

**CONSTITUTION OF
THE ASTRONOMICAL SOCIETY OF TASMANIA INCORPORATED**

ADOPTED BY SPECIAL RESOLUTION AT THE ANNUAL GENERAL MEETING 25 FEBRUARY 2020

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1. Name of association

The name of the association shall be

"THE ASTRONOMICAL SOCIETY OF TASMANIA INCORPORATED".

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 Society held under rule 13;

Society means the association referred to in rule 1;

association has the same meaning as in the Act;

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

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

basic objects of the Society means the objects and purposes of the Society as stated in an application under section 7 of the Act for the incorporation of the Society;

committee means the committee of management referred to in rule 23;

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 Society means a person elected as an officer of the Society at an annual general meeting or appointed as an officer of the Society under sub-rule 24(6);

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

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

public officer means the person who is, under section 14 of the Act, the public officer of the Society;

special committee meeting means a meeting of the committee that is convened under sub-rule 28(2) by the president or any 4 of the members of the committee;

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

special resolution has the same meaning as in the Act.

3. Society's office

- (1) The office of the Society is to be at the following place or at any other place the committee determines:
 - (a) the ordinary street address of the current secretary of the Society.

4. Objects and purposes of the Society

- (1) The objective for which the Society is established is: -
 - (a) To stimulate interest and knowledge amongst members and the public in all branches of astronomy and related sciences.
- (2) In addition to the basic objective of the Society, the objects and purposes of the Society shall be deemed to include: -
 - (a) 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 Society;
 - (b) the purchase, sale or supply of, or other dealing in, goods;
 - (c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Society;
 - (d) the acceptance of a gift for any of the objects or purposes of the Society;
 - (e) the taking of any step the committee, or the members of the Society at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Society;
 - (f) the hosting of any websites, the use of appropriate social media platforms and other electronic services, or the printing or publication of any documents, the committee, or the members of the Society at a general meeting, determine desirable for the promotion of any of the objects or purposes of the Society;
 - (g) the borrowing and raising of money in any manner and on terms -
 - (i) the committee thinks fit; and
 - (ii) approved or directed by resolution passed at a general meeting;
 - (h) subject to the provisions of the Trustee Act 1898, the investment, in any manner the committee determines, of any money of the Society not immediately required for any of the objects or purposes of the Society;
 - (i) 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;
 - (j) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Society;
 - (k) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Society is amalgamated in accordance with the provisions of the Act and the rules of the Society;
 - (l) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Society.

5. Membership of Society

- (1) A person who applies and is approved for membership in accordance with this rule is eligible to be a member of the Society on payment of the annual subscription specified in rule 33.
- (2) A person wishing to become a member of the Society shall make application to, and in the manner prescribed by, the secretary, or their delegate.
- (3) As soon as practicable after the receipt of an application, the secretary, or their delegate, is to refer the application to the committee.
- (4) If an application is approved by the committee, the secretary, or their delegate, is to -
 - (a) notify the applicant that they have been approved for membership of the Society; and
 - (b) direct the applicant to the constitution of the Society; and
 - (c) on receipt of the amount payable by the nominee as the first annual subscription, enter the nominee's name in the register of members.
- (5) A member of the Society may resign by serving on the secretary, or their delegate, a written notice of resignation.
- (6) On receipt of a notice from a member of the Society under sub-rule 5(5), the secretary, or their delegate, is to remove the name of the member from the register of members.
- (7) A person -
 - (a) becomes a member of the Society when their name is entered in the register of members; and
 - (b) ceases to be a member of the Society when their name is removed from the register of members under sub-rules 5(6), 33(4), 33(6), or 35(3).
- (8) The secretary, or their delegate, is to maintain a register of members containing -
 - (a) the name of each member of the Society and the date on which he or she became a member; and
 - (b) the member's residential address; and
 - (c) an email address that the member has nominated as the email address to which notices from the Society may be sent; and
 - (d) a telephone contact number for the member; and
 - (e) such other information, as approved by the committee, that is required for the ongoing administration of the Society and its activities; and
 - (f) the name of each person who has ceased to be a member of the Society and the date on which the person ceased to be a member of the Society.

6. Members Rights, Privileges and Liabilities

- (1) Any right, privilege or obligation of a person as a member of the Society -
 - (a) is not capable of being transferred to another person; and
 - (b) terminates when the person ceases to be a member of the Society.
- (2) If the Society is wound up, each person who was, immediately before the Society is wound up, a member of the Society, and each person who was a member of the Society within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute -
 - (a) to the funds of the Society for payment of the liabilities of the Society; and
 - (b) for the costs, charges and expenses of the winding-up; and
 - (c) for the adjustment of the rights of the contributors among themselves.
- (3) Any liability under sub-rule 6(2) is not to exceed the then current annual subscription.
- (4) Despite sub-rule 6(2), a former member of the Society is not liable to contribute under that sub-rule in respect of any liability of the Society incurred after he or she ceased to be a member.

7. Income and property of Society

- (1) The income and property of the Society is to be applied solely towards the promotion of the objects and purposes of the Society.
- (2) No portion of the income or property of the Society is to be paid or transferred to any member of the Society unless the payment or transfer is made in accordance with this rule.
- (3) The Society may-
 - (a) pay a person or member of the Society -
 - (i) remuneration in return for services rendered to the Society, or for goods supplied to the Society, in the ordinary course of business of the person or member; or
 - (i) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Society; or
 - (ii) interest at a rate determined by the committee on money lent to the Society by the person or member; or
 - (iii) a reasonable amount by way of rent for premises, or a part of premises, let to the Society by the person or member; and
 - (b) pay a member of the committee 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 Society to an office in that other association, organisation or body.
- (4) Despite sub-rule 7(3)(a), (b), and (c), the Society is not to pay a person any amount under that sub-rule unless the Society or committee has first approved that payment.
- (5) Despite sub-rule 7(3)(d), the Society is not to appoint or nominate a member of the Society under that sub-rule to an office in respect of which remuneration is payable unless the Society or committee has first approved -
 - (a) that appointment or nomination; and
 - (b) the receipt of that remuneration by that member.

8. Accounts of receipts and expenditure

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

9. Banking and finance

- (1) On behalf of the Society, the treasurer of the Society is to -
 - (a) receive any money paid to the Society; and
 - (b) immediately after receiving the money, issue an official receipt in respect of the money; and
 - (c) cause the money to be paid into the account opened under sub-rule 9(2) as soon as practicable after it is received.
- (2) The committee is to open with an authorised deposit-taking institution an account in the name of the Society.
- (3) The committee may -
 - (a) receive from an authorised deposit-taking institution a cheque drawn by the Society on any of the Society's accounts with the authorised deposit-taking institution; and
 - (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.
- (4) Any payments above the amount determined from time to time by the committee requires the prior authority of the committee and be made only by -
 - (a) by cheque drawn on the Society's account; or
 - (b) by the electronic transfer of funds from the Society's account to another account at an authorised deposit-taking institution.
- (5) The committee may provide the treasurer of the Society with an amount of money to meet urgent expenditure, subject to any conditions the committee may impose in relation to the expenditure.
- (6) A cheque is not to be drawn on the Society's account, and an amount is not to be electronically transferred from the Society's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the committee.
- (7) No expenditure commitments shall be entered into by any members of the committee without the approval of the committee.
- (8) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be signed by the treasurer of the Society or, in the treasurer's absence, by any other member of the executive committee that the committee nominates for that purpose.
- (9) An electronic transfer of an amount from the Society's account to another account at an authorised deposit-taking institution may only be authorised by the treasurer of the Society or, in the treasurer's absence, by any other member of the executive committee that the committee nominates for that purpose.

10. Auditor

- (1) At each annual general meeting, the members of the Society present at the meeting are to appoint a person as the auditor of the Society.
- (2) If an auditor is not appointed at an annual general meeting under sub-rule 10(1), the committee is to appoint a person as the auditor of the Society as soon as practicable after that annual general meeting.
- (3) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- (4) The auditor may only be removed from office by special resolution of the members.
- (5) If a casual vacancy occurs in the office of auditor, the committee is to appoint a person to fill the vacancy until the end of the next annual general meeting.

11. Audit of accounts

- (1) The auditor is to audit the financial affairs of the Society at least once in each financial year of the Society.
- (2) The auditor, after auditing the financial affairs of the Society for a particular financial year of the Society, is to -
 - (a) certify as to the correctness of the accounts of the Society; and
 - (b) at the next annual general meeting, provide a written report to the members of the Society who are present at that meeting.
- (3) In the report and in certifying to the accounts, the auditor is to -
 - (a) specify the information, if any, that he or she has required under sub-rule 11(5)(b) and obtained; and
 - (b) state whether, in their opinion, the accounts exhibit a true and correct view of the financial position of the Society according to the information at their disposal; and
 - (c) state whether the rules relating to the administration of the funds of the Society have been observed.
- (4) The treasurer is to deliver to the auditor a list of all the accounting records, books and accounts of the Society.
- (5) The auditor may -
 - (a) have access to the accounting records, books and accounts of the Society; and
 - (b) require from any employee of, or person who has acted on behalf of the Society, any information the auditor considers necessary for the performance of their duties; and
 - (c) employ any person to assist in auditing the financial affairs of the Society; and
 - (d) examine any member of the committee, or any employee of the Society, or person who has acted on behalf of the Society, in relation to the accounting records, books and accounts of the Society.

12. Exemptions under the Act

- (1) For any financial year that the Society 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 10 unless the Society elects to have the financial affairs of the Society 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 sub-rule 12(1)(a) -
 - (i) rules 10 and 11 do not apply in respect of the Society for that financial year; and
 - (ii) rule 13(5)(b), to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Society in respect of that financial year; and
 - (iii) rule 13(5)(d) does not apply in respect of the annual general meeting held by the Society in respect of that financial year.
- (2) For any financial year that the Society is exempt from the requirement to provide an annual return by virtue of section 24(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.

13. Annual general meeting

- (1) The Society is to hold an annual general meeting each year.
- (2) An annual general meeting is to be held on any day, being not later than 3 months after the end of the financial year of the Society, that 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:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee, auditor, employees and other persons acting on behalf of the Society, reports on the transactions of the Society during the last preceding financial year of the Society; and
 - (c) to elect the officers of the Society and the ordinary committee members; and
 - (d) to appoint the auditor and determine their remuneration; and
 - (e) to determine the remuneration of employees and other persons acting on behalf of the Society.
- (6) An annual general meeting may transact business of which notice is given in accordance with rule 15.
- (7) Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Society, by the secretary or, in the absence from the meeting of the secretary, by an officer of the Society who is nominated by the chairperson of the meeting.

14. Special general meetings

- (1) The committee may convene a special general meeting of the Society at any time.
- (2) The committee, on the requisition in writing of at least 10 members of the Society, is to convene a special general meeting of the Society.
- (3) A requisition for a special general meeting is to -
 - (a) state the objects of the meeting; and
 - (b) be signed by each of the requisitionists; and
 - (c) be deposited at the office of the Society; and
 - (d) consist of appropriate documents, each signed by one or more of the requisitionists.
- (4) If the committee does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Society, any one or more of the requisitionists may convene the meeting within 3 months after the day on which the requisition is deposited at the office of the Society.
- (5) A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the committee.
- (6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Society.

15. Notices of general meetings

- (1) At least 14 days before the day on which a general meeting of the Society is to be held, the secretary is to publish a notice specifying -
- (2) the place, date and time at which the meeting is to be held; and
- (3) the nature of the business that is to be transacted at the meeting.
- (4) A notice is published for the purposes of sub-rule 15(1) if the notice -
 - (a) appears on a website, or at an electronic address, of the Society; or
 - (b) is sent to each member of the Society at -
 - (i) an email address that the member has nominated as the email address to which notices from the Society may be sent; or
 - (ii) the member's residential address; or
 - (c) is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
 - (d) is given by another means, determined by the secretary, that is reasonably likely to ensure that the members of the Society will be notified of the notice.

16. Business and quorum at general meetings

- (1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- (2) Business is not to be transacted at a general meeting unless a quorum of members of the Society entitled to vote is present at the time when the meeting considers that business.
- (3) A quorum for the transaction of the business of a general meeting is ten percent (10%) of members of the Society entitled to vote rounded up to the nearest whole number.
- (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 Society, 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.

17. Chairperson at general meetings

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

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

19. Determination of questions arising at general meetings

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

20. Votes

- (1) On any question arising at a general meeting of the Society, a member of the Society (including the chairperson) has one vote only.
- (2) All votes are to be given personally.
- (3) Despite sub-rule 20(1), in the case of an equality of votes, the chairperson has a second or casting vote.

21. Taking of poll

- (1) If at a general meeting a poll on any question is demanded -
 - (a) the poll is to be taken at that meeting in the manner that the chairperson determines; and
 - (b) the result of the poll is taken to be the resolution of the meeting on that question.

22. 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.

23. Affairs of Society to be managed by a committee

- (1) The affairs of the Society are to be managed by a committee of management constituted as provided in rule 25.
- (2) The committee -
 - (a) is to control and manage the business and affairs of the Society; and
 - (b) may exercise all the powers and perform all the functions of the Society, other than those powers and functions that are required by these rules to be exercised and performed by members of the Society at a general meeting; and
 - (c) has power to do anything that appears to the committee to be essential for the proper management of the business and affairs of the Society.

24. Officers of the Society

- (1) The officers of the Society are as follows:
 - (a) the president; and
 - (b) one or two vice-presidents as determined from time to time by the committee; and
 - (c) the treasurer; and
 - (d) the secretary.
- (2) If the committee determines that there should be two vice presidents, the first elected vice-president is to be known as the senior vice-president.
- (3) The secretary from time to time shall act as public officer of the Society.
- (4) Subject to sub-rule 24(6), the officers of the Society are to be elected in accordance with rule 26.
- (5) Each officer of the Society is to hold office until the end of the next annual general meeting after that at which he or she is elected and is eligible for re-election.
- (6) If a vacancy in an office referred to in sub-rule 24(1) occurs, the committee may appoint one of its members to fill the vacancy until the end of the next annual general meeting after the appointment.
- (7) If an office referred to in sub-rule 24(1) is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.
- (8) Any officer of the Society who by, authority of a general meeting or of the committee, may accept or incur any liability on behalf of the Society shall be indemnified by the Society against personal loss in respect of such liability.

25. Constitution of the committee

- (1) The committee consists of -
 - (a) the officers of the Society; and
 - (b) five other members elected at the annual general meeting or appointed in accordance with this rule.
- (2) An ordinary committee member is to hold office until the end of the next annual general meeting after that at which he or she is elected and is eligible for re-election.
- (3) No two members who live in the same household may concurrently hold positions on the committee.
- (4) If a vacancy occurs in the office of an ordinary committee member, the committee may appoint a member of the Society to fill the vacancy until the end of the next annual general meeting after the appointment.
- (5) If an office of an ordinary committee member is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

26. Election of members of committee

- (1) A nomination of a financial member of the Society as a candidate for election as an officer of the Society, or as an ordinary committee member, is to be -
 - (a) made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - (b) delivered to the secretary 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 of the Society and ordinary committee members is to be conducted at the annual general meeting in the manner determined by the chairperson.

27. Vacation of office

- (1) For the purpose of these rules, the office of an officer of the Society, or of an ordinary committee member, becomes 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 their creditors or makes an assignment of their 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) ceases to be ordinarily resident in Tasmania; or
 - (f) is absent from 3 consecutive meetings of the committee without the permission of the other members of the committee; or
 - (g) ceases to be a member of the Society; or
 - (h) fails to pay, within 14 days of the issue of a notice in writing signed by the public officer, stating that the officer or ordinary committee member has failed to pay amounts identified as due and payable by the officer or ordinary committee member.
 - (i) fails to return, within 14 days of the issue of a notice in writing signed by the public officer, stating that the officer or ordinary committee member has failed to return Society's assets in the possession of the officer or ordinary committee member.

28. Meetings of the committee

- (1) The committee is to meet at least six times in each calendar year at a place and time the committee determines to manage the affairs of the Society.
- (2) A special committee meeting is a meeting of the committee, other than a meeting referred to in sub-rule 28(1), may be convened by the president or any 4 of the members of the committee.
- (3) Written notice of any special committee meeting is to be served on members of the committee and is to specify the general nature of the business to be transacted.
- (4) A special committee meeting may only transact business of which notice is given in accordance with sub-rule 28(3).
- (5) A quorum for the transaction of the business of a meeting of the committee is 5 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 senior vice-president; or
 - (c) in the absence of the president and the senior vice-president, the other vice-president; or
 - (d) in the absence of the president and both vice-presidents, 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 sub-rule 28(10), in the case of an equality of votes, the chairperson has a second or casting vote.
- (12) Written notice of each committee meeting is to be served on each member of the committee in time to meet the period of written notice as required from time to time by the committee, by-
 - (a) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Society may be sent, or
 - (b) giving it to the member, or
 - (c) leaving it at, or sending it by post, to the person's residential address in sufficient time for it to be delivered to that address in the ordinary course of post to meet the committee's written notice period determined for this sub-rule 28(12).

29. 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.

30. Subcommittees

- (1) The committee may -
 - (a) appoint a subcommittee from the committee; and
 - (b) prescribe the powers and functions of that subcommittee; and
 - (c) revoke the appointment of any subcommittee.
- (2) The committee may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Society and may revoke this appointment at any time.
- (3) A quorum for the transaction of the business of a meeting of the subcommittee is 3 appointed members entitled to vote.
- (4) Members of a subcommittee shall elect a chairperson who shall convene such meetings as may be necessary for the effective performance of the subcommittee.
- (5) The chairperson of a subcommittee shall submit a report of its activities to each ordinary meeting of the committee.
- (6) Any question arising at a meeting of a subcommittee 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.
- (7) On any question arising at a meeting of a subcommittee, a member of the subcommittee, including the chairperson, has one vote only.
- (8) Despite sub-rule 30(7), in the case of an equality of votes, the chairperson has a second or casting vote.
- (9) Written notice of each subcommittee meeting is to be served on each member of the subcommittee in time to meet the period of written notice as required from time to time by the committee, by -
 - (a) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Society may be sent; or
 - (b) giving it to the member; or
 - (c) leaving it at, or sending it by post, to the person's residential address in sufficient time for it to be delivered to that address in the ordinary course of post to meet the committee's written notice period determined for this sub-rule 30(9).

31. Executive committee

- (1) The president, the vice-presidents, the treasurer and the secretary constitute the executive committee.
- (2) During the period between meetings of the committee, the executive committee may issue instructions to the public officer, officers of the Society and employees of the Society in matters of urgency connected with the management of the affairs of the Society.
- (3) The executive committee is to report on any instructions issued under sub-rule 31(2) to the next meeting of the committee.

32. Sections

- (1) From time to time the committee may approve the creation or dissolution of groups of members with common interests to be known as sections.
- (2) Each section shall appoint annually from amongst its members a person who shall be responsible for organising section activities and who shall be known as section coordinator.
- (3) Each section shall at all times be subject to and subordinate to the committee.

33. Membership and Annual subscriptions

- (1) The members of the Society shall set, as required from time to time, by special resolution at the annual general meeting, the membership categories and subscriptions to apply for new members and for existing members renewing their membership.
- (2) The subscription for a new member confers membership of the Society for a period of 12 months from the date the new member's name is entered into the register of members.
- (3) The annual subscription payable by members for membership of the Society is due and payable on a fixed date as determined by special resolution of members.
- (4) The secretary, or their delegate, may remove the name of a member from the register of members maintained under sub-rule 5(8) if that member has not paid their annual subscription by the day the annual subscription was due, and that member fails to pay this annual subscription, within 14 days of the issue of a notice in writing signed by the secretary, or their delegate, stating that if the member has not paid all annual subscriptions due and payable by the member within 14 days of the issue of the notice, the name of the member may be removed from the register of members
- (5) If a member of the Society has not paid their annual subscription covering the 12 month period in which the annual general meeting or special general meeting is being held, the member is not entitled to attend, nor vote at, that meeting of the Society.
- (6) Notwithstanding the provisions of sub-rule 33(4), if a member of the Society fails to pay or return, within 14 days of the issue of a notice in writing signed by the secretary, or their delegate, stating that the member has failed to either:
 - (a) pay amounts identified as due and payable by the member; or
 - (b) return Society's assets in the member's possession,the secretary, or their delegate, may remove the name of the member from the register of members maintained under sub-rule 5(8).

34. 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) emailing it to the person's email address that the member has nominated as the email address to which notices from the Society may be sent; or
 - (b) giving it to the person; or
 - (c) leaving it at, or sending it by post to, the person's residential address.

35. Suspension or expulsion of members

- (1) The committee may suspend a member's right to participate in the Society's activities for a set period if, in the opinion of the committee, the member is guilty of conduct detrimental to the interests of the Society.
- (2) Notwithstanding the provisions of sub-rule 35(1), the committee may expel a member from the Society if, in the opinion of the committee, the member is guilty of conduct detrimental to the interests of the Society.
- (3) The suspension of a member under sub-rule 35(1) or the expulsion of a member under sub-rule 35(2) does not take effect until the later of:
 - (a) the 14th day after the day on which a notice is served on the member under sub-rule 35(4); and
 - (b) if the member exercises their right of appeal under rule 36, the conclusion of the special general meeting convened to hear the appeal.
- (4) If the committee suspends a member's rights to participate in events, or expels a member from the Society, the secretary, without undue delay, is to cause to be served on the member a notice in writing -
 - (a) stating that the committee has suspended or expelled the member; and
 - (b) specifying the grounds for the suspension or expulsion; and
 - (c) informing the member of the right to appeal against the suspension or expulsion under rule 36.

36. Appeal against suspension or expulsion

- (1) A member may appeal against a suspension or an expulsion under rule 35 by serving on the secretary, within 14 days after the service of a notice under sub-rule 35(4), 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 suspension or 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 suspension or expulsion; and
 - (c) the suspended or expelled member must be given an opportunity to be heard; and
 - (d) the members of the Society who are present are to vote by secret ballot on the question of whether the suspension or 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 suspension or expulsion-
 - (a) the suspension or expulsion is lifted; and
 - (b) the expelled member is entitled to continue as a member of the Society.
- (6) If at the special general meeting a majority of the members present vote in favour of the confirmation of the suspension or expulsion -
 - (a) the suspension or expulsion takes immediate effect; and
 - (b) the expelled member ceases to be a member of the Society.

37. Disputes

- (1) A dispute between a member of the Society, in their capacity as a member, and the Society is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.
- (2) This rule does not affect the operation of rule 36.

38. Seal of Society

- (1) The seal of the Society is to be in the form of a rubber stamp inscribed with the name of the Society encircling the word "Seal".
- (2) The seal is not to be affixed to any instrument except by the authority of the committee.
- (3) The affixing of the seal is to be attested by the signatures of -
 - (a) two officers of the Society; or
 - (b) one officer of the Society and any other member of the committee that the committee may appoint for that purpose.
- (4) If a sealed instrument has been attested under sub-rule 38(3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the committee.
- (5) The seal is to remain in the custody of the public officer of the Society.

39. Alteration of the Rules in this Constitution

- (1) No new rule shall be made, or an existing rule altered or repealed within this constitution, except by a special resolution at a general meeting.

40. Winding Up of the Society

- (1) The Society may only be wound up by a special resolution at a general meeting.
- (2) Notwithstanding sub-rule 40(1), the Society shall not be wound up so long as there are ten members who are opposed to that course of action.
- (3) In the event of the Society being wound up, the remaining assets and money after the satisfaction of all debts and liabilities and all other wind up expenses, shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.