

1. The name of the Association shall be the Victorian Astrologers Association Incorporated and hence forth called "the Association".

2. In these rules, unless the contrary intention appears -

"Committee" means the Committee referred to in Clause 24 hereof and elected pursuant to Clause 25 hereof or otherwise appointed pursuant to the terms of this Constitution.

"General Meeting" includes the Annual General Meetings held pursuant to Clause 19 hereof, and any Extraordinary General Meetings held pursuant to Clause 19 (h) hereof.

"National Council" means the Council elected pursuant to Clause 26 hereof or otherwise appointed pursuant to the terms of this Constitution.

National FAA means the Federation of Australian Astrologers Inc.

References to the "President", "Vice President", "Secretary", "Membership Secretary", "Treasurer" and "Committee Member" are references to the officers referred to in Clause 24 hereof and elected pursuant to Clause 25 hereof or otherwise appointed pursuant to the terms of this Constitution.

"Member" means a member of the Association elected and duly registered pursuant to the terms of Clause 5 hereof.

Words importing the singular number also include the plural number and vice versa and words importing the masculine gender also include the feminine gender and the neuter gender and vice versa.

Words importing persons shall include corporations.

Headings to Clauses within this Constitution are inserted for convenience only and do not form part of this Constitution and shall not affect the construction thereof.

3. **Association's Office**

The office of the Association shall be at such place as the committee may, from time to time, determine.

4. **Objects and purposes of the Association**

(a) The basic purposes of the Association, as stated in the application for the incorporation of the Association lodged with the Registrar are -

- (i) to encourage co-operation and contact between astrologers.
- (ii) to seek and maintain membership with the Federation of Australian Astrologers Inc.
- (iii) to arrange seminars, meetings, conferences and other activities to enable discussion of issues in astrology.
- (iv) to adopt the Code of Ethics promulgated by the Federation of Australian Astrologers Inc.
- (v) to engage in such other conduct as the Association considers desirable in order to enhance the image of astrology and to encourage the highest standard of ethical conduct by astrologers.

(b) In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include -

- (i) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association.

- (ii) the buying, selling and supplying of, and dealing in, goods of all kinds.
- (iii) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association.
- (iv) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects and purposes of the Association.
- (v) the taking of such steps from time to time as the committee or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise.
- (vi) the printing and publishing of such newspapers, periodicals, books, leaflets or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association.
- (vii) the raising of money in such manner and on such terms as the committee may think fit or as may be approved or directed by resolution passed at a general meeting.
- (viii) subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the committee may from time to time determine.
- (ix) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (1) of section 78 of the Income Tax and Social Services Contribution Assessment Act 1936 - 1964 of the Commonwealth relates.
- (x) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association.
- (xi) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association; and
- (xii) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

5. Membership of Association

- (a) A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the subscription prescribed in, or fixed under, these rules
- (b) A person who is not a member of the Association at the time of the incorporation of the Association shall not be admitted to membership unless -
 - (i) s/he is nominated as provided in sub-rule (c) of this rule; and
 - (ii) his/her admission as a member is approved by the committee.
- (c) The nomination of a person for membership of the Association -
 - (i) shall be made in writing, signed by a member of the Association;
 - (ii) shall be accompanied by the written consent of the person nominated (which may be endorsed on the form on nomination); and
 - (iii) shall be lodged with the Membership Secretary of the Association.

6. As soon as is practicable after the receipt of a nomination, the Membership Secretary shall refer the nomination to the Committee.

7. Upon a nomination being approved by the Committee, the Membership Secretary shall, with as little delay as possible, notify the nominee in writing that s/he has been approved for membership of the Association and, upon receipt of the sum payable by or on behalf of the nominee as his/her first year's subscription, shall enter the nominee's name in a register of members to be kept by the Membership Secretary, whereupon the nominee becomes a member of the Association.
8. A member of the Association may, at any time, resign from the Association by delivering or sending by post to the Membership Secretary a written notice of resignation.
9. Upon receipt of a notice under rule 8, the Membership Secretary shall remove the name of the member by whom the notice was given from the register of members and advise the person in writing that s/he has been removed, whereupon that member ceases to be a member of the Association.
10. A right, privilege, or obligation of a person by virtue of his/her membership of the Association -
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of his/her membership, whether by death, resignation, or otherwise.

11. **Winding Up**

In the event of the Association being wound up -

- (a) every member of the Association; and
- (b) every person who, for a period of at least twelve months immediately preceding the commencement of the winding up, was a member of the Association, is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges, and expenses of the winding up such sum, not exceeding \$20, as may be required, but a former member is not liable so to contribute in respect of any debt or liability of the Association contracted after s/he ceased to be a member.
- (c) In the event of the Association being wound up any surplus shall be transferred to another non profit organisation with the same aims and objects as the association or to any other organisation allowable as a tax deduction under Section 78 of the Income Tax Assessment Act.

12. **Membership**

(a) **Classes of Membership and Eligibility**

The members of the Association shall be of the following classes:

- (i) Ordinary Members
- (ii) Honorary Life Members

This level is reserved for very special recognition of persons who have made outstanding contributions to the FAA and astrology over a significant number of years. Member Associations may recommend persons for the Honorary Life Membership but appointments are made only by the National Council.

(b) **Privileges of Honorary Life Members**

An honorary life member shall be entitled to all the privileges that may be granted to a Fellow member for his/her life time and shall be exempt from any obligation to pay any entrance fee, subscriptions or levies payable pursuant to this Constitution. Honorary life members may attend any committee meeting or other meeting and may take part in any discussion thereat but shall not have voting rights at committee meetings.

13 **Qualifications and Honours**

(a) **Qualifications**

(i) **Basic Certificate**

A person who possesses a certificate of astrology recognised by the National FAA.

(ii) **Practitioners Certificate**

A person who possesses an FAA practitioners certificate will be entitled to use the letters PC (FAA) to denote such qualification.

(iii) **Diploma**

A person who possesses an FAA Diploma of Astrology will be entitled to use the letters Dip. (FAA) to denote such qualification.

(iv) **Approved Astrology Teacher**

A member who fulfils all the following criteria;

holds a minimum of an FAA Practitioners Certificate or equivalent;

is promoting the FAA examination system;

has taught and had pass to FAA Basic Certificate level, students in numbers set from time to time by the National Council;

Such members will be entitled to use the letters AAT (FAA) to denote such qualification whilst they remain a member of the FAA.

(v) **Qualified Astrologer**

A person who has passed examinations to a minimum of Practitioners Certificate standard or equivalent, or who, still being a member of the FAA, has been granted the status of PMFAA under the rules of the unincorporated association, will be granted the qualification of Qualified Astrologer and may use the letters QA (FAA) to denote that s/he holds this qualification. This qualification relies on membership of the FAA for its continued use.

(b) **Honours**

(i) **Fellow**

FAA members who have made outstanding contributions to the FAA. Recommendations may be made by a member organisation but appointments are made only by the National Council. The National Council will issue guidelines which will be followed in the granting of this honour. Any person granted this honour will be entitled to use word "Fellow" to denote such honour whilst they remain a member of the FAA.

(c) No member shall be entitled to use letters to denote qualifications, honours or levels of membership of the association other than those described herein. This clause does not prohibit the use of qualifications granted by other astrological organisations.

14. **Income and Property of Association**

(a) The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Committee determines.

(b) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly by dividend, bonus, or otherwise, to any member of the Association. All money received by the Association shall be deposited as soon as practicable, and without deduction to the credit of the Association's bank account. The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

(c) The Association shall not appoint a person who is a member of the Committee to any office in the Association to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or other benefit in money or money's worth (other than the repayment of out of pocket expenses).

(d) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of -

(i) remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business.

(ii) interest at commercial rates on moneys lent to the Association by the servant or member; or

(iii) a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

15. Accounts of receipts, expenditure etc.

(a) True accounts shall be kept -

(i) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and

(ii) of the property, credits and liabilities of the Association.

Subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to inspection by the members of the Association.

(b) The Treasurer of the Association shall faithfully keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the Committee may decide.

16. Banking and Finance

(a) The Treasurer of the Association shall, on behalf of the Association, receive all moneys paid to the Association and forthwith after the receipt thereof issue official receipts therefore.

(b) The Committee shall cause to be opened with such bank or other financial institution as the committee selects, a banking account in the name of the Association into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.

(c) Except with the authority of the Committee, no payment of a sum exceeding \$50 shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account, but the Committee may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Committee may impose.

(d) No cheques shall be drawn on the Associations bank account except for the payment of expenditure that has been authorised by the Committee and is supported by appropriate accounts or receipts.

(e) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by the Treasurer or, in his/her absence, by such other member or members of the Committee as the Committee may nominate for that purpose, and shall be countersigned by one other Committee member.

(f) Any person who incurs a debt without the prior full approval of the Committee will be personally liable for the repayment of that debt.

17. **Auditor**

(a) At each annual general meeting of the Association, the members present shall appoint a person as the Auditor of the Association.

(b) A person so appointed shall hold office until the Annual General Meeting next after that at which s/he is appointed, and is eligible for re-appointment.

(c) The first Auditor of the Association may be appointed by the Committee before the first Annual General Meeting, and, if so appointed, shall hold office until the first Annual General Meeting, unless previously removed by a resolution of the members at a General Meeting, in which case the members at that meeting may appoint an Auditor to act until the first Annual General Meeting.

(d) If an appointment is not made at an Annual General Meeting the Committee shall appoint an Auditor of the Association for the then current financial year of the Association.

(e) Except as provided in sub-rule (c) of this rule, the Auditor may only be removed from office by special resolution.

(f) If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Association, the Committee may appoint a person as the Auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

18. **Audit of Accounts**

(a) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the Auditor.

(b) The Auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the annual general meeting.

(c) In his/her report, and in certifying to the accounts, the Auditor shall state -

(i) whether s/he has obtained the information required by him/her;

(ii) whether, in his/her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his/her disposal and the explanations given to him and as shown by the books of the Association; and

(iii) whether the rules relating to the administration of the funds of the Association have been observed.

(d) The treasurer of the Association shall cause to be delivered to the Auditor a list of all the accounts, books, and records of the Association.

(e) The Auditor -

(i) has a right of access to the accounts, books, records, vouchers, and documents of the Association;

(ii) may require from the servants of the Association such information and explanations as may be necessary for the performance of his/her duties as Auditor;

- (iii) may employ persons to assist him/her in investigating the accounts of the Association; and
- (iv) may, in relation to the accounts of the Association, examine any member of the committee or any servant of the Association.

19. **Annual General Meeting**

- (a) The Association shall, in each year, hold an Annual General Meeting.
- (b) The Annual General Meeting shall be held on such day (being not later than two months after the close of the financial year of the Association) as the Committee may determine.
- (c) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.
- (d) The Annual General Meeting shall be specified as such in the notice convening it.
- (e) The ordinary business of the Annual General Meeting shall be -
 - (i) to confirm the minutes of the last preceding annual general meeting ;
 - (ii) to receive from the Committee, Auditor, and servants of the Association reports upon the transactions of the Association during the last preceding financial year;
 - (iii) to elect the officers of the Association and the ordinary committee members;
 - (iv) to appoint the Auditor and determine his/her remuneration; and
 - (v) to elect Representatives to the National Council as required.
- (f) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- (g) **Special Business**
 - (i) All business that is transacted at any General Meeting other than that described in sub-clause (e) of this Clause and all business transacted at Extraordinary General Meetings shall be deemed special business.
 - (ii) No special business shall be transacted at any General Meeting unless the general nature thereof is specified in the notice of the meeting.
 - (iii) No special business shall be included in the notice of any General Meeting unless approved by the Committee in the case of an Extraordinary General Meeting or Annual General Meeting, or unless written notice of motion in relation to the business, signed by or on behalf of not less than fifteen percent of members entitled to attend or vote at the meeting in question is delivered to the Secretary of the Committee, not less than fourteen days prior to the day appointed for holding such a meeting, and if notice of the meeting has already been given, a supplementary notice shall be given in the same manner as the original notice as soon as possible.
- (h) All general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

20. **Quorum**

(a) The quorum for a General Meeting either Annual or Extraordinary shall be fifteen percent of members entitled to attend and vote at General Meetings as hereinafter provided, present personally or by proxy, except when the purpose of the meeting is to change these rules pursuant to Clause 40 hereof, in which case, the quorum shall be thirty percent of such members. Except as is specifically provided to the contrary in this Constitution no item of business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of transaction of that item of business.

(b) If within 30 minutes from the time appointed for any General Meeting a quorum is not present the meeting shall be dissolved and it shall stand adjourned to a day, time and place to be decided by the committee, and if at such adjourned meeting more than one member entitled to attend and vote at that General Meeting as hereinafter provided, is present in person or by proxy, the members so present shall be a quorum and may transact the business for which the meeting was called.

(c) **Chairperson**

The President shall be entitled to take the chair at every Annual or Extraordinary General Meeting. If there is no President or if at any meeting s/he is not present at the time appointed for holding the meeting or if present is unwilling to act as Chairperson of the meeting then the members present personally or by proxy may choose a person to be Chairperson of the meeting.

(d) **Adjournment**

The Chairperson of any General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which was left unfinished at the meeting of which the adjournment took place, unless twenty one days notice is given to all members entitled to attend and vote at the meeting. If any meeting is adjourned for more than thirty days notice of such adjournment shall be given to all the members entitled to attend and vote at that General Meeting as hereinafter provided and to the auditor in the same manner as notice was or ought to have been given of the original meeting, but otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(e) **Show of Hands**

Subject to the provisions of this Constitution for the election of the Committee every question submitted to any General Meeting shall in the first instance be decided by a show of hands and each person present and entitled to vote whether in his/her own right or as proxy or attorney shall have one vote on such a show of hands.

(f) **Minutes as Evidence of Result Thereof**

At any General Meeting unless a poll is duly demanded before or on the declaration of a show of hands a declaration by the Chairperson of the meeting to the effect that a resolution has been carried or lost or carried unanimously or by a particular majority or lost having regard to the majority required and an entry to that effect in the minute book signed by the Chairperson at that or the next succeeding meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

(g) **Demand for a Poll**

A poll shall be duly demanded only if before or on the declaration of the show of hands it is demanded by the Chairperson of the meeting or by a member present in person or by proxy and entitled to vote.

(h) **Taking of Poll**

A poll demanded on the election of a Chairperson of a General Meeting or on a question of adjournment shall be taken forthwith and a poll demanded on any other question shall be taken in such manner and at such time and place as the Chairperson of the meeting directs, either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be a resolution passed on the date on which it was in fact passed. The demand for a poll shall not prevent the continuance of a meeting or the transaction of any business other than the question on which the poll is demanded. Each person present and entitled to vote as proxy or attorney shall have a number of votes equal to the number of members entitled to vote for whom s/he is proxy or attorney each of which votes may be cast separately.

(i) **Disputed Votes**

No objection shall be made to the validity of any vote except at the meeting or poll at which the vote is tendered and every vote not disallowed at such meeting and whether given or purporting to be given personally or by proxy or attorney shall be deemed valid. In the case of any dispute as to the admission or rejection of a vote the Chairperson of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.

21. **Votes of Members**

(a) **Entitlement to Vote**

All members of the FAA who have not been suspended from membership pursuant to this constitution shall be entitled to attend and vote at Annual and Extraordinary General Meetings. Each member shall have one vote.

(b) **Manner of Voting**

(i) Votes may be given either personally or by proxy. A person appointed proxy must be a member of the Association.

(ii) Proxy to be deposited with Secretary. The instrument appointing a proxy shall be deposited with the Secretary to the Association Committee before the time for holding the meeting or adjourned meeting at which the person named in such instrument purposes to vote

(iii) **Extended Proxy**

Notwithstanding any other provision contained in an instrument of proxy such instrument shall be valid only at the meeting for which it is expressly given or at any adjournment thereof and no instrument of proxy shall be valid after the expiration of 12 months from the date of its execution.

(iv) **Form of Proxy**

Every instrument of proxy shall be in writing under the hand of the appointer and shall be in a form the Committee may from time to time prescribe or accept.

(v) Postal voting is an acceptable alternative in all matters. Postal voting must be conducted in a manner ensuring anonymity of voting

22. **Affairs of Association to be managed by a Committee**

(a) The affairs of the Association shall be managed by a Committee of Management constituted as provided in rule 24.

(b) The Committee -

(i) subject to the Act and these rules, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

(ii) may, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association.

23. **Officers of the Association**

(a) The officers of the Association shall be

- (i) President;
- (ii) Vice-President;
- (iii) Treasurer;
- (iv) Secretary; and
- (v) Membership Secretary

(b) The provisions of sub-rules (b), (c), and (d) of rule 25, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-rule (a) of this rule.

(c) Each officer of the Association shall hold office until the annual general meeting next after the date of his/her election but is eligible for re-election.

(d) In the event of a casual vacancy in any office mentioned in sub-rule (a) of this rule, the Committee may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his/her appointment.

24. **Constitution of the Committee**

(a) The Committee shall consist of -

- (i) the officers of the Association; and
- (ii) three other members,

all of whom shall be elected at the Annual General Meeting of the Association in each year. All Committee members shall be members entitled to attend and vote at Branch General Meetings as herein provided.

b) Each ordinary Committee member shall, subject to these rules, hold office until the Annual General Meeting next after the date of his/her election, but is eligible for re-election.

(c) In the event of a casual vacancy occurring in the office of ordinary committee member, 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 his/her appointment.

(d) All Committee members shall be members entitled to attend and vote at General Meetings as herein provided.

(e) **Resignation**

A Committee member may at any time give notice of his/her wish to resign by delivering such notice to the President of his/her Committee or to the Secretary of his/her Committee or by tendering it at any meeting of his/her Committee. Such resignation shall take effect at the conclusion of the next meeting of the Committee after the giving of such notice unless withdrawn before or at such meeting. The acceptance of a resignation by the Committee shall not be required in order to enable it to take effect. This Clause shall not apply to the annual retirement from office of any Committee member pursuant to Clause 25 (a).

(f) **Disqualification**

The office of a Committee member shall be vacated:

- (i) if his/her membership terminates pursuant to this Constitution,
- (ii) if s/he resigns his/her office as herein provided,
- (iii) if s/he absents himself from the meetings of the Committee for a continuous period of six months without special leave of absence from the Committee and the Committee resolves that his/her office be vacated,
- (iv) if s/he is removed pursuant to any provision of this Constitution.

(g) **Co-option to Committee**

The Committee may co-opt up to 2 persons at any one time as it thinks fit to attend its meetings and to assist it in its deliberations and proceedings but such persons shall have no right to vote at Committee meetings or otherwise to be regarded as Committee members or to be entitled to any of the rights and privileges of Committee members.

(h) The National Council members elected in respect of the Association pursuant to the provisions of Clause 26 hereof shall be "ex officio" members of the Committee. Such members shall only exercise a vote on issues relating to the National Council.

25. **Election of Committee**

(a) **Annual Retirement**

At each Annual General Meeting all Committee members shall retire from office but shall be eligible for re-election. Such retirement shall take effect from the conclusion of such meeting.

(b) **Election of Committee Members**

To succeed the Committee members retiring from office pursuant to Clause 24(a) hereof there shall be elected from amongst the members entitled to attend and vote at the Annual General Meeting as hereinbefore provided, eight Committee members, such elections to be conducted as set out in this Clause.

(c) **Nominations**

- (i) No person (not being a retiring Committee member) shall be eligible for election as a committee member as aforesaid unless a nomination for election to such office in writing and in such form as the Committee may prescribe or accept and signed by the candidate and one member nominating him/her has been delivered to the Secretary of the Committee at least 14 days before the holding of the election. Nominations from the floor of an annual general meeting will only be accepted if there are fewer than eight candidates prior to the meeting.

(ii) The Secretary shall at least 28 days before the Annual General Meeting call for nominations for such elections by such means as the Committee may consider practical in all the circumstances so as to inform members entitled to attend the Annual General Meeting and vote of the fact that nominations are open.

(iii) The Secretary shall at least 14 days before the holding of the elections approach all Committee members and ascertain whether or not they desire to stand for election and upon being informed that they do wish to stand for election as a Committee member shall include them as candidates.

(d) **Uncontested Elections**

If the number of candidates eligible for the position of Committee member does not exceed the maximum number as may be prescribed or determined pursuant to Clause 24 (a) then no election shall be held and all the candidates nominated shall be declared elected by the Chairperson of the Annual General Meeting.

(e) **Ballot for Election**

If the number of candidates for the office of Committee member eligible for election exceeds the maximum number as may be prescribed or determined pursuant to Clause 24(a) such Committee members shall be elected by a ballot which subject to the express provisions of this Constitution shall be conducted at the Annual General Meeting in such a manner as the Chairperson may direct.

(f) **Conduct of Ballot**

A ballot to be conducted pursuant to this Clause shall be conducted in the following manner:

(i) The Chairperson shall cause to be given to each member present (or if a member is present by proxy to such proxy) and entitled to vote, one ballot paper listing in alphabetical order the surname and given names of the candidates for election and indicating the number of vacancies to be filled. A proxy for more than one member shall be given one ballot paper for each member s/he so represents in addition (if s/he is entitled to vote in his/her own right) to his/her own ballot paper.

(ii) Each person so present and entitled to vote shall indicate his/her vote by placing the number 1 within or substantially within the square opposite the name of the candidate for whom s/he votes as first preference. S/he shall also give contingent votes for all of the remaining candidates by placing within or substantially within the squares respectively opposite their names the numbers 2, 3, 4 etc. so as to indicate the order of his/her preference.

(iii) The Chairperson shall declare elected to the Committee the candidates in whose favour the highest numbers of votes are cast.

(iv) In the case of two or more candidates for the last position in whose favour an equal number of votes are cast, the Chairperson shall have a casting vote.

(v) All applications for a postal vote must be lodged with the Secretary of the Committee no later than 14 days before the date of the election in question. The Secretary will forward ballot papers to the applicant provided she/s/he is eligible to vote.

(vi) Completed postal ballots must be returned to the Secretary no later than 24 hours before the time of the election to be accepted as a valid vote. The envelope must bear the name and address of the member lodging the vote and clearly show it contains a postal vote. Upon receipt of the envelope containing a postal vote, the secretary shall note on the list of members entitled to vote that a postal vote has been received.

(vii) All postal votes shall be on the prescribed form.

(viii) At the meeting at which the election is to take place the Secretary shall withdraw from the envelope all postal ballot papers, and without inspecting or unfolding the ballot papers, or allowing any other person to do so, place them aside by themselves for further scrutiny after voting has been finalised.

(ix) When voting has been finalised all ballot papers shall be passed to the returning officer to count the votes.

(g) **Disputed Ballots**

No objection shall be made as to the validity of any vote cast on a ballot or of any ballot paper or the counting of any vote cast on a ballot after the declaration of such ballot and every ballot paper or vote cast on a ballot not disallowed before such time and whether given or purporting to be given personally or by proxy or attorney shall deemed valid. In case of any dispute as to the admission or rejection of any vote cast on a ballot or of any ballot paper or as to the counting of any votes the Chairperson shall determine the same and such determination made in good faith shall be final and conclusive.

(h) **Office Bearers**

As soon as possible after their election, the Committee members will elect from amongst themselves in such manner as they think fit, the five Officers of the Association as described in Clause 23.

(i) **Casual Vacancies**

The Committee may at any time appoint a member to fill any vacancy in any office or on the Committee or as an addition to the number of Committee members subject to Clause 24.

26 **The National Council**

(a) The Association shall elect National Council Representatives in the proportion set by the National Council, but based on membership as at 1 June in the year before the Biennial General Meeting of the National Council. No member shall be eligible for appointment to the National Council unless they have been a member of the FAA for at least 12 months.

(b) **Term of Office**

Each National Council member shall unless s/he resigns or is removed pursuant to the terms of this Constitution hold office for a period of two years. The members so elected shall assume office at the National Council Meeting held at the next Biennial General Meeting after their election.

27. **Powers and Duties of Committee and Office Bearers**

(a) The Committee shall conduct such activities, consistent with the national policy as formulated by the national FAA in order to further the objects of the FAA in the area applicable to that Committee.

(b) **Office Bearers**

In addition to all and any duties or powers which the Committee may give to office bearers and all or any duties or powers which various office bearers may have under this Constitution, the office bearers shall perform the following functions:

President

The President shall co-ordinate and oversee all activity of the Association, may call meetings of the Committee and may chair meetings of the Committee and Annual General Meetings and Extraordinary General Meetings.

Vice President

Shall perform such functions as the Committee may determine.

Secretary

Shall keep proper minutes of all Committee meetings and all Annual General Meetings and Extraordinary General Meetings and shall ensure that as soon as possible after the conclusion of the meeting that all Committee members receive copies of the minutes of a Committee meeting and all members receive copies of the minutes of General meetings, and shall send and receive correspondence on behalf of the Association. The Secretary shall be under the absolute control and superintendence of the Committee and shall perform such other duties as the Committee may determine.

Membership secretary

Shall receive applications for membership and promptly submit such applications to the Committee, shall keep and update a registration record of the admission, expulsion and termination of members, shall give notice to members when subscriptions are due, shall receive annual subscriptions and forward them to the treasurer and shall send notice as appropriate for overdue payment of annual subscriptions.

Treasurer

Shall receive all monies due to the Association other than annual subscriptions, shall send out notices as appropriate for overdue payments, shall ensure payment of affiliation fees to the National FAA, shall issue receipts and generally oversee all the financial operations of the Association, and shall keep proper books of account recording all transactions, receipts of money and expenditure by the Association.

28. **Proceedings of the Committee**

(a) **Procedure Generally**

The Committee may meet for the despatch of business adjourn and subject to this Constitution otherwise regulate their meetings as they think fit.

(b) **Calling of Meetings**

The President of the Committee at any time, and the Secretary on a requisition signed by at least three members of the Committee, may convene a meeting of the Committee. The President shall give Committee members such notice as s/he considers reasonable in all the circumstances of the meeting and of the date and time and place of the meeting.

(c) **Chairperson**

The President of the Committee shall be entitled to take the chair at Committee meetings. If the President of the Committee is not present at the meeting or does not wish to take the chair then the Committee shall elect a person to be the chairperson of such meeting.

(d) **Quorum**

A majority of Committee members shall be a quorum for Committee meetings. A proxy vote shall be counted in ascertaining whether a quorum is present.

(e) **Decision of Questions**

Questions arising at any meeting of the Committee shall be decided by a majority of votes and in the case of an equality of votes the chairperson of the meeting shall have a casting vote in addition to his/her primary vote.

(f) **Vacancies**

The continuing Committee members may act notwithstanding any vacancy in the Committee.

(g) **Delegation**

The Committee may by resolution delegate any powers or duties to one or more of their number or to such other FAA member or members as they think fit and may from time to time revoke withdraw or alter such delegation. Any person or persons to whom powers or duties are delegated pursuant to this sub-clause shall report to the Committee when required.

(h) **Validation of Irregular Acts**

All acts done at any meeting of the Committee or by any person to whom powers or duties have been delegated pursuant to Clause 28 (g) shall be valid notwithstanding that it is afterwards discovered that there was some defect in the appointment or continuance in office of any Committee members or delegated persons.

(i) A resolution of the Committee in writing signed by all the Committee members for the time being and entitled to vote shall have the same force and effect as a resolution passed at a meeting of the Committee duly called and constituted. Any such resolution may consist of several documents in like form each signed by one or more Committee members but if so consisting of two or more documents in like form shall have no force and effect until each such document is entered in the appropriate Minute Book recording the proceedings of the Committee.

29. **Vacation of Office**

For the purposes of these rules, the office of an officer of the Association or of an ordinary committee member becomes vacant if the officer or committee member -

- (a) dies;
- (b) resigns his/her office by writing under his/her hand addressed to the Committee;
- (c) fails, without leave granted by the Committee, to attend three consecutive meetings of the committee;
- (d) ceases to be a member of the Association;
- (e) fails to pay all arrears of subscription due by him/her within fourteen days after s/he has received a notice in writing signed by the Secretary or Treasurer stating that s/he has ceased to be a financial member of the Association;
- (f) is an undischarged bankrupt.

30. **Meetings of the Committee and of Sub-Committees**

- (a) the Committee shall meet at least five times each year at such place and at such times as the committee may determine.
- (b) Special meetings of the Committee may be convened by the President, or any four of its members.
- (c) Notice shall be given to members of the Committee of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- (d) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to a time and place to be decided by the Committee unless the meeting was a special meeting, in which case it lapses.

- (e) At meetings of the Committee -
 - (i) the President, or in his/her absence the Vice-President, or
 - (ii) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (f) Questions arising at meetings of the Committee or of any Sub committee appointed by the committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (g) 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 one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

31. Disclosure of Interest in Contracts

- (a) A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his/her interest at the first meeting of the committee at which the contract or arrangement is first taken into consideration.
- (b) If a member of the committee becomes interested in a contract or arrangement after it is made or entered into s/he shall disclose his/her interest at the meeting of the committee after s/he becomes so interested.
- (c) No member of the committee shall vote as a member of the committee in respect of any contract or arrangement in which s/he is interested and if s/he does so vote his/her vote shall not be counted.

32. Sub-Committees and Executive Committees

- (a) The Committee may at any time appoint a Sub-committee from the Committee as it may think fit and shall prescribe the powers and functions thereof.
- (b) The Committee may co-opt as members of a Sub-committee such persons as it thinks fit, whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.
- (c) The President, the Vice President, the Treasurer, the Membership Secretary and the Secretary constitute an executive committee, which may act in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the Committee, and where any such action is taken shall report thereon to the next meeting of the Committee.

33. Annual Subscription

- (a) Until otherwise fixed pursuant to sub-rule (b) of this rule, the annual subscription payable by members shall be the amount recommended by the National FAA.
- (b) The amount of the annual subscription may be altered from time to time by the members by special resolution, however this will have no effect on the affiliation fee to be paid to the National body.
- (c) The annual subscription of a member is due and payable on the date of joining the Association and on the same date each year thereafter and shall be paid within 28 days of that date or membership of the association will lapse.
- (d) Affiliation fees payable to the National FAA shall be paid within 28 days of the due date set by the National Council.

34. **Financial Year**

The financial year of the Association is the period beginning on 1 November in each year and ending on the 31 October next following.

35. **Notices**

A notice may be served by or on behalf of the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at his/her usual or last known place of abode.

36. **Expulsion of Members**

(a) Subject to this rule, the Committee may expel a member from the Association if, in the opinion of the Committee the member has been guilty of wilful conduct prejudicial to the interests of the Association or has persistently refused or neglected to comply with a provision or provisions of these rules.

(b) The expulsion of a member pursuant to sub-rule (a) of this rule does not take effect:

(i) until the expiration of fourteen days after the service on the member of a notice under sub-rule (c) of this rule; or

(ii) if the member exercises his/her right of appeal under the rule, until the conclusion of the Special General Meeting convened to hear the appeal, whichever is the later date

(c) Where the Committee expels a member from the Association, the public officer of the Association shall, without undue delay, cause to be served on the member a notice in writing -

(i) stating that the Committee has expelled the member;

(ii) specifying the grounds for the expulsion; and

(iii) informing the member that if s/he so desires s/he may, within fourteen days after the service of the notice on him/her, appeal against the expulsion as provided in this rule.

(d) A member on whom a notice under sub-rule (c) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the Secretary of the Association, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing his/her appeal.

(e) Upon receipt of a requisition under sub rule (d) of this rule, the Secretary shall forthwith notify the committee of its receipt and the committee shall thereupon cause a Special General Meeting of members to be held within twenty eight days after the date on which the requisition is received by the Secretary.

(f) At a Special General Meeting convened for the purpose of this rule -

(i) no business other than the question of the expulsion shall be transacted;

(ii) the Committee may place before the meeting details of the grounds of the expulsion and the Committee's reasons for the expulsion;

(iii) the expelled member shall be given an opportunity to be heard; and

(iv) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

(g) If at the Special General Meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his/her membership of the Association.

37. **Disputes**

(a) Subject to this rule, a dispute between a member of the Association, in his/her capacity as a member, and the Association shall be determined by arbitration in accordance with the provisions of the Arbitration Act 1892.

(b) Nothing in this rule affects the operation or effect of rule 36.

38. **Seal of the Association**

(a) The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "seal".

(b) The seal of the Association shall not be affixed to any instrument except by the authority of the committee, and the affixing thereof shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association or such other person as the Committee may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the committee.

(c) The seal shall remain in the custody of the Public Officer.

39. **Inspection of Books etc.**

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

40. **Alteration of Constitution and Purposes**

The constitution and purposes may be altered, rescinded or added to only by a special resolution of the association and may only take place at an Annual General Meeting of the Association or an Extraordinary General Meeting called for that purpose. Six months notice of any proposed change must be given to all members. Such change must be passed by a minimum of 75% of members in attendance and entitled to vote, including eligible proxy votes. Any such alteration, rescission or addition must first be forwarded to the Executive Committee of the National Council who, within 3 months, will advise the association whether there is a conflict with the national constitution. If there is a conflict the alteration will not be proceeded with until a position has been agreed between the association and the National Executive Committee.