



## **Constitution**

# **BENEVOLENT ORGANISATION FOR DEVELOPMENT, HEALTH & INSIGHT (BODHI) AUSTRALIA , Inc.**

**Date Approved:** May 7, 2017

**President:** *Janis Bond*

**Secretary:** *Brian Stone*

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## 1. Name of Association

The name of the association is Benevolent Organisation for Development, Health & Insight (BODHI) Australia Inc., which may be abbreviated to BODHI Inc. and which is referred to hereinafter as the Organisation.

## 2. Interpretation

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 Organisation held under rule 11;

"**Association**" means the Organisation referred to in rule 1;

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

"**auditor**" means the person appointed as the auditor of the Association under rule 9;

"**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 Organisation**" means the objects and purposes of the Organisation as stated in an application under section 7 of the Act for the incorporation of the Association;

"**committee**" means the committee of management referred to in rule 21;

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

"**general meeting**" means –

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

"**officer of the Organisation**" means a person elected as an officer of the Organisation at an annual general meeting or appointed as an officer of the Organisation under rule 22(5);

"**ordinary business of an annual general meeting**" means the business specified in rule 11(5);

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

**"special committee meeting"** means a meeting of the committee that is convened under rule 26(2) by the president or any 4 of the members of the committee;

**"special general meeting"** means a meeting of the Organisation, other than an annual general meeting, convened under rule 12;

**"special resolution"** has the same meaning as in the Act.

### **3. Organisation's office**

The office of the Organisation shall be at the following place or at any other place the committee determines:

UG01/86 Northbourne Avenue, Braddon, ACT Australia 2612

### **4. Objects and purposes of the Organisation**

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

- (a) to facilitate work in developing countries with local partners on projects to help health, education, the environment and human rights;
- (b) to offer a framework to altruistic people worldwide who are uncomfortable working in traditional religious or secular organisations;
- (c) 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 Organisation;
- (d) the purchase, sale or supply of, or other dealing in, goods;
- (e) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Organisation;
- (f) the acceptance of a gift for any of the objects or purposes of the Organisation;
- (g) the taking of any step the committee or the members of the Organisation at a general meeting determine expedient for the purpose of procuring contributions to the funds of the Association;
- (h) the printing or publication of any newspaper, periodical, book, leaflet or other document the committee or the members of the Association at a general meeting determine desirable for the promotion of any of the objects or purposes of the Organisation;
- (i) the borrowing and raising of money in any manner and on terms –
  - (1) the committee thinks fit; or
  - (2) approved or directed by resolution passed at a general meeting;
- (j) subject to the provisions of the *Trustee Act 1898*, the investment, in any manner the committee determines, of any money of the Organisation not immediately required for any of the objects or purposes of the Organisation;

- (k) 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;
- (l) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or conveniences calculated to benefit servants or past servants of the Organisation and their dependants, and the granting of pensions, allowances or other benefits to servants or past servants of the Organisation and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (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 Organisation;
- (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 Organisation is amalgamated in accordance with the provisions of the Act and the rules of the Organisation;
- (o) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Organisation.

## **5. Membership of the Organisation**

- (1) A person is eligible to become a member of the Organisation if that person:
  - (a) is a natural person; and
  - (b) has made a donation to the Organisation of not less than \$5.00; and
  - (c) has declared a genuine interest and sympathy with the Organisation and its aims and objectives; and
  - (d) has been endorsed for membership of the Organisation by the Committee.
- (2) As soon as practicable after the Committee makes that endorsement, the secretary must enter the person's name in a register of members.
- (3) A person who is eligible to become a member of the Organisation is taken to be a member once his name has been entered in the register of members.
- (4) A person who is eligible to become a member of the Organisation may choose not to become a member.
- (5) A member of the organisation may resign by serving written notice of resignation on the secretary.
- (6) On receipt of a notice of resignation from a member of the Organisation under subrule (5), the secretary shall remove the name of the member from the register of members as soon as practicable.

- (7) A person ceases to be a member of the Organisation if that person:
- (a) Dies, or
  - (b) Resigns membership, or
  - (c) Is expelled from the Organisation under Rule 32, and
  - (d) Has their name removed from the register of members by the secretary of the Organisation.
- (8) Subject to Rule (33) and pursuant to Rule (32), the Committee has the exclusive authority to expel a member from the Organisation under subrule (7)(c).
- (9)
- (a) The secretary of the Organisation must establish and maintain a register of members of the Organisation specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
  - (b) A copy of the register of members must be kept at the Organisation's official address.
  - (c) A copy of the register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (10) A right, privilege or obligation which a person has by reason of being a member of the Organisation:
- (a) Is not capable of being transferred or transmitted to another person, and
  - (b) Terminates on cessation of the person's membership.
- (11) Any obligation under subrule (10) is not to exceed \$1.00.
- (12) A dispute between a member and another member (in their capacity as members) of the Organisation, or a dispute between a member or members and the Organisation, is to be referred to the Committee for resolution pursuant to Rule 34.

## **6. Income and property of Organisation**

- (1) The income and property of the Organisation is to be applied solely towards the promotion of the objects and purposes of the Organisation.
- (2) No portion of the income or property of the Organisation is to be paid or transferred to any member of the Organisation unless the payment or transfer is made in accordance with this rule.
- (3) The Organisation may –
- (a) pay a servant or member of the Organisation –
    - (i) remuneration in return for services rendered to the Organisation, or for goods supplied to the Organisation, in the ordinary course of business of the servant or member; or
    - (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or member for any of the objects or purposes of the Organisation; or

- (iii) a reasonable amount by way of rent for premises, or a part of premises, let to the Organisation by the servant or member; and
    - (b) pay a member of the committee remuneration in return for carrying out the functions of a member of the committee; and
    - (c) pay a member of a subcommittee remuneration in return for carrying out the functions of a member of the subcommittee; and
    - (d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Organisation to an office in that other association, organisation or body.
  - (4) Despite subrule (3)(a), (b) and (c), the Organisation is not to pay a person any amount under that subrule unless the Organisation or committee has first approved that payment.
  - (5) Despite subrule (3)(d), the Organisation is not to appoint or nominate a member of the Organisation under that subrule to an office in respect of which remuneration is payable unless the Organisation or committee has first approved –
    - (a) that appointment or nomination; and
    - (b) the receipt of that remuneration by that member.

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

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

## **8. Banking and finance**

- (1) On behalf of the Organisation, the treasurer of the Organisation is to –
  - (a) receive any money paid to the Organisation; and
  - (b) as soon as is reasonably practicable 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 subrule (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 Organisation.
- (3) The committee may –
  - (a) receive from an authorised deposit-taking institution a cheque drawn by the Organisation on any of the Organisation’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 \$50 is not to be made from the funds of the Organisation otherwise than by cheque, electronic funds transfer or debit/credit card transaction drawn on the Organisation’s account.
- (5) The committee may provide the treasurer with an amount of money to meet urgent expenditure, subject to any conditions the committee may impose in relation to the expenditure.
- (6) All payments drawn on the Organisation’s account shall be submitted to the committee for endorsement.
- (7) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be signed by the treasurer and/or by any other member, or members, of the committee the committee nominates for that purpose.
- (8) Any electronic funds transfer or debit/credit card transaction shall be executed by the treasurer and/or by any other member, or members, of the committee the committee nominates for that purpose.

## **9. Auditor**

- (1) At each annual general meeting, the members of the Organisation present at the meeting are to appoint a person as the auditor of the Organisation.
- (2) If an auditor is not appointed at an annual general meeting under subrule (1), the committee is to appoint a person as the auditor of the Organisation 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 re-appointment.
- (4) Except as provided in subrule (3), the auditor may only be removed from office by special resolution.

- (7) 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.

## **10. Audit of accounts**

- (1) The auditor is to audit the financial affairs of the Organisation at least once in each financial year of the Association.
- (2) The auditor, after auditing the financial affairs of the Organisation for a particular financial year of the Organisation, is to –
- (a) certify as to the correctness of the accounts of the Organisation; and
  - (b) at the next annual general meeting, provide a written report to the members of the Organisation 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 subrule (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 Organisation according to the information at his or her disposal; and
  - (c) state whether the rules relating to the administration of the funds of the Organisation have been observed.
- (4) The treasurer of the Organisation shall, as required by the auditor, deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- (5) The auditor may –
- (a) have access to the accounting records, books and accounts of the Organisation; and
  - (b) require from any servant of the Organisation 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 Organisation; and
  - (d) examine any member of the committee, or any servant of the Organisation, in relation to the accounting records, books and accounts of the Organisation.

## **10A. Exemptions under the Act**

- (1) For any financial year that the Organisation is exempt from the requirement to be audited by virtue of section 24(1B) or (1C) of the Act –
- (a) an auditor is not required to be appointed for that financial year under rule 9 unless the Organisation elects to have the financial affairs of the Organisation for that financial year audited in accordance with the Act and these rules; and
  - (b) if an auditor is not appointed for a financial year by virtue of paragraph (a) –

- (i) rules 9 and 10 do not apply in respect of the Organisation for that financial year; and
  - (ii) rule 11(5)(b), to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Organisation in respect of that financial year; and
  - (iii) rule 11(5)(d) does not apply in respect of the annual general meeting held by the Association in respect of that financial year.
- (2) For any financial year that the Organisation is exempt from the requirement to provide an annual return by virtue of section 24B(1B) of the Act, the committee must provide, as part of the ordinary business of the annual general meeting for that financial year, a copy of the annual financial report given under the *Australian Charities and Not-for-profits Commission Act 2012* of the Commonwealth in respect of that financial year.

## **11. Annual general meeting**

- (1) The Association 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 6 months after the end of the financial year of the Organisation) 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 purpose 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;
  - (b) to receive from the committee, auditor and servants of the Organisation reports on the operations and transactions of the Organisation during the last preceding financial year of the Organisation;
  - (c) to elect the officers of the Organisation and the ordinary committee members;
  - (d) to appoint the auditor and determine his or her remuneration;
  - (e) to appoint a Public Officer;
  - (f) to determine the remuneration of servants of the Organisation.
- (6) An annual general meeting may transact special business of which notice is given in accordance with rule 13.

## **12. Special general meetings**

- (1) The committee may convene a special general meeting of the Organisation at any time.
- (2) The committee, on the requisition in writing of at least 10 members of the Organisation, is to convene a special general meeting of the Organisation.
- (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 with the secretary of the Organisation; 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 called within 21 days after the day on which a requisition is deposited, any one or more of the requisitionists may convene the meeting within 3 months after the day of the deposit of the requisition.
- (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.

### **13. Notices of general meetings**

- (1) At least 28 days before the day on which a general meeting of the Organisation is to be held, the secretary shall notify the officers and members:
  - (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.

### **14. 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) Business is not to be transacted at a general meeting unless a quorum of members of the Organisation entitled to vote is present at the time the meeting considers that business.
- (3) A quorum for the transaction of the business of a general meeting is 5 members of the Organisation entitled to vote.
- (4) 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 Organisation, is dissolved; or
  - (b) if convened by the committee, is to be adjourned to the same day in the next week at the same time 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.

- (5) 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.

## **15. Chairperson at general meetings**

- (1) At each general meeting of the Organisation, the chairperson is to be –
  - (a) the president; or
  - (b) in the absence of the president, the vice president; or
  - (c) in the absence of the president and vice president, a member of the Organisation elected to preside as chairperson by the members of the Organisation present and entitled to vote at the general meeting.

## **16. Adjournment of general meetings**

- (1) The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Organisation 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.

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

- (1) A question arising at a general meeting of the Organisation 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 carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Organisation, is evidence of that fact unless a poll is demanded on or before that declaration.

## **18. Votes**

- (1) On any question arising at a general meeting of the Organisation, a member of the Organisation (including the chairperson) has one vote only.
- (2) All votes are to be given personally.
- (3) Despite subrule (1), in the case of an equality of votes, the chairperson has a second or casting vote.

## **19. 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.

## **20. When poll to be taken**

- (1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- (2) 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.

## **21. Affairs of Association to be managed by a committee**

- (1) The affairs of the Organisation 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 Organisation; and
  - (b) may exercise all the powers and perform all the functions of the Organisation, other than those powers and functions that are required by these rules to be exercised and performed by members of the Organisation 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 Organisation.

## **22. Officers of the Association**

- (1) The officers of the Association are as follows:
  - (a) one president;
  - (b) one vice-president;

- (c) one treasurer;
  - (d) one secretary.
- (2) The offices of secretary and treasurer may be combined.
  - (3) Rule 24(2), (3) and (4) applies, with all necessary modifications, to the election of persons to any of the offices referred to in subrule (1).
  - (4) Each officer of the Organisation is to hold office until the next annual general meeting after that at which he or she is elected and is eligible for re-election.
  - (5) If a casual vacancy in an office referred to in subrule (1) occurs, the committee may appoint one of its members to fill the vacancy until the next annual general meeting after the appointment.

## **23. Constitution of the committee**

- (1) The committee consists of –
  - (a) the officers of the Organisation; and
  - (b) up to five other members elected to the committee at the annual general meeting.
- (2) An ordinary committee member is to hold office until the next annual general meeting after that at which he or she is elected and is eligible for re-election.
- (3) If a casual vacancy occurs in the office of ordinary committee member, the committee may appoint a member of the Organisation to fill the vacancy until the next annual general meeting after the appointment.

## **24. Election of members of committee**

- (1) A nomination of a candidate for election as an officer of the Organisation, or as an ordinary committee member, is to be –
  - (a) made in writing; and
  - (b) delivered to the secretary of the Organisation 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) The ballot for the election of officers and ordinary committee members is to be conducted at the annual general meeting in the manner determined by the committee.
- (7) If a position remains vacant at the conclusion of the annual general meeting, the committee may coopt a member of the Organisation to fill that vacancy until a subsequent annual or special general meeting.

## **25. Vacation of office**

- (1) For the purpose of these rules, the office of an officer of the Organisation, 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 committee; or
  - (e) is absent from 3 consecutive meetings of the committee without the permission of the other members of the committee; or
  - (f) ceases to be a member of the Organisation.

## **26. Meetings of the committee**

- (1) The committee is to meet at least once in each year at any place and time the committee determines.
- (2) A meeting of the committee, other than a meeting referred to in subrule (1), may be convened by the President or any 2 of the members of the committee.
- (3) Notice of any committee meeting is to be served on members of the committee no less than 14 days prior to the proposed date of the meeting 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 subrule (3).



- (5) A quorum for the transaction of the business of a meeting of the committee is 3 members of the committee.
- (6) Business is not to be transacted at a meeting of the committee unless a quorum is present.
- (7) 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 the same day in the next week at the same time and at the same place; or
  - (b) a special committee meeting, the meeting is dissolved.
- (8) 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
  - (c) in the absence of the president and the vice-president, a member of the committee elected to preside as chairperson by the members of the committee present at the meeting.
- (9) 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.
- (10) On any question arising at a meeting of the committee, a member of the committee (including the chairperson) has one vote only.
- (11) Despite subrule (10), in the case of an equality of votes, the chairperson has a second or casting vote.

## **27. Disclosure of interests**

- (1) If a member of the committee or a member of a subcommittee has a direct or indirect 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.
- (2) If at a meeting of the committee or a subcommittee a member of the committee or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

## **28. Subcommittees**

- (1) The committee may –
  - (a) appoint a subcommittee; and
  - (b) prescribe the powers and functions of that subcommittee.
- (2) The subcommittee may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.
- (3) The subcommittee shall elect a chairperson from amongst its members.
- (4) Meetings and conduct of business of the subcommittee shall be in accordance with Rule 26.

## **29. Executive committee**

- (1) The president, the vice-president, the treasurer and the secretary constitute the executive committee.
- (2) During the period between meetings of the committee, the executive committee is responsible to the committee for the day to day operations of the Organisation and may issue instructions to the public officer and servants of the Organisation in matters of urgency connected with the management of the affairs of the Organisation.
- (3) The executive committee is to report on any instructions issued under subrule (2) or on any decisions or actions taken which materially affect the Organisation's operations to the next meeting of the committee.

## **30. Directors and Advisory Boards**

- (1) The committee may, as appropriate –
  - (a) appoint directors; and
  - (b) establish advisory boardsto assist and advise the committee and the Organisation in the achievement of its objects and purposes.
- (2) The committee may, at its discretion, appoint a person as a director, or as a member of an advisory board, whether or not that person is a member of the Organisation.
- (3) Directors and advisory boards shall be responsible to the committee for the discharge of their duties.
- (4) Directors and advisory boards shall meet where and when necessary and in such a manner as is appropriate for the discharge of their duties.

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

- (1) Except as otherwise provided by these rules, a document may be served under these rules on a person by –
  - (a) giving it to the person; or
  - (b) leaving it at, or sending it by post to the person's last known postal or residential address or place or address of business or employment; or
  - (c) faxing it to the person's last known fax number; or
  - (d) emailing it to the person's last known email address.

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

- (1) The committee may expel a member from the Organisation if, in the opinion of the committee, the member is guilty of conduct detrimental to the interests of the Organisation.
- (2) The expulsion of a member under subrule (1) does not take effect until the later of the following:
  - (a) the fourteenth day after the day on which a notice is served on the member under subrule (3);
  - (b) if the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- (3) If the committee expels a member from the Organisation, the secretary of the Organisation, 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 secretary of the Organisation, 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 secretary is to immediately notify the committee of the receipt.
- (3) The committee is to cause a special general meeting to be held within 21 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 Organisation who are present 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 Organisation.
- (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 Organisation.

## **34. Disputes**

- (1) A dispute between a member of the Association, in the capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 1986*.
- (2) This rule does not affect the operation of rule 33.

## **35. Seal of the Organisation**

- (1) The seal of the Organisation is to be in the form of a rubber stamp inscribed with the name of the Organisation 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 the president and one other member of the committee.
- (4) If a sealed instrument has been attested under subrule (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 president.

### **36. Winding up of the Organisation**

- (1) The Organisation shall be wound up where, at a special general meeting called for that purpose, 75% or more of the members present vote in favour of winding-up.
- (2) In the event that the Organisation is wound up, any surplus current assets (after satisfying all debts and liabilities) shall be distributed to an organisation or organisations whose objects and purposes are in sympathy with those of the Organisation.
- (3) Such distribution shall be at the sole discretion of the committee.