



# **SUBMARINE INSTITUTE OF AUSTRALIA**

(An Association Incorporated in the Australian Capital Territory)

## **CONSTITUTION (Rules)**

As approved at the SIA Annual General Meeting on 9 November 2022

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## INTRODUCTION

The **name** of the Institute is the Submarine Institute of Australia Incorporated.

The **objective** of the Institute is:

*To promote informed discussion and research in the fields of submarine operations, engineering, history and commercial sub-sea engineering – otherwise known as ‘submarine matters.’*

## PART I – PRELIMINARY

### 1. INTERPRETATION<sup>12</sup>

(1) In the rules, unless a contrary intention appears -

“financial year” means the period from 1 July in a year to 30 June in the following year;

“member” means a member, however described, of the institute;

“ordinary committee member” means a member of the committee who is not an office bearer of the institute as referred to in paragraph 12(1)(a);

“secretary” means the person holding office under these rules as secretary of the institute or, where no such person holds that office, the public officer of the institute’

“the Act” means the Associations Incorporation Act 1991;

“the Regulations” means the Associations Incorporation Regulations;

“in writing” shall include the transmission by electronic means<sup>1</sup>.

“present” and “present in person”, in relation to a meeting convened under these rules, means participating in that meeting by any of the means specified in the notice of that meeting, which may include: an internet or intranet link; a telephone link; any other electronic means that allows them to hear and be heard; being physically present in a place specified in the notice of meeting; or a combination of the above *provided that* this definition does not apply to a person who is present by proxy at a meeting.

(2) In these rules –

a. a reference to a function includes a reference to a power, authority and duty; and

b. a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

(3) The provisions of the *Interpretation Act 1967* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

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<sup>1</sup> Amendment 4 – AGM#11

<sup>12</sup> Amendment 6 – AGM#24

## **PART II – MEMBERSHIP**

### **2. MEMBERSHIP QUALIFICATIONS**

A person is qualified to be a member if –

- a. the person is a person referred to in paragraph 21(2)(a) or (b) of the Act and has not ceased to be a member of the institute at any time after incorporation of the institute under the Act; or
- b. the person –
  - i. has been nominated to membership in accordance with subrule 3(1); and
  - ii. has been approved for membership of the institute by the committee of the institute; or
  - iii. having been nominated by resolution of the committee of the institute on the basis of having rendered exceptional service to the institute, has been approved for Life Membership without fee by resolution of the members of the institute at a general meeting; or
  - iv. has been approved (on an annual basis) for Honorary Membership by resolution of the committee of the institute

### **3. NOMINATION FOR MEMBERSHIP<sup>13</sup>**

(1) A nomination of a person for membership of the institute other than Life or Honorary Membership –

- a. shall be made in writing in the form as approved by the committee from time to time and accompanied by the relevant membership fee; and
  - b. shall be lodged with the secretary of the institute or their nominee; and
  - c. shall be subject to approval by the committee of the institute.
- (2) The applicant will be notified in writing with as little delay as possible that they have been approved for membership. Upon receipt of the sum payable by or on behalf of the applicant as their first year's subscription, in accordance with the Act, the applicant's details shall be recorded as a member in a register of members kept by the Secretary or person nominated by the Committee, whereupon the applicant becomes a member of the Institute
- a. A member may apply to the Committee to inspect the register of members. The Committee will consider the request in accordance with the Act.
  - b. A member may apply to the Committee to restrict access to personal information recorded in the register of members. The request will be considered in accordance with the Act.

<sup>13</sup> Amendment 6 – AGM#24

#### **4. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

A right, privilege or obligation which a person has by reason of being a member of the institute –

- a. is not capable of being transferred or transmitted to another person; and
- b. terminates upon cessation of the person's membership.

#### **5. CESSATION OF MEMBERSHIP**

A person ceases to be a member of the institute if the person –

- a. Dies;
- b. Resigns from membership of the institute;
- c. Is expelled from the institute; or
- d. Fails to renew membership of the institute within a timeframe specified by the committee from time to time.<sup>14</sup>

#### **6. RESIGNATION OF MEMBERSHIP**

- (1) A member is not entitled to resign from membership of the institute except in accordance with this rule.
- (2) A member who has paid all amounts payable by the member to the institute may resign from membership of the institute by first giving notice in writing to the secretary or their nominee of the member's intention to resign at which time the member ceases to be a member.<sup>15</sup>
- (3) Where a person ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **7. FEE, SUBSCRIPTIONS, ETC<sup>16</sup>**

- (1) The annual membership fee of the institute is the amount that the committee determines from time to time.
- (2) The annual membership fee is payable –
  - a. except as provided by paragraph (b), before 1 July in each calendar year; or
  - b. where a person becomes a member on or after 1 July in any calendar year, before 1 July in each succeeding calendar year.

#### **8. MEMBERS' LIABILITIES**

The liability of a member to contribute towards the payment of the debts and liabilities of the institute or the costs, charges and expenses of the winding up of the institute is limited to the amount, if any unpaid by the member in respect of membership of the institute as required by rule 7.

<sup>14</sup> Amendment 6 – AGM#24

<sup>15</sup> Amendment 6 – AGM#24

<sup>16</sup> Amendment 6 – AGM#24

## **9. DISPUTE RESOLUTION PROCEDURE<sup>17</sup>**

- (1) Where a dispute arises under the Associations Incorporation Act or these Rules between a member and another member, or between a member and the Institute, the committee must establish a dispute resolution procedure to assist in resolution of the dispute. The procedure must comply with the rules of natural justice.
- (2) A member may appoint any person to act on behalf of the member in the dispute resolution procedure.
- (3) In applying the dispute resolution procedure, the committee must ensure that:
  - a. each party to the dispute has been given an opportunity to be heard on the matter which is the subject of the dispute; and
  - b. the outcome of the dispute is determined by an unbiased decision-maker; and
  - c. the decision-maker notifies each party to the dispute, in writing, about the decision and gives reasons for the decision; and
  - d. to the extent that doing so is compatible with paragraphs (a) to (c), the dispute resolution procedure is completed as soon as is reasonably practicable; and
  - e. the dispute resolution procedure includes an appeal process.
- (4) If a member has initiated a dispute resolution procedure in relation to a dispute between the member and the Institute, the Institute must not take cancellation action under rule 10 against the member until the dispute resolution procedure has been completed.

## **10. DISCIPLINING OF MEMBERS**

- (1) Where disciplinary action is recommended under the Dispute Resolution Procedure (Rule 9) or where the committee is of the opinion that a member<sup>18</sup> –
  - a. has persistently refused or neglected to comply with a provision of these rules; or
  - b. has persistently and wilfully acted in a manner prejudicial to the interests of the institute,the committee may, by resolution –
  - a. expel the member from the institute; or
  - b. suspend the member from such rights and privileges of membership of the institute as the committee may determine for a specified period.

<sup>17</sup> Amendment 6 – AGM#24

<sup>18</sup> Amendment 6 – AGM#24

- (2) A resolution of the committee under subrule (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under subrule (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member –
  - a. setting out the resolution of the committee and the grounds on which it is based;
  - b. stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - c. stating the date, place and time of that meeting; and
  - d. informing the member that the member may do either or both of the following:
    - i. attend and speak at that meeting;
    - ii. submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act (Rules of natural justice), at a meeting of the committee mentioned in subrule (2), the committee shall –
  - a. give to the member mentioned in subrule (1) an opportunity to make oral representations;
  - b. give due consideration to any written representation submitted to the committee by that member at or prior to the meeting; and
  - c. by resolution determine whether to confirm or to revoke the resolution of the committee made under subrule (1).
- (5) Where the committee confirms a resolution under subrule (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 11.
- (6) A resolution confirmed by the committee under subrule (4) does not take effect –
  - a. until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - b. where within that period the member exercises the right of appeal, unless and until the institute confirms the resolution in accordance with subrule 11(4).



## **11. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- (1) A member may appeal to the institute in general meeting against a resolution of the committee which is confirmed under subrule 10(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice under subrule (1), the secretary shall notify the committee which shall convene a general meeting of the institute to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the institute convened under subrule (2) –
  - a. no business other than the question of the appeal shall be transacted;
  - b. the committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - c. the members present shall vote by secret ballot on the question of whether the resolution made under subrule 9(4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 9(4), that resolution is confirmed.

## **PART III – THE COMMITTEE**

### **12. POWERS OF THE COMMITTEE**

The committee, subject to the Act, the Regulations, these rules, and to any resolution passed by the institute in general meeting –

- a. shall control and manage the affairs of the institute;
- b. may exercise all such functions as may be exercised by the institute other than those functions that are required by these rules to be exercised by the institute in general meeting; and
- c. has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the institute.

### **13. CONSTITUTION AND MEMBERSHIP**

- (1) The committee shall consist of –
  - a. the office-bearers of the institute; and
  - b. at least 3 and no more than 5 <sup>2</sup> ordinary committee members;

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<sup>2</sup> Amendment 4 – AGM#11

each of whom shall be elected pursuant to rule 14 or appointed in accordance with subrule (4). Where possible, at least one Committee position shall be filled by a serving submariner.<sup>3</sup>

- (2) The office-bearers of the institute shall be –
  - a. the president;
  - b. the vice-president<sup>4</sup>;
  - c. the treasurer; and
  - d. the secretary.
- (3) Terms of appointment<sup>5</sup> .
  - a. Office-bearers shall hold office until the conclusion of the second annual general meeting following the date of the office-bearer's election, but are eligible for re-election.
  - b. Ordinary Committee members shall hold office until the conclusion of the annual general meeting following the date of the member's election, but are eligible for re-election.
- (4) In the event of a vacancy in the membership of the committee, the committee may appoint a member of the institute to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

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<sup>3</sup> Amendment 3 – AGM #8

<sup>4</sup> Amendment 5 – AGM # 15

<sup>5</sup> Amendment 5 – AGM # 15

## 14. ELECTION OF COMMITTEE MEMBERS<sup>19</sup>

- (1) Nominations of candidates for election as office-bearers of the institute or as ordinary committee members –
  - a. shall be made in the form agreed by the Committee such that they can be determined to have been made by two members of the institute and accompanied by the verifiable consent of the candidate; and<sup>6</sup>
  - b. shall be delivered to the secretary of the institute not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be vacancies and may be filled by the committee as casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary committee members shall be conducted at the annual general meeting in such manner as the committee may direct.
- (7) A person is not eligible to simultaneously hold more than 1 position on the committee.

## 15. SECRETARY

- (1) The secretary of the institute shall, as soon as practicable after being appointed as secretary, notify the institute of his or her address.
- (2) The secretary shall cause minutes to be kept of –
  - a. all elections and appointments of office-bearers and ordinary committee members;
  - b. the names of members of the committee present at a committee meeting or a general meeting; and
  - c. all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

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<sup>6</sup> Amendment 4 – AGM#11

<sup>19</sup> Amendment 6 – AGM#24

## **16. TREASURER**

- (1) The treasurer of the institute shall –
  - a. collect and receive all moneys due to the institute and make all payments authorised by the institute; and
  - b. keep correct accounts and books showing the financial affairs of the institute with full details of all receipts and expenditure connected with the activities of the institute.

## **17. VACANCIES**

- (1) For the purposes of these rules, a vacancy in the office of a member of the committee occurs if the member –
  - a. dies;
  - b. ceases to be a member of the institute;
  - c. resigns the office;
  - d. is removed from office pursuant to rule 17;
  - e. becomes an insolvent under administration within the meaning of the Corporations Law;
  - f. suffers from mental or physical incapacity;
  - g. is disqualified from office under subsection 63(1) of the Act; or
  - h. is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

## **18. REMOVAL OF COMMITTEE MEMBERS**

The institute in general meeting may by resolution, subject to section 50 of the Act, remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

## **19. COMMITTEE MEETINGS AND QUORUM<sup>20</sup>**

- (1) The committee shall meet at least 3 times in each calendar year at such date and time as the committee may determine. The committee may hold meetings at two or more venues using any technology (such as video or teleconferencing) that is agreed to by all of the Committee members. The committee member's agreement may be a standing (ongoing) one. A committee member may only withdraw their consent within a reasonable period before the meeting.
- (2) Additional meetings of the committee may be convened by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the secretary of each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.

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<sup>20</sup> Amendment 6 – AGM#24

- (4) Notice of a meeting given under subrule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee including at least 1 Office Bearer constitute a **quorum** for the transaction of the business of a meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At meetings of the committee –
  - a. the president or in the absence of the president, the vice-president<sup>7</sup> shall preside; or
  - b. if the president and the vice-president<sup>8</sup> are absent, 1 of the remaining members of the committee may be chosen by the members present to preside.
- (9) **Disclosure of Interest**<sup>21</sup>
  - a. An office bearer or member of the committee who is interested in any contract or arrangement made or proposed to be made with the institute or other material personal interest, must disclose the nature and extent of the interest to the committee as soon as the member becomes aware of the interest; and disclose the nature and extent of the interest at the next general meeting of the Institute. This does not apply in relation to a material personal interest that exists only because the committee member is an employee of the institute or member of a class of people for whose benefit the institute is established or has in common with all or a substantial proportion of the members of the institute. The details of the disclosure must be recorded in the minutes of the meeting at which the disclosure is made.
  - b. A member of the Committee who has a material personal interest in a matter being considered at a meeting must not:
    - (a) be present while the matter is being considered at the meeting; or
    - (b) vote on the matter.

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<sup>7</sup> Amendment 5 – AGM # 15

<sup>8</sup> Amendment 5 – AGM # 15

<sup>21</sup> Amendment 6 – AGM#24

## **20. DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

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

## **21. VOTING AND DECISIONS**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to subrule 19(5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

<sup>22</sup> Amendment 6 – AGM#24

## **PART IV – GENERAL MEETINGS**

### **22. ANNUAL GENERAL MEETINGS – HOLDING OF**

- (1) With the exception of the first annual general meeting of the institute, the institute shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the institute, convene an annual general meeting of its members.
- (2) The institute shall hold its first annual general meeting –
  - a. within the period of 18 months after its incorporation under the Act; and
  - b. within the period of 5 months after the expiration of the first financial year of the institute.
- (3) Subrules (1) and (2) have effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

### **23. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT**

- (1) The annual general meeting of the institute shall, subject to the Act, be convened on such date and time as the committee thinks fit. The annual general meeting may be held at two or more venues using any technology (such as video or teleconferencing) that enables those present to hear and be heard.<sup>22</sup>
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be –
  - a. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - b. to receive from the committee reports on the activities of the institute during the last preceding financial year;
  - c. to elect members of the committee, including office-bearers; and
  - d. to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 25.
- (4) An annual general meeting shall be conducted in accordance with the provisions of this Part.

### **24. GENERAL MEETINGS – CALLING OF**

- (1) The committee may, whenever it thinks fit, convene a general meeting of the institute.

- (2) The committee shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a general meeting of the institute.
- (3) A requisition of members for a general meeting –
  - a. shall state the purpose or purposes of the meeting;
  - b. shall be signed by the members making the requisition;
  - c. shall be lodged with the secretary; and
  - d. may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the committee fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A general meeting convened by a member or members referred to in subrule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the institute for any reasonable expense so incurred.

## **25. NOTICE**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the institute, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or electronic mail<sup>9</sup> to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the institute, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in subrule (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to subrule 23(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

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<sup>9</sup> Amendment 4 – AGM#11



## **26. GENERAL MEETINGS – PROCEDURE AND QUORUM**

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) 5 members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

## **27. PRESIDING MEMBER**

- (1) The president, or in the absence of the president, the vice-president<sup>10</sup>, shall preside at each general meeting of the institute.
- (2) If the president and the vice-president<sup>11</sup> are absent from a general meeting, the members present shall elect 1 of their number to preside at the meeting.

## **28. ADJOURNMENT**

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

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<sup>10</sup> Amendment 5 – AGM # 15

<sup>11</sup> Amendment 5 – AGM # 15

## **29. MAKING OF DECISIONS**

- (1) A question arising at a general meeting of the institute shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the institute, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the institute, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken -
  - a. immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - b. in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll of the matter shall be deemed to be the resolution of the meeting on that matter.

## **30. VOTING**

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

## **31. APPOINTMENT OF PROXIES**

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form as approved by the committee from time to time.<sup>23</sup>

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<sup>23</sup> Amendment 6 – AGM#24

## **PART V – MISCELLANEOUS**

### **32. FUNDS – SOURCE**

- (1) The funds of the institute shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the institute in general meeting and subject to section 114 of the Act, such other sources as the committee determines.
- (2) All money received by the institute shall be deposited as soon as practicable and without deduction to the credit of the institute's bank account.
- (3) The institute shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **33. FUNDS – MANAGEMENT**

- (1) Subject to any resolution passed by the institute in general meeting, the funds of the institute shall be used in pursuance of the objects of the institute in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer or any 2 members of the committee or employees of the institute, being members of the committee or employees authorised to do so by the committee.
- (3) The assets and income of the institute shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the organisation except as bona fide remuneration for services rendered or expenses incurred on behalf of the Institute.
- (4) In the event of the Institute being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Institute in accordance with its powers to any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

### **34. ALTERATION OF OBJECTS AND RULES**

Neither the objects of the institute referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

### **35. COMMON SEAL**

- (1) The common seal of the institute shall be kept in the custody of the secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the secretary.

### **36. CUSTODY OF BOOKS**

Subject to the Act, the Regulations and these rules, the secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the institute.

### **37. INSPECTION OF BOOKS**

The records, books and other documents of the institute shall be open to inspection at a place in the Territory, free of charge, by a member of the institute at any reasonable hour.

### **38. SERVICE OF NOTICE** <sup>24</sup>

- (1) For the purpose of these rules, a notice may be served by or on behalf of the institute upon any member either personally or by sending it by post or email to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a member by email it shall be deemed to have been received at the commencement of the next business day. Where a notice is sent to a member by post it shall be deemed to have been received after five business days.

### **39. SURPLUS PROPERTY**

- (1) At the first general meeting of the institute, the institute shall pass a special resolution nominating –
  - a. another association for the purpose of paragraph 92(1)(a) of the Act; or
  - b. a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act,in which it is to vest its surplus property in the event of the dissolution or winding up of the institute.
- (2) An association nominated under paragraph (1)(a) must fulfil the requirements specified in subsection 92(2) of the Act.

### **40. PUBLIC OFFICER**

- (1) Where a vacancy occurs in the office of the public officer, the Committee must, within 14 days after the vacancy occurred, appoint a person who resides in the Territory to fill the vacancy.
- (2) A person who is the public officer of the Institute ceases to be that public officer if he or she ceases to reside in the Territory, or in one of the other circumstances listed in paragraphs (a) to (h) of section 64(2) of the Associations Incorporation Act.

<sup>24</sup> Amendment 6 – AGM#24