

# THE AUSTRALASIAN INSTITUTE FOR MARITIME ARCHAEOLOGY INC.

## CONSTITUTION

### PART 1 — PRELIMINARY

#### 1. Title

The name of the association shall be: The Australasian Institute for Maritime Archaeology (Incorporated) herein after referred to as “the Institute”.

#### 2. Terms used

In these rules, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*;

**books**, of the Institute, includes the following —

- (a) a membership register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document; and
- (d) any other record of information.

**Code of Ethics** refers to the AIMA Code of Ethics;

**Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;

**Committee** refers to a committee appointed by the Council. Under the terms of the Act the committee that manages the Institute is the Council.

**financial records** includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements.

**general meeting**, of the Institute, means a meeting of the Institute that all members are entitled to receive notice of and to attend;

**roles and responsibilities policy** refers to the policy document maintained by the Council that outlines the role and responsibilities of Officers, committees, members appointed to administrative positions and others as required. This will be updated periodically as required.

**rules** means these rules of the Institute, as in force for the time being.

### 3. Financial year

The financial year of the Institute is the period beginning on the first of July in each year and ending on the thirtieth of June in the following year.

## PART 2 — OBJECTS OF THE INSTITUTE

### 4. Objects

- (1) The property and income of the Institute must be applied solely towards the promotion of the objects or purposes of the Institute and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) The basic objects of the Institute are:
  - (a) to undertake scientific research in the field of maritime archaeology;
  - (b) to promote the advancement of the field of maritime archaeology;
  - (c) to promote international co-operation in the excavation of maritime archaeological sites, and the research and studies related to this field;
  - (d) to co-operate with maritime archaeological associations and any other body or person having similar aims;
  - (e) to publish periodically a journal and newsletter or such other publications as may be determined from time to time;
  - (f) to inform and make recommendations to government and organisations of matters

- relating to maritime archaeology;
- (g) to co-operate with Australasian organisations working in the field of maritime archaeology;
  - (h) to subsidise or contribute to any institutions, organisations and scholarships agreeable to any of the objects specified herein; and
  - (i) to support the aims, rules and articles of the UNESCO Convention on the Protection of the Underwater Cultural Heritage and adopt the rules as the process it will use in implementing any of its activities on underwater cultural heritage.
- (3) To achieve these objects the Institute's powers include:
- (a) acquiring, leasing, holding and disposing of real or personal property;
  - (b) the buying, selling, supplying of, and dealing in goods of all kinds;
  - (c) the construction, maintenance, and alteration of buildings or works;
  - (d) the accepting of any gift;
  - (e) the printing and publishing (including online publishing) of newspapers, periodicals, books, leaflets, and other documents;
  - (f) the borrowing and raising of money on the terms as the Council may think fit; and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Institute;
  - (g) investing its money in any security in which trust monies may be lawfully invested;
  - (h) the making of gifts, subscriptions, or donations to any fund, authority, or institution;
  - (i) the establishment and/or support of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit members of the Institute and their dependents, and the granting of pensions, allowances, or other benefits to members or past members of the Institute and their dependents, and the making of payments towards insurance in relation to any of those purposes;
  - (j) the establishment and/or support of any other association formed with any of the basic objects of the Institute; in particular the support and establishment of State or Regional associations which have similar objects to the Institute; and
  - (k) the doing of all such other lawful things as are incidental or conducive to the attainment of the objects of the Institute.

## **PART 3 — MEMBERS**

### **5. Eligibility for membership**

- (1) The Institute shall have a minimum of 6 ordinary members.

- (2) An individual who has not reached the age of 15 years is only eligible to apply for associate membership.

## **6. Applying for membership**

- (1) A person who wants to become a member must apply in writing or online to the Institute.
- (2) The application must include the applicant's agreement to abide by the Institute's Code of Ethics.
- (3) The application procedure must notify each applicant that under the constitution another member may request access to the register.
- (4) The application must be lodged with the Secretary of the Institute, either in person, online or by mail.
- (5) The Secretary must consider each application for membership of the Institute and decide whether to accept or reject the application.
- (6) The Secretary may defer their consideration of an application if they consider that any matter relating to the application needs to be considered by the Council. The Council must then decide whether to accept or reject the application.
- (7) If the Secretary or Council rejects an application, they are not required to give the applicant reasons for doing so.
- (8) The Secretary must notify the applicant in writing of the decision to accept or reject the application as soon as practicable after the decision has been made.
- (9) An applicant for membership of the Institute becomes a member when —
  - (a) the Secretary (or the Council) accepts the application; and
  - (b) the applicant pays any membership fees payable to the Institute under rule 10.

## **7. Register of members**

- (1) The Secretary must maintain a register of members, which includes each member's name, each member's residential, postal or email address, the class of membership to which each member belongs and the date on which they became a member.

- (2) The Secretary must record in the register any change in the member's membership of the association within 28 days after the change occurs.
- (3) Before registering, members must be made aware that their name and a nominated residential, postal or email address may be made available for inspection by the membership.
- (4) The Institute must, at the request of a member, make the register of members available for inspection by the member.
- (5) Subject to subrule (6) a member may make a copy of, or take an extract from, the register.
- (6) An application to inspect the Register is made to the Secretary.
- (7) The Executive may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Institute.
- (8) The member may receive a copy of the register of members that contains only the members' names and their nominated residential, postal or email address. All other contact information and account details will remain private.

## **8. Classes of membership**

- (1) The Institute consists of ordinary members and associate members (who may be individual associate members or organisational associate members).
- (2) An ordinary member has full voting rights and any other rights that are conferred by these rules, approved by resolution at a general meeting, or determined by the Council.
- (3) A person can become a life member by paying to the Institute the sum specified in rule 10(3) or such other sum as may be determined by the Council. A life member has all the same rights as an ordinary member.
- (4) A person may be made an honorary life member if, in the opinion of the Council, they have performed outstanding service for the Institute and/or the cause of maritime archaeology. An honorary life member has all the same rights as an ordinary member.
- (5) Associate members may be:
  - (a) individuals who are under the age of 15; or
  - (b) associations, bodies and organisations, whether incorporated or unincorporated.

- (6) Associate members shall have the same rights, privileges and obligations as ordinary members other than voting rights.

## **9. When membership ceases**

- (1) A person ceases to be a member when any of the following takes place —
  - (a) for a member who is an individual, the individual dies;
  - (b) for a member who is a body corporate, the body corporate is wound up;
  - (c) the person resigns from the Institute under rule 9(3);
  - (d) the person is expelled from the Institute under rule 11;
  - (e) the person fails to pay overdue membership fees to the Institute under rule 10(1).
- (2) The Secretary must keep a record, for at least one year after a person ceases to be a member, of —
  - (a) the date on which the person ceased to be a member; and
  - (b) the reason why the person ceased to be a member.
- (3) A member may resign from the Institute by giving written notice of the resignation to the Secretary. Upon receipt of the notice, the Secretary must remove the name of the member from the register of members, whereupon that member ceases to be a member of the Institute.
- (4) A right, privilege, or obligation of a person or organisation by virtue of their membership of the Institute:
  - (a) is not capable of being transferred or transmitted; and
  - (b) terminates upon the cessation of membership, whether by death, resignation, or otherwise.
- (5) Members are not to be liable for payment of liabilities of the Institute.
- (6) All members must conduct themselves in a manner consistent with the objects of the Institute and must abide by these rules and the Code of Ethics.

## **10. Membership fees**

- (1) The annual membership fee is due and payable on or before the first day of the financial year of the Institute. Any member who fails to pay by the end of the third month after the commencement of the financial year (September) ceases to be a member at that time.
- (2) The amount of the annual subscription for each class of membership may be altered by

the Council.

- (3) Life members, with the exception of honorary life members, must pay a fee of \$1000, or such amount as determined by the Council.
- (4) Life members, including honorary life members, are exempt from the payment of annual membership fees.

## **PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION**

### **Division 1 — Disciplinary action**

#### **11. Expulsion of a member**

- (1) The Council may decide to expel a member from the Institute if —
  - (a) the member contravenes any of these rules or the Code of Ethics; or
  - (b) the member acts detrimentally to the interests of the Institute.
- (2) A decision of the Council to expel the member from the Institute takes immediate effect.
- (3) The Secretary must give the member written notice of the expulsion without undue delay.
- (4) The notice given to the member must state —
  - (a) that the member has been expelled;
  - (b) the grounds on which the expulsion is based; and
  - (c) that the member may, within 14 days after the receipt of the notice, appeal against the expulsion.
- (5) The expelled member may appeal by sending the Secretary a written requisition demanding the issue be an agenda item at the next annual general meeting.
- (6) At the annual general meeting:
  - (a) the Council may place before the meeting details of the grounds of the expulsion and the reasons for the expulsion;
  - (b) the expelled member must be given an opportunity to be heard; and
  - (c) the members present must vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.

- (7) If at the general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion must be lifted and the expelled member is entitled to continue their membership of the Institute.
- (8) If at the general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Institute.

## **Division 2 — Resolving disputes**

### **12. Application of Division**

- (1) The grievance procedure set out in this section applies to disputes under these Rules
  - (a) between members;
  - (b) between one or more members and the Council;
  - (c) between one or more members and the Institute.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure under rule 11.

### **13. How grievance procedure is started**

- (1) The parties to a dispute must attempt to resolve the dispute in good faith between themselves within 14 days after the dispute has come to the attention of each party.
- (2) If the parties to a dispute are unable to resolve the dispute between themselves within 10 days the parties must:
  - (a) notify the Executive of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.

### **14. Mediation**

- (1) The mediator must be a person appointed by the Executive.
- (2) The mediator may be a member or former member of the Institute but must not be a person who –
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

- (3) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (4) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (5) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (6) The mediator to the dispute, in conducting the mediation, must –
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (7) The mediator must not determine the dispute.
- (8) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute by making an application to the State Administrative Tribunal.

## **PART 5 — COUNCIL AND EXECUTIVE COMMITTEE**

### **Division 1 — Council and Executive Committee**

#### **15. Council**

- (1) The affairs of the Institute will be managed by a Council constituted as provided in rule 16.
- (2) The Council:
  - (a) will control and manage the business and affairs of the Institute;
  - (b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Institute, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Institute;
  - (c) subject to the Act and these rules, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Institute.

- (d) may delegate to the executive committee any of its powers and functions other than a duty imposed on the Council by the Act or any other law; and
- (e) will outline the delegation of powers in the roles and responsibilities policy.

## **16. Composition of the Council**

- (1) The Council consists of the following, all of whom have voting rights:
  - (a) the Officers of the Institute as listed in rule 18;
  - (b) 20 other members elected as Councillors; and
  - (c) the AIMA/NAS Senior Tutor
- (2) The Council may also consist of observers including:
  - (a) a website administrator;
  - (b) a newsletter editor; and
  - (c) a journal editor.

## **17. Executive Committee**

- (1) The Executive Committee will control and manage the business and affairs of the Institute with the powers and functions delegated to it by the Council and outlined in the in the roles and responsibilities policy.
- (2) The Executive has the power to remove a member from an administrative position under rule 27(8).

## **18. Composition of the Executive Committee**

The Executive Committee consists of the following Officers of the Institute:

- (a) a President;
- (b) a Senior Vice-President;
- (c) two Vice-Presidents;
- (d) a Treasurer; and
- (e) a Secretary.

## **19. Duties and Disclosure of interest**

- (1) The Institute will maintain a policy document that outlines the role and responsibilities of the Officers, committees, members appointed to administrative positions and others as required. This will be updated periodically as required.
- (2) Councillors of the Institute must abide by the duties contained in the Act, in these rules and in the AIMA roles and responsibilities policy, including:

- (a) Councillors must exercise their powers and discharge their duties with care and diligence;
  - (b) Councillors must exercise their powers and discharge their duties in good faith in the best interest of the Institute and for a proper purpose;
  - (c) Councillors must not improperly use their position to gain an advantage for themselves or another person or organisation, or to cause detriment to the association;
  - (d) Councillors must not improperly use information gained as a Councillor to gain an advantage for themselves or another person or organisation, or to cause detriment to the association.
- (3) Councillors who have a material personal interest in any matter being considered by the Council or Executive Committee must disclose the nature and extent of their interest to the Council and the next general meeting as soon as they become aware of it, and this disclosure must be recorded in the minutes.
- (4) Councillors who have a material personal interest in any matter being considered by the Council or Executive Committee must not be present while the matter is being considered and must not vote on the matter.

## **20. Council Meetings and Decision Making**

- (1) Council may use technology to correspond and make decisions. Email is the preferred technology to be used due to the geographical dispersion of Council members and the difficulty of instantaneous communication with a Council of this size.
- (2) The Institute will maintain a dedicated group email address for the Council to facilitate communication and decision-making (referred to as the Council Email Group).
- (3) Councillors must provide the secretary with an up-to-date email address for the Council Email Group.
- (4) Council decisions are made by the procedure below, unless exempted under rule 20(5):
- (a) Any Councillor may move or second a motion.
  - (b) All motions must be seconded by a Councillor prior to circulation.
  - (c) The President or Secretary will circulate the motion to the Council Email Group, acting as a chairperson for the process.
  - (d) The motion is the only business of that email and the title of the email will include the phrase 'AIMA Council Motion'. The email must prescribe a deadline for voting.

- (e) Quorum is automatically secured because all Councillors are required to provide an up-to-date email address to the Institute.
  - (f) Voting will be open for a minimum of five working days, or until a majority of Councillors have voted in favour of or against the motion.
  - (g) A minimum of 9 votes is needed for a vote to be valid.
  - (h) Councillors vote by emailing Council Email Group.
  - (i) Based on a majority of those who have voted the motion is either adopted or rejected. Once the motion is adopted it becomes a Council Resolution.
  - (j) The Secretary will notify the Council of the result through the Council Email Group.
  - (k) Council Resolutions will be reported to the membership at the annual general meeting.
- (5) The Executive, or any two Councillors, may determine that the decision making process include a discussion period. In these cases all procedures in 19(4) will be followed with the inclusion of the following:
- (a) Once the motion has been sent to the Council Email Group the discussion will be open and the chair will moderate. During the discussion the motion may be amended, postponed or withdrawn.
  - (b) When the chair is satisfied the discussion is complete, and a minimum of five working days has elapsed, the discussion will be closed.
  - (c) The chair will then email the Council Email Group calling for an E-Vote.

## **Division 2 — Election of Officers and Councillors**

### **21. Election of Officers and Councillors**

- (1) A person may be nominated as an Officer or Councillor if they are:
  - (a) an individual who has reached 18 years of age; and
  - (b) an ordinary member of the Institute.
- (2) At least 21 days before an annual general meeting, the Secretary must send written notice to all the members —
  - (a) calling for nominations for election of Officers or Councillors; and
  - (b) stating the date by which nominations must be received by the Secretary.
- (3) Nominations of candidates for election as Officers or Councillors:
  - (a) must be made in writing confirmed by two members of the Institute and accompanied by the written consent of the candidate;
  - (b) shall be delivered to the Secretary of the Institute at least ten days before the date of the annual general meeting.

- (4) If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and the chairperson of the meeting may call for nominations from the ordinary members at the annual general meeting.
- (5) 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.
- (6) If the number of nominations exceeds the number of vacancies to be filled, the ordinary members at the meeting must vote by secret ballot in a process supervised by the secretary.
- (7) Each ordinary member present at the meeting may vote for one member who has nominated for each position.
- (8) A member who has nominated for the position may vote for himself or herself.
- (9) On their election, the new President of the Institute may take over as the chairperson of the meeting.

## **22. Term of office**

- (1) Each Officer and Councillor of the Institute shall hold office until the next annual general meeting but is eligible for re-election.
- (2) The term of office of an Officer or Councillor of the Institute begins when the member —
  - (a) is elected at an annual general meeting or under subrule 23(3)(b); or
  - (b) is appointed to fill a casual vacancy under rule 25.

## **23. Resignation and removal from office**

- (1) An Officer or Councillor may resign from their position by giving written notice to the Secretary or, if the resigning member is the Secretary, to the President.
- (2) The resignation takes effect —
  - (a) when the notice is received by the Secretary or President; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a special general meeting, the Institute may by resolution —
  - (a) remove an Officer or Councillor from office; and
  - (b) elect a member who is eligible under rule 21(1) to fill the vacant position.

- (4) An Officers or Councillor who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.

#### **24. When Officer or Councillor position ceases**

- (1) For the purposes of these rules, the office of an Officer or Councillor becomes vacant if that person:
  - (a) dies or otherwise ceases to be a member of the Institute; or
  - (b) resigns or is removed from office under rule 23; or
  - (c) becomes ineligible to accept an appointment as an Officer or Councillor under the Act, which deals with issues of bankruptcy or a related indictable offence;
  - (d) becomes permanently unable to act as an in that position because of a mental or physical disability; or
  - (e) fails to pay overdue membership fees within 30 days of being alerted by the Institute.

#### **25. Filling casual vacancies**

- (1) The Council may appoint a member who is eligible under rule 21(1) to fill an Officer or Councillor position that —
  - (a) has become vacant under rule 24; or
  - (b) was not filled by election at the most recent annual general meeting or under rule 23(3)(b).
- (2) If the position of Secretary becomes vacant, the Council must appoint a member who is eligible under rule 21(1) to fill the position as soon as possible.

#### **26. Committees**

- (1) To help the Council in the conduct of the Institute's business, the Council may appoint one or more Committees and may prescribe the powers and functions thereof.
- (2) The Council may co-opt as members of a Committee such persons as it thinks fit, whether or not those persons are members of the Institute, but a non-member so co-opted is not entitled to vote.
- (3) A chairperson must be appointed to each committee.

## **PART 6 —ADMINISTRATIVE POSITIONS**

### **27. Administrative positions**

- (1) The Institute may create administrative positions to manage specific aspects of its business. Examples may include the Newsletter Editor, Journal Editor and NAS Senior Tutor.
- (2) The responsibilities of each administrative position may be outlined in the roles and responsibilities policy.
- (3) Administrative positions are created or terminated by either the Council, or the membership at its annual general meeting.
- (4) Terms of office for administrative positions may be defined in the roles and responsibilities policy.
- (5) Members are appointed to administrative positions by either the Council, or the membership at its annual general meeting.
- (6) Members holding an administrative position must report on the business of the preceding year to the membership at the annual general meeting.
- (7) A member holding an administrative position must notify the Secretary and the President in writing of their intention to resign from a position. It is preferable that the member resigns at the annual general meeting and provides notice at least 30 days in advance.
- (8) The Executive has the power to remove a member from an administrative position on the grounds they are not acting in the interest of the Institute or if they fail to fulfil the duties of the position. This may trigger the appointment of a replacement by the Council or by the membership at the annual general meeting.

## **PART 7 —GENERAL MEETINGS OF INSTITUTE**

### **28. Annual general meeting**

- (1) The annual general meeting is a meeting to which all members of the Institute are invited.

- (2) The Institute must, in each year, hold an annual general meeting.
- (3) The annual general meeting must be held on such place, time and date (being not later than six months after the close of the financial year of the Institute) as the Council may determine.
- (4) The ordinary business of the annual general meeting is as follows —
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive and consider Officer's reports on the Institute's activities during the preceding financial year;
  - (c) to receive and consider a record of Council decisions made since the previous annual general meeting;
  - (d) to receive and consider reports from holders of administrative positions if required;
  - (e) to receive and consider the audit of the Institute reports for the last preceding financial year, if required;
  - (f) to receive and consider the financial statements of the Institute for the preceding financial year;
  - (g) to appoint the auditor if required;
  - (h) to elect Officers;
  - (i) to elect the Ordinary Councillors.
- (5) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

## **29. Special general meetings**

- (1) A special general meeting is a meeting to which all members of the Institute are invited.
- (2) All general meetings of the membership other than the annual general meeting are called special general meetings.
- (3) The Council may, whenever it thinks fit, convene a special general meeting of the Institute.
- (4) The Council must, on the requisition of not less than ten percent of members, convene a special general meeting of the Institute.

- (5) The members requiring a special general meeting to be convened must —
  - (a) provide written notice to the Secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (6) The special general meeting must be convened within 21 days after notice is received.
- (7) If the Council does not convene a special general meeting within that 21 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (8) A special general meeting convened by members under subrule (7) —
  - (a) must be held within 3 months after the date the original requirement was received; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (9) The Institute must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (7).

### **30. Notice of general meetings**

- (1) The Secretary of the Institute must give notice to members of a general meeting specifying the location, date and time of the meeting and the general nature of each item of business to be considered at the meeting.
- (2) If a special resolution is to be considered at the meeting, the notice must also:
  - (a) set out the wording of the proposed resolution; and
  - (b) state that the resolution is intended to be proposed as a special resolution.
- (3) The Secretary or, in the case of a special general meeting convened under rule 29(7), the members convening the meeting, must give to each member —
  - (a) at least 21 days' notice of an annual general meeting;
  - (b) at least 21 days' notice of a special general meeting if a special resolution is to be proposed at the meeting; or
  - (c) at least 14 days' notice of a special general meeting in any other case.

### **31. Chairperson and quorum for general meetings**

- (1) The President, or in their absence, the Senior Vice-President, or, in the absence of both the President and the Senior Vice-President, one of the other Vice-Presidents, shall preside as the chairperson at each general meeting.
- (2) If the President and Vice-Presidents are absent from a general meeting, the members present shall elect one of their number to preside as the chairperson.
- (3) No item of business shall be transacted at a general meeting unless a quorum of members is present during the time when the meeting is considering that item.
- (4) Fifteen members personally present or ten percent of ordinary members (whichever is the less), constitute a quorum for the transaction of the business of a general meeting.

### **32. Adjournment of general meeting**

- (1) If a quorum is not present within 1 hour after the notified commencement time of a general meeting —
  - (a) in the case of a special general meeting — the meeting lapses; or
  - (b) in the case of the annual general meeting — the meeting is adjourned to the location, time and/or date specified by the chairperson at the time of the adjournment. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 30.
- (2) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time and, if required, another location.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

### **33. Voting at general meeting**

- (1) On any question arising at a general meeting each ordinary member has one vote.
- (2) A motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion, unless it is a special resolution.

- (3) A special resolution is passed if at least 75% of the members at the meeting vote in favour of the motion.
- (4) If votes are divided equally on a question, the President or chairperson of the meeting has a second or casting vote.
- (5) A vote on a motion at a general meeting may take place by the members present indicating their agreement or disagreement by a show of hands, unless it is decided that a secret ballot is needed to determine a particular question.
- (6) If a secret ballot is needed, the President or chairperson of the meeting must decide how the ballot is to be conducted.

#### **34. When special resolutions are required**

- (1) A special resolution is required if it is proposed at a general meeting —
  - (a) to affiliate the Institute with another body; or
  - (b) to request the Commissioner to apply to the State Administrative Tribunal for the appointment of a statutory manager;
  - (c) to alter these rules;
  - (d) to approve the terms of an amalgamation with one or more other incorporated associations;
  - (e) to be wound up voluntarily or by the Supreme Court; or
  - (f) to cancel its incorporation.

#### **35. Minutes of general meetings**

- (1) The Secretary must ensure full and accurate minutes are taken at each general meeting.
- (2) The minutes must record the business considered at the meeting, any motion on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
  - (a) the names of the members attending the meeting; and
  - (b) the financial statements, financial report or auditor's report presented at the meeting.
- (4) The draft minutes of any general meeting must be distributed to the members of the Institute within 21 days of the meeting.

## PART 8 — FINANCIAL MATTERS

### 36. Control of funds

- (1) The Council must open one or more banking accounts in the name of the Institute with a financial institution from which all expenditure of the Institute is made and into which all funds received by the Institute are deposited.
- (2) The Treasurer of the Institute must, on behalf of the Institute, receive all monies paid to the Institute and issue receipts for all monies received.
- (3) All expenditure must be authorised by Council, but Council may delegate authority to expend funds to the executive committee.
- (4) All outgoing transfer of funds must be signed by any two of the members of the executive.

### 37. Accounts

- (1) True accounts must be kept:
  - (a) of all money received and expended by the Institute and the reason for the receipt or expenditure; and
  - (b) of the property, credits and liabilities of the Institute.
- (2) Subject to any reasonable restrictions that may be imposed by the Council, those accounts must be open to inspection by the members of the Institute.
- (3) The Treasurer of the Institute must faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Institute in such form and manner as the Council may direct.
- (4) The accounts referred to in sub-rules (1) and (2) of this rule must be kept at the Institute's office or at such other place as the Council may decide.
- (5) The books of the Institute must be retained for at least 7 years.

### 38. Audit of accounts

- (1) At each annual general meeting of the Institute the members present may appoint a person who is not a member of the Institute as the auditor of the Institute.

- (2) The auditor will hold office until the next annual general meeting.
- (3) If an appointment is not made at an annual general meeting or if a casual vacancy occurs in the office of auditor during the course of a financial year of the Institute, the Council may appoint an auditor who will hold office until the next annual general meeting.
- (4) At least once in each financial year of the Institute, the accounts of the Institute may be examined by the auditor.
- (5) The auditor must certify as to the correctness of the accounts of the Institute and shall report thereon to the members present at the annual general meeting.
- (6) The auditor:
  - (a) has a right of access to the accounts, books, records, vouchers, and documents of the Institute;
  - (b) may require from the Institute such information and explanations as may be necessary for the performance of their duties as auditor; and
  - (c) may, in relation to the accounts of the Institute, examine any member of the Council.
- (7) The completed audit must be signed by a member of the Executive to acknowledge the findings of the audit.

### **39. Payments to Members**

- (1) A payment may be made to a member out of the funds of the Institute if the payment is:
  - (a) reasonable remuneration for any services or goods provided to the Institute; or
  - (b) interest, on money borrowed by the Institute from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (c) reasonable rent to the member for premises leased by the member to the Institute;or
  - (d) remuneration by way of salary, fees, or allowances; or
  - (e) a reimbursement of reasonable expenses properly incurred by the member on behalf of the Institute.
- (2) The President, Secretary and Treasurer are entitled to be paid out of the funds of the Institute for any out-of-pocket expenses for travel and accommodation properly incurred in attending a general meeting.

- (3) Any Officer who incurs other expenses in connection with the Institute's business may request reimbursement from the Council.
- (4) Any payment made to a member of the Council out of the funds of the Institute must be authorised by resolution of the Institute.

## **PART 9 — GENERAL MATTERS**

### **40. Giving notices to members**

A notice or other document that is to be given to a member under these rules must either be delivered personally, delivered electronically to their recorded email address, or delivered by prepaid post to their recorded postal address.

### **41. Record of office holders**

The Secretary must maintain and keep in their custody a record of Council members and other persons authorised to act on behalf of the Institute, including:

- (a) the names and addresses of the people who hold any office of the Institute provided for by its rules; and
- (b) the name and address of any person who is appointed or acts as trustee on behalf of the Institute.

### **42. Distribution of surplus property on winding up**

On the winding up of the Institute any surplus property remaining after satisfaction of all debts and liabilities can only be distributed to one or more entities authorised under section 24(1) of the Act.

### **43. Alteration of rules**

- (1) Any alteration, rescission or addition to these rules can only be made by special resolution.
- (2) An amendment to the objects of the Institute is not effective until approved by the Commissioner.