

## **20. Votes**

- (1) On any question arising at a general meeting of the Society, a member of the Society entitled to vote as provided for in sub-rule 16(2), including the chairperson, has one vote only.
- (2) All votes are to be given personally.
- (3) The approval of any question arising at a general meeting of the Society shall require a majority of the votes described in sub-rule 20 (1).

## **21. Taking of poll**

- (1) If at a general meeting a poll on any question is demanded:
- (a) the poll is to be taken at that meeting in the manner the chairperson determines; and
  - (b) the result of the poll is taken to be the resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- (3) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

## **22. Affairs of Society to be managed by a committee**

- (1) The affairs of the Society are to be managed by a committee of management constituted as provided in rule 23.
- (2) The committee –
- (a) is to control and manage the business and affairs of the Society; and
  - (b) may exercise all the powers and perform all the functions of the Society, other than those powers and functions that are required by these rules to be exercised and performed by members of the Society at a general meeting; and
  - (c) has power to do anything that appears to the committee to be essential for the proper management of the business and affairs of the Society; and

(d) shall be responsible, together with the public officer, for the management of all records of the Society in accordance with the determinations of the committee from time to time; and

(e) may not delegate its powers.

(3) The committee may offer the office of Patron of the Society to the Governor of Tasmania or other distinguished person in a manner determined by the committee from time to time.

### **23. Officers of the Society**

(1) The officers of the Society are as follows:

(a) the president;

(b) the vice-president;

(c) the immediate past president, who shall be the member who occupied the position of president immediately prior to the current president;

(d) the treasurer; and

(e) the secretary.

(2) Subject to sub-rule (5), the officers of the Society are to be elected in accordance with rule 25.

(3) A full member or life member may hold a position as an officer of the Society.

(4) Each officer of the Society, except the immediate past president, is to hold office until the end of the next annual general meeting after that at which he or she is elected and is eligible for re-election.

(5) A member elected as president may not hold the position for more than 3 successive years.

(6) If a casual vacancy in an office referred to in sub-rule (1) occurs, the committee may appoint one of the Society's members to fill the vacancy until the end of the next annual general meeting after the appointment.

(7) If an office referred to in sub-rule (1) is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

(8) Unless otherwise determined by the committee, the president shall represent the association at meetings of the Australian Council of Justices Associations or any organisation which acquires similar roles and functions as the Council.



(9) The public officer shall be invited to all meetings of the committee and may attend all general meetings.

## **24. Constitution of the committee**

(1) The committee consists of –

(a) the officers of the Association as provided for in rule 23; and

(b) up to 5 other members elected at the annual general meeting or appointed in accordance with this rule.

(2) A full member or life member may be a member of the committee.

(3) An ordinary committee member is to hold office until the end of the next annual general meeting after that at which he or she is elected and is eligible for re-election.

(4) If a casual vacancy occurs in the office of an ordinary committee member, the committee may appoint a member of the Society to fill the vacancy until the end of the next annual general meeting after the appointment.

(5) If an office of an ordinary committee member is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

## **25. Election of members of committee**

(1) A nomination of a candidate for election as an officer of the Society, except for that of the immediate past president, is to be –

(a) made in writing by the nominee, signed by the nominee and 1 other member of the Society and accompanied by the written consent of the candidate; and

(b) delivered to the public officer at least 10 days before the day on which the annual general meeting is to be held.

(2) If insufficient nominations are received to fill all vacancies on the committee –

(a) the candidates nominated are taken to be elected; and

(b) further nominations are to be received at the annual general meeting.

(3) If the number of nominations received is equal to the number of vacancies on the committee to be filled, the persons nominated are taken to be elected.

(4) If the number of nominations received exceeds the number of vacancies on the committee to be filled, a ballot is to be held.

- (5) If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the committee to be filled, a ballot is to be held in relation to those further nominations.
- (6) If after the further nominations received at the annual general meeting, there are vacancies in position on the committee, those vacancies shall be considered to be casual vacancies as per sub-rule 24 (3).
- (7) The ballot for the election of officers of the Society and ordinary committee members is to be conducted at the annual general meeting in the manner determined by the committee.
- (8) The role of immediate past president shall be allocated to the member who meets the requirements of rule 23(1)(c).
- (9) If the member who would ordinarily have met the requirements to be the immediate past president is unable or does not wish to hold that position, the committee may appoint:
  - (a) a former president to undertake that role; or
  - (b) if necessary, an additional member to the committee who will undertake that role.

## **26. Vacation of office**

- (1) For the purpose of these rules, the office of an officer of the Society, or of an ordinary committee member, becomes casually vacant if the officer or committee member –
  - (a) dies; or
  - (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
  - (c) becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or
  - (d) resigns office in writing addressed to the Association; or
  - (e) ceases to be ordinarily resident in Tasmania; or
  - (f) has failed to attend three consecutive meetings of the committee without an apology or leave granted by the committee; or
  - (g) ceases to be a member of the Association; or
  - (h) fails to pay, within 14 days after receiving a notice in writing signed by the public officer, stating that the officer or committee member has failed to pay the annual subscription currently due, and all other such amounts due and payable by the officer or member.

(2) Any such vacancy will be filled in accordance with the filling of casual vacancies as specified in rule 23 (5).

## **27. Meetings of the committee**

- (1) The committee is to meet at least once in every 3 months at any place and time the committee determines.
- (2) A meeting of the committee, other than a meeting referred to in sub-rule (1), may be convened by the president or any 3 of the members of the committee.
- (3) A notice for a meeting in accordance with sub-rules (1) and (2) shall be:
  - (a) sent to each member of the Society at –
    - (i) the member's postal or residential address or address of business or employment; or
    - (ii) an email address that the member has nominated as the email address to which notices from the Society may be sent; or
  - (b) given by another means, determined by the public officer, that is reasonably likely to ensure that the members of the Society will be notified of the notice; and
  - (c) and is to specify the general nature of the business to be transacted.
- (4) A special committee meeting may only transact business of which notice is given in accordance with sub-rule (3).
- (5) A quorum for the transaction of the business of a meeting of the committee is 4 members of the committee.
- (6) Business is not to be transacted at a meeting of the committee unless a quorum is present.
- (7) The committee may allow a member or other persons to participate in part or all of a meeting for the purpose of advising or informing it on any matter.
- (8) If a quorum is not present within half an hour after the time appointed for the commencement of –
  - (a) a meeting of the committee, other than a special committee meeting, the meeting is to be adjourned to a date within 21 days at a time and place to be determined; or
  - (b) a special committee meeting, the meeting is dissolved.
- (9) At each meeting of the committee, the chairperson is to be –
  - (a) the president; or
  - (b) in the absence of the president, the vice-president or the immediate past president;

- (10) Any question arising at a meeting of the committee is to be determined – (a) on a show of hands; or
- (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (11) On any question arising at a meeting of the committee, a member of the committee (including the chairperson) has one vote only.
- (12) In the case of an equality of votes, the question passes in the negative.
- (13) The committee may appoint a subcommittee in a manner determined by the committee from time to time.

## **28. Disclosure of interests**

- (1) If a member of the committee or a member of a subcommittee has a direct, indirect or perceived pecuniary interest in a matter being considered, or about to be considered, by the committee or subcommittee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the committee and leave the meeting during the discussion and vote on the matter.
- (2) If at a meeting of the committee or a subcommittee a member of the committee or subcommittee does vote in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

## **29. Executive committee**

- (1) The president, the vice-president, the immediate past president, the treasurer and the secretary constitute the executive committee.
- (2) During the period between meetings of the committee, the executive committee may issue instructions to the public officer, employees and members of the Society in matters of urgency connected with the management of the affairs of the Society.
- (3) The executive committee is to report on any instructions issued under sub-rule (2) to the next meeting of the committee.

## **30. Annual subscription**

- (1) The annual subscriptions, for the subsequent financial year of the Society, that are payable by –
- (a) full members; and
- (b) associate members –

of the Society are to be determined by the committee and approved annually at the annual general meeting.

- (2) An annual subscription fee is not payable by a life member.
- (3) The members of the Society may alter by special resolution the annual subscription for a financial year of the Society.
- (4) The annual subscription, for a financial year of the Society, that is payable by members of the Society is due and payable on the first day of the financial year.
- (5) If –
  - (c) a member of the Society has not paid his or her annual subscription for a financial year of the Society within 3 months after the first day of the financial year; and
  - (d) there has been sent to the member, after the first day of the financial year, a notice in writing, signed by the public officer or other appointed committee member of the Society, stating that the member's name may be removed from the register of members if the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member; and
  - (e) the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member –

the public officer shall remove the name of the member from the register of members maintained under rule 5(9).

- (6) If a member of the Society has not paid his or her annual subscription for a financial year of the Society within 3 months after the first day of the financial year, or within 14 days after receiving a notice under sub-rule (4)(b), whichever is the later day, he or she is not entitled to attend, or vote at, a general meeting of the Society.
- (7) If a new member of the Society is approved in accordance with these rules after the commencement of the financial year, the subscription payable will be a proportion of the annual subscription equivalent to the proportion of the financial year remaining.

### **31. Service of notices and requisitions**

Except as otherwise provided by these rules, and in accordance with the Act, a document may be served under these rules on a person by –

- (f) giving it to the person; or
- (g) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- (h) emailing it to the person's email address; or

- (i) is given by another means, determined by the public officer, that is reasonably likely to ensure that the person be notified of the notice.

### **32. Expulsion of members**

- (1) The committee may expel a member from the Society if, in the opinion of the committee, the member is guilty of conduct detrimental to the interests of the Society.
- (2) The expulsion of a member under sub-rule (1) does not take effect until whichever of the following occurs later:
  - (a) the fourteenth day after the day on which a notice is served on the member under sub-rule (3); or
  - (b) if the member exercises his or her right of appeal under rule 33, the conclusion of the special general meeting convened to hear the appeal.
- (3) If the committee expels a member from the Society, the public officer, without undue delay, is to cause to be served on the member a notice in writing –
  - (a) stating that the committee has expelled the member; and
  - (b) specifying the grounds for the expulsion; and
  - (c) informing the member of the right to appeal against the expulsion under rule 33.

### **33. Appeal against expulsion**

- (1) A member may appeal against an expulsion under rule 32 by serving on the public officer, within 14 days after the service of a notice under rule 32(3), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- (2) On receipt of a requisition, the public officer is to immediately notify the committee of the receipt.
- (3) The committee is to cause a special general meeting to be held within 28 days after the day on which the requisition is received.
- (4) At a special general meeting convened for the purpose of hearing an appeal under this rule –
  - (a) no business other than the question of the expulsion is to be transacted; and
  - (b) the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion; and
  - (c) the expelled member must be given an opportunity to be heard; and

(d) the members of the Society who are present, other than the member who is appealing the expulsion, are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.

(5) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –

(a) the expulsion is lifted; and

(b) the expelled member is entitled to continue as a member of the Society.

(6) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –

(a) the expulsion takes effect; and

(b) the expelled member ceases to be a member of the Society.

### **34. Disputes**

(1) A dispute between a member of the Society, in his or her capacity as a member, and the Society is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.

(2) This rule does not affect the operation of rule 33.

### **35. Seal of Society**

(1) The seal of the Society is to be in the form of a rubber stamp inscribed with the name of the Society encircling the word "Seal".

(2) The seal is not to be affixed to any instrument except by the authority of the committee.

(3) The affixing of the seal is to be attested by the signatures of –

(a) two members of the committee; or

(b) one member of the committee and – (i) the public officer; or

(ii) any other person the committee may appoint for that purpose.

(4) If a sealed instrument has been attested under sub-rule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the committee.

(5) The seal is to remain in the custody of the public officer or secretary of the Society.