

# **MANNING CLARK HOUSE INCORPORATED**

## **RULES OF THE ASSOCIATION**

**RULES OF MANNING CLARK HOUSE INCORPORATED**

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## PART I – PRELIMINARY

### 1. Interpretation

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

"Association" means Manning Clark House incorporated;

"financial year" means the year ending on 30 June in each year;

"member" means a member, however described, of the association;

"ordinary committee member" means a member of the committee who is not an office-bearer of the association as referred to in paragraph 12 (1) (a);

"person" includes an incorporated body;

"secretary" means the person holding office under these rules as secretary of the association or, where no such person hold that office, the public officer of the association;

"the Act" means the *Associations Incorporation Act 1991*

"the director" means the person appointed by the committee to conduct the activities of the association on behalf of the committee;

"the Regulations" means the Association Incorporation Regulations.

(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 an 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.

## PART II - OBJECTS

### 2. Objects

Inspired by the vitality and impact of the lives and work of Manning and Dymphna Clark based on their home at 11 Tasmania Circle, Forrest in the ACT, the association is formed for the following objects:

- (1) To build on Manning and Dymphna Clark's example by promoting a wide-ranging program of intellectual, cultural and social activities in Canberra and elsewhere in Australia.
- (2) Among the specific objects for achieving the principal object in subrule (1) are:
  - (a) in cooperation with the Clark family, to lease the house and grounds at 11 Tasmania Circle, Forrest at a nominal rent and maintain them as a heritage property at the centre of the association's program of activities;
  - (b) to promote, encourage and nurture the production of creative and scholarly writing and communication (especially but not only in Australian history and literature, and the literature of Australian history) and of visual and performing arts works;
  - (c) to promote and encourage vigorous discussion and debate in Australian society on issues of public importance and in all areas of scholarly interest;
  - (d) to promote and encourage a liberal education in the humanities, the social and natural sciences and the visual and performing arts.
- (3) The association may use all appropriate means to carry out the objects stated in subrules (1) and (2) including:
  - (a) organising, supporting and hosting, in Canberra and elsewhere:
    - (i) lectures, classes, addresses, seminars, debates, conferences, symposia and similar events;
    - (ii) exhibitions and performances;

- (iii) book launches, readings and social gatherings;
- (iv) meetings and other functions;
- (b) through a program of visiting/residential scholars, providing facilities and opportunities for Australian and overseas scholars, creative artists, writers, community leaders and others to assist their studies and work;
- (c) conducting teaching and research programs and publication through appropriate media in the areas referred to in paragraphs (2) (b) and (d), in particular in the fields of literature, history and the visual and performing arts;
- (d) making the late Manning Clark's library available for research by individual writers, scholars and artists;
- (e) co-operating with Australian institutions of learning and other appropriate institutions and organisations in pursuit of common goals.

### **PART III - REGISTRATION AS A CULTURAL ORGANISATION**

- 3.** The association must at all times be registered on the register of cultural organisations established under Division 30 Subdivision 30-F of the Income Tax Assessment Act and comply with the eligibility criteria for continued registration.
- 4.** The association must not pay any of its financial surplus, or give any of its property to its members,
- 5.** The association must maintain a public fund -
  - (a) to which gifts of money or property can be made and credited for the principal purposes of the association;
  - (b) that does not receive any other money or property.

- (c) Gifts made to the public fund referred to in clause 5. above, or any money received as a result of such gifts, must only be used for the principal purposes of the association.
- 6.** If upon winding-up or dissolution of the association, there remains any surplus after payment of all its debts and liabilities, the surplus property must not be paid to or distributed amongst the members, but must be transferred to some other organisation or organisations that -
- (a) has objects similar to the association;
  - (b) whose rules prohibit the distribution of its income amongst its members;
  - (c) is eligible for tax deductibility of gifts under subdivision 30-B of the Income Tax Assessment Act; and
  - (d) is listed on the Register of Cultural Organisations maintained under the Income Tax Assessment Act.

### **PART IIIA – SPONSORSHIP**

#### **7A. Sponsorship**

Manning Clark House may, by resolution of the committee, enter into one or more sponsorship agreements with external organisations the aims and objectives of which are broadly sympathetic to those of Manning Clark House. For the purposes of subrule 18(1), no more than one of these organisations may be designated as Manning Clark House's "major sponsor".

## **PART IV – MEMBERSHIP**

### **8. 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 association at any time after incorporation of the association under the Act; or
- (b) the person has applied for membership in accordance with subrule 9(1), and has not been refused membership by the Committee in accordance with subrule 9(3).

### **9. Application for membership**

- (1) An application of a person\* for membership of the association must be:
  - in writing in the form approved by the Committee which may be amended from time to time to take account of new forms of membership and to suit the association's purposes;
  - lodged with the Director of the association; and
  - accompanied by the payment of the relevant fee.

\*Note: "person" includes a corporation or an incorporated association.

- (2) Subject to subrule (3), the Director must, as soon as practicable after receiving an application for membership, cause the applicant's name to be entered in the register of members, and upon the name being so entered, the applicant becomes a member of the association
- (3) The Director may refer an application to the committee which may accept or refuse to accept that application.

**10. Honorary Life Membership and Life Membership**

- (1) The committee may if it thinks fit recommend to an Annual General Meeting that one or more members be elected as an Honorary Life Member or Honorary Life Members, and the Annual General Meeting may elect the person or persons accordingly.
- (2) A person may become a Life Member of the association on payment of the fee determined in accordance with subrule 14(3).

**11. Membership entitlements not transferable**

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

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

**12. Cessation of membership**

A person ceases to be a member of the association if the person-

- (a) dies or, in the case of a body corporate, is wound up;
- (b) resigns from membership of the association;
- (c) is expelled from the association; or
- (d) fails to renew membership of the association.

**13. Resignation of membership**

- (1) A member is not entitled to resign from membership of the association except in accordance with this rule.
- (2) A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (being not less than one month or, if the Committee has determined a shorter period, that shorter period) in writing to the Director of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

- (3) Where a person ceases to be a member, the Director shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

**14. Fee, subscription etc.**

- (1) The annual membership fee of the association is such an amount or amounts that has or have been determined by resolution of the Committee, from time to time, to apply to members or a class of members. For the purposes of this subrule, neither members of the committee nor their relatives constitute a class of members.
- (3) The fee for Life Membership of the association is an amount as is determined by resolution of the Committee from time to time.
- (4) The annual membership fee is payable-
  - (a) Except as provided in paragraph (b) – before 1 July in each calendar year;  
or
  - (b) If a person becomes a member on or after 1 July in any calendar year – before 1 July in each succeeding calendar year, provided that, if a person joins the association between 1 March and 30 June of any year, the membership renewal fee will not become due until 1 July of the following year.

**15. Members' liabilities**

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 14.

**16. Disciplining of members**

- (1) Where the Committee is of the opinion that a member
  - (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 association,the committee may by resolution-
  - (c) expel the member from the association; or
  - (d) suspend the member from such rights and privileges of membership of the association as the Committee may determine for a specified period.
- (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 the meeting;
    - (ii) submit to the Committee at or prior to the date of the meeting written representations relating to the resolution.

- (4) Subject to section 50 of the Act, 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 representations 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 the resolution under subrule (4) the Secretary shall within 7 days after that confirmation, by notice in writing inform the member of that confirmation.
- (6) A resolution confirmed by the Committee under sub-rule (4) takes effect from the date of confirmation by the Committee.

## **PART V – THE COMMITTEE**

### **17. Powers of the committee.**

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

- (a) shall control and manage the affairs of the association;
- (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by the association 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 association,

**18. Constitution and membership**

- (1) The committee consists of
  - (a) the office-bearers of the association; and
  - (b) up to 7 ordinary committee members,  
each of whom shall be elected pursuant to rule 19, or appointed in accordance with subrule (6);
  - (c) one ordinary committee member appointed by the Clark family in writing from time to time; and
  - (d) where the committee by resolution identifies an organisation as the association's major sponsor for the purposes of this paragraph – one ordinary committee member appointed in writing by that sponsor from time to time during the period of the sponsorship.
- (2) The office-bearers of the association shall be –
  - (a) the president;
  - (b) the vice-president;
  - (c) the treasurer; and
  - (e) the secretary.
- (3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) The term of office of an ordinary committee member referred to in paragraph (c) of subrule (1) ceases upon the termination of that appointment by the Clark family.

- (5) The term of office of an ordinary committee member referred to in paragraph (d) of subrule (1) ceases upon the termination of the relevant sponsorship for whatever reason.
- (6) In the event of a vacancy in the elected membership of the committee, the committee may appoint a member of the association 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.
- (7) In the event of a vacancy in the office of an ordinary member of the committee appointed in accordance with paragraph (c) of subrule (1), the Clark family may appoint another person as its representative in accordance with that paragraph. A vacancy may occur in any of the circumstances referred to in paragraphs (a), (c) and (e) to (g) of rule 22.
- (8) In the event of a vacancy in the office of an ordinary member of the committee appointed in accordance with paragraph (d) of subrule (1), the association's major sponsor may appoint another person as its member on the committee in accordance with that paragraph. A vacancy may occur in any of the circumstances referred to in paragraphs (a), (c) and (e) to (g) of rule 22.

**19. Election of committee member**

- (1) Nomination of candidates for election as office-bearers of the association or as ordinary committee members referred to in paragraph (b) of subrule 18(1) -
  - (a) shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and

- (b) shall be delivered to the secretary of the association 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 and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be 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.

**20. Secretary**

- (1) The secretary of the association shall, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- (2) The secretary shall keep minutes 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.

**21. Treasurer**

- (1) The Treasurer of the association is responsible to the association for ensuring performance of the following -
- (a) collection and receipt of all moneys due to the association and making all payments authorised by the association;
  - (b) keeping correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association;
  - (c) preparation of the statement of the association's accounts in respect of each financial year;
  - (d) compliance with all requirements of the Act from time to time, and any other legal requirements, relating to the association's financial affairs.
- (2) The association or the committee may -
- (a) require the Director of the association to perform duties relating to the association's financial affairs;
  - (b) approve such assistance for the Director in performing duties relating to the association's financial affairs as it considers necessary.

**22. Vacancies**

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 association;
- (c) resigns the office;

- (d) is removed from office pursuant to rule 23;
- (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,

**23. Removal of elected committee members**

The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the committee elected in accordance with rule 19.

**24. Committee meetings and quorum**

- (1) The committee shall meet at least 3 times in each calendar year at such place and time as the committee may determine.
- (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 to 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,
- (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 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 must be dissolved.
- (8) At meetings of the committee-
  - (a) the president or in the absence of the president, the vice-president shall preside; or
  - (b) if the president and the vice-president are absent, 1 of the remaining members of the committee may be chosen by the members present to preside.

**25. 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 associations 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 association 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 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, be 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.

## **26. 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 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 24(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.

**27. Annual general meetings - holding of**

- (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association 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 association.
- (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.

**28. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the association shall, subject to the Act, be convened on such date and at such place and time as the committee thinks fit.
- (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 association during the last preceding financial year;
  - (c) to elect members of the committee, including office-bearers; and
  - (a) 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 30.

(4) An annual general meeting shall be conducted in accordance with the provision of this Part.

**29. General meetings - calling of**

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

(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 association.

(3) A requisition of members for a general meeting -

(a) shall state the purpose of 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 association for any reasonable expense so incurred.

**30. Notice**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent to each member, by a method specified in rule 43 of these rules, 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 association, 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 the 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 28 (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.

**31. 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.

**32. Presiding member**

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

**33. 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 association 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.

#### **34. Making of decisions**

- (1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, declaration by the person presiding that a 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 association, 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 association, 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-  
  
immediately in the case of a poll which related to the election of the person to preside at the meeting or to the question of an adjournment; or  
  
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 on the matter shall be resolution of the meeting on that matter.

**35. Voting**

- (1) Subject to subrule (3), upon any question arising at a general meeting of the association 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 association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

**36. Appointment of proxies**

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.

**PART V - MISCELLANEOUS**

**37. Funds - source**

- (1) The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Act, such other sources as the committee determines.

- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's general bank account, or public fund bank account (as the case may be),
- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

**38. Funds - management**

- (1) Subject to Part II) of these rules and subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the association, being members of the committee or employees authorised to do so by the committee.

**39. Alteration of objects and rules**

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

**40. Common seal**

- (1) The common seal of the association will 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,

**41. Custody of books**

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

**42. Inspection of books**

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

**43. Service of notice**

- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member by:
  - (a) giving it to the member;
  - (b) sending it by prepaid post to the member at the member's address shown in the register of members;
  - (c) faxing it to a fax number of the member;
  - (d) emailing it to an email address of the member;
  - (e) leaving it, addressed to the member, at a home or business address of the member with someone who appears to be at least 16 years old and to live or be employed at the address.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.