

CONSTITUTION OF THE COUNCIL OF CHRISTIANS AND JEWS, WESTERN AUSTRALIA

Name of Association

1. The name of the Association is the Council of Christians and Jews, Western Australia Incorporated.

Definitions

2. In these rules, unless the contrary intention appears:
 - 'Committee meeting' means meeting referred to in rule 29 (1);
 - 'Committee member' means person referred to in paragraph (a), (b), (c), (d), (e), (f), or (g) of rule 24(1);
 - 'financial year' has the meaning given by Schedule 1 Division 2 subclause (4) of the Act;
 - 'general meeting' means meeting convened under rule 32;
 - 'member' means member of the Council;
 - 'ordinary resolution' means resolution other than a special resolution;
 - 'special resolution' has the meaning given by section 51 of the Act;
 - 'the Act' means the *Associations Incorporation Act 2015 (WA)* or any statutory modification amendment or re-enactment thereof for the time being in force;
 - 'the Council' means the Association referred to in rule 1;
 - 'the Chairperson' means:
 - (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Executive Committee meeting or general meeting in accordance with rule 25; or
 - (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 24 (1) (a) or, if that person is unable to perform his or her functions, the Vice-Chairperson;
 - 'the Committee' means the Executive Committee of the Council referred to in rule 25 (1);
 - 'the Secretary' means the Secretary referred to in rule 25 (1) (c);
 - 'the Treasurer' means the Treasurer referred to in rule 25 (1) (d);
 - 'the Vice-Chairperson' means the Vice-Chairperson referred to in rule 25 (1) (b).

Financial Year

3. The financial year of the Association is to be the period 1 January to 31 December of the same calendar year.

Objects of the Council

4. (1) The objects of the Council are:
 - (a) To promote the education of Christians and Jews so as to appreciate each other's distinctive beliefs and practices and their common ground; and
 - (b) To promote the study of and research into historical, political, economic, social, religious and racial causes of conflicts between Christians and Jews; and
 - (c) To promote, for the benefit of the community, education in those fundamental ethical teachings common to Christianity and Judaism; and
 - (d) To provide a forum for the discussion of issues of common interest or concern between Christians and Jews; and
 - (e) To act in Western Australia as the spokesbody on all matters that come within the purview and purpose of such a Council.
- (2) The Council is not a missionary organisation neither is it a political organisation. The aim is to promote dialogue, recognising that the Land of Israel has a significant bearing on Christian/Jewish relations.
- (3) The property and income of the Association shall be applied solely towards the promotion of the objects of the Council and no part of that property or income may be

paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

Powers of Association

5. The powers conferred on the Council by section 14 of the Act are subject to the following additions, exclusions or modifications:

- (1) To establish Local Councils of Christians and Jews in accordance with rule 31;
- (2) To establish a Standing Conference of Local Councils in accordance with the Rules;
- (3) To establish Sub-Committees in accordance with rule 30;
- (4) To promote and organise co-operation in the achievement of the above objectives and to that end the Council may bring together in conference representatives of voluntary organisations, religious bodies, statutory authorities and individuals or any of them;
- (5) To arrange and provide for, or join in arranging and providing for, the holding of conferences, exhibitions, meetings, lectures and classes;
- (6) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Council provided that the Council shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Council under or by virtue of the Rules;
- (7) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Council or persons frequenting the Council's premises;
- (8) To purchase, take on lease, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Council; PROVIDED that in case the Council shall take or hold any property which may be subject to any trusts the Council shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (9) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Council; to obtain from any such Government or Authority any rights, privileges and concessions which the Council may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (10) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workers and other persons as may be necessary or convenient for the objects of the Council;
- (11) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Council's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (12) To invest and deal with the money of the Council not immediately required in such manner as may from time to time be thought fit;
- (13) To establish and operate any bank account in the name of the Council;
- (14) To take, and otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (15) To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or a body corporate, and otherwise to assist any person or body corporate;

- (16) To borrow and raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Council's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (17) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (18) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Council;
- (19) To take or hold mortgages, liens or charges, to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Council's property of whatsoever kind sold by the Council, or any money due to the Council from purchasers and others;
- (20) To obtain, collect and receive money and funds by way of contributions, donations, affiliation fees, subscriptions, legacies, grants, loans and any other lawful method;
- (21) To take any gift of property of any description whether subject to any special trust or not, for any one or more of the objects of the Council but subject always to the proviso in rule 5 (8);
- (22) To take such steps by personal and written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Council, in the shape of donations, annual subscriptions or otherwise;
- (23) To procure to be written, and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets or other documents;
- (24) To procure and provide information, and to promote, encourage or undertake research surveys and investigations;
- (25) To make donations for patriotic, charitable or community purposes;
- (26) To do all such other things as are incidental or conducive to the attainment of the purposes and exercise of the powers of the Council

PROVIDED ALWAYS that nothing in the purposes or powers hereinbefore expressed shall authorise the application of any part of the funds or other property for any purpose which is not an object of the Council.

Not for profit body income and property

6. The property and income of the Council shall be applied solely to or towards the promotion of the objects or purposes of the Council and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member except in good faith in the promotion of those objects or purposes by way of dividend, bonus or otherwise by way of pecuniary profit to the Members, but nothing herein prevents:
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Council, or for goods supplied to the Council, in the ordinary course of business; or
 - (b) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Council.

Qualifications for membership of the Council

7. (1) Membership of the Council is open to:
 - (a) Such persons as the Executive Committee may from time to time invite to be Honorary members;

- (b) All persons who subscribe to the objectives of the Council and are admitted to ordinary membership on receipt of a written application, such admission to membership to be conditional upon:
 - (i) acceptance to membership of the applicant by the Executive Committee or any Honorary Officer or Local Council so authorised by the Executive Committee; and
 - (ii) payment of the annual membership subscription as determined from time to time by the Executive Committee.
 - (c) The Secretary shall, upon payment of the amounts referred to in subparagraph (b) (ii), enter the applicant's name in the register of Members kept by him or her and, upon the name being so entered, the applicant becomes a member of the Council.
- (2) A person who wishes to become a member shall apply for membership to the Committee in writing:
- (a) signed by that person; and
 - (b) in such form as the Committee from time to time directs.
- (3) The Committee members shall consider each application made under subrule (2) at a Committee meeting and shall at the Committee meeting or a subsequent Committee meeting accept or reject that application.

Register of members of the Council

8. (1) The Secretary shall on behalf of the Council keep and maintain the register of members in accordance with section 53 of the Act and that register shall be so kept and maintained at his or her place of residence.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be a member under rule 10 or 11 to be deleted from the register of members referred to in subrule (1).

Subscriptions of members of the Council

9. (1) The members shall from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- (2) Each member shall pay to the Treasurer, annually on such date as the Committee from time to time determines, the amount of the subscription determined under subrule (1).
- (3) Subject to subrule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under subclause (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (4) A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under subrule (2) or within 3 months thereafter.
- (5) Honorary members shall pay no subscription.

Resignation of members of the Council

10. A member who delivers notice in writing of his or her resignation from the Council to the Secretary or another Committee member ceases on that delivery to be a member.

Disciplinary action, disputes and mediation

In this Part —

- 'member', in relation to a member who is expelled from the Council, includes former member.

Division 1 — Disciplinary action

Suspension or expulsion

11. (1) The Committee may decide to suspend a member's membership or to expel a member from the Council if —

- (a) the member contravenes any of these rules; or
- (b) the member acts detrimentally to the interests of the Council.
- (2) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Committee meeting at which the proposal is to be considered by the Committee.
- (3) The notice given to the member must state —
 - (a) when and where the Committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member’s representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion.
- (4) At the Committee meeting, the Committee must —
 - (a) give the member, or the member’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member’s membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Council.
- (5) A decision of the Committee to suspend the member’s membership or to expel the member from the Council takes immediate effect.
- (6) The Committee must give the member written notice of the Committee’s decision, and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Council may, within 14 days after receiving notice of the Committee’s decision under subrule (6), give written notice to the Secretary requesting the appointment of a mediator under rule 19.
- (8) If notice is given under subrule (7), the member who gives the notice and the Committee are the parties to the mediation.

Consequences of suspension

- 12.** (1) During the period a member’s membership is suspended, the member —
- (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Council.
- (2) When a member’s membership is suspended, the Secretary must record in the register of members —
- (a) that the member’s membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the Secretary must record in the register of members that the member’s membership is no longer suspended.

Division 2 — Resolving disputes

13. Terms used

In this Division —

In the rules for managing the resolution of disputes

‘grievance procedure’ means the procedures set out in this Division;

‘party to a dispute’ includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

Application of Division

14. The procedure set out in this Division (the grievance procedure) applies to disputes —
- (a) between members; or
 - (b) between one or more members and the Council.

Parties to attempt to resolve dispute

15. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

How grievance procedure is started

16. (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 15, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —
- (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
- (a) when and where the Committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
- (5) If —
- (a) the dispute is between one or more members and the Council; and
 - (b) any party to the dispute gives written notice to the Secretary stating that the party —
 - (i) does not agree to the dispute being determined by the Committee; and
 - (ii) requests the appointment of a mediator under rule 19,the Committee must not determine the dispute.

Determination of dispute by Committee

17. (1) At the Committee meeting at which a dispute is to be considered and determined, the Committee must —
- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Committee's determination under subrule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 19.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 3 — Mediation

Application of Division

18. (1) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator —
- (a) by a member under rule 11(7); or

- (b) by a party to a dispute under rule 16(5)(b)(ii) or 17(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 19.

Appointment of mediator

- 19.** (1) The mediator must be a person chosen —
- (a) if the appointment of a mediator was requested by a member under rule 11(7) — by agreement between the Member and the Committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 16(5)(b)(ii) or 17(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Committee must appoint the mediator.
- (3) The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
- (a) a member under rule 11(7); or
 - (b) a party to a dispute under rule 16(5)(b)(ii); or
 - (c) a party to a dispute under rule 17(3) and the dispute is between one or more members and the Council.
- (4) The person appointed as mediator by the Committee may be a member or former member of the Council but must not —
- (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

Mediation process

- 20.** (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
- (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (7) If the dispute cannot be resolved by mediation under this rule, then —
- (a) the Council; or
 - (b) a member of the Council involved in the dispute,
- may make an application to the State Administrative Tribunal to have the dispute determined by that Tribunal.

If mediation results in decision to suspend or expel being revoked

- 21.** If —
- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Council gives notice under rule 11(7); and
 - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
- that revocation does not affect the validity of any decision made at a Committee meeting or general meeting during the period of suspension or expulsion.

Honorary Officers

- 22.** (1) The Honorary Officers of the Council shall comprise the Presidents, the Vice-Presidents (if any), and the Patron(s).
- (2) The Presidents shall be chosen by the Committee from among the leaders of the various religious communities interested in the work of the Council, to represent those communities.

Patrons

- 23.** A person representing the general community, or two persons representing respectively the Jewish and Christian communities, may be invited by the Committee to act as Patron(s) of the Council.

The Executive Committee

- 24.** (1) The affairs of the Council shall be managed exclusively by an Executive Committee consisting of:
- (a) a Chairperson;
 - (b) a Vice-Chairperson;
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) the Chairperson and Vice-Chairperson of the various Local Committees (if any); and
 - (f) not less than 5 members elected by the Council at its Annual General Meeting,
- all of whom shall be members of the Council elected to membership of that Committee at an annual general meeting or appointed under subrule (6).
- (2) At the annual general meeting of the Council, all the elected members of the Executive Committee shall retire and be eligible for re-election.
- (3) For the purposes of this Rule, the office of an Honorary Officer of the Council and the office of an elected member of the Executive Committee becomes vacant if the member:
- (a) ceases to be a member of the Council;
 - (b) becomes an insolvent under administration with the meaning of the Corporations Law;
 - (c) retires; or
 - (d) resigns from his or her office.
- (4) A person is not eligible for election to membership of the Committee unless a member has nominated him for election by delivering notice in writing of that nomination, signed by:
- (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election,
- to the Secretary before the day on which the annual general meeting concerned is to be held.
- (5) If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:
- (a) the Secretary shall report accordingly to; and
 - (b) the Chairperson shall declare those persons to be duly elected as members of the Committee at,
- the annual general meeting concerned.
- (6) When a casual vacancy within the meaning of rule 16 occurs in the membership of the Committee:
- (a) the Committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this subrule shall:
 - (i) hold office until the commencement of; and
 - (ii) be eligible for election to membership of the Committee at,the next following annual general meeting.

Chairperson

25. (1) Subject to this rule, the Chairperson shall preside at all general meetings and Committee meetings.
- (2) In the event of the absence of the Chairperson from either a general meeting or a Committee meeting, the meeting shall be chaired by the Vice-Chairperson or the Vice-Chairperson's delegate.

Secretary

26. The Secretary shall:
- (a) co-ordinate the correspondence of the Council;
 - (b) keep full and correct minutes of the proceedings of the Committee and of the Council;
 - (c) Comply on behalf of the Council with:
 - (i) section 53 of the Act in respect of the register of members of the Council;
 - (ii) section 35 of the Act in respect of the rules of the Council; and
 - (iii) section 58 (2) of the Act in respect of the record of the officeholders, and any trustees, of the Council;
 - (d) have custody and maintenance of all books, documents, records and registers of the Council, including those referred to in paragraph (c), other than those required by rule 27 to be kept and maintained by, or in custody of, the Treasurer; and
 - (e) perform such other duties as are imposed by these rules on the Secretary.

Treasurer

27. The Treasurer shall:
- (a) be responsible for the receipt of all moneys paid to or received by, or by him/her on behalf of, the Council and shall issue receipts for those moneys in the name of the Council;
 - (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Council as the Committee may from time to time direct;
 - (c) make payments from funds of the Council with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by 2 Committee members who are authorised to do so;
 - (d) comply on behalf of the Council with sections 66 and 68 of the Act in respect of the accounting records of the Council;
 - (e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
 - (f) have custody of all securities, books and documents of a financial nature and accounting records of the Council, including those referred to in paragraphs (d) and (e); and
 - (g) perform such other duties as are imposed by these rules on the Treasurer.

Casual vacancies in membership of the Committee

28. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:
- (a) dies;
 - (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is absent from more than:
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings; or
 - (f) ceases to be member of the Association.

Proceedings of Committee

- 29.** (1) The Committee shall meet together for the dispatch of business as and when necessary, but not less than six times in a calendar year, and the Chairperson may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee meeting 5 Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.
- (6) A Committee member having any direct or indirect pecuniary interest referred in section 42 or 43 of the Act shall comply with that section.

Sub-Committees

- 30.** The Council in general meeting or the Committee may appoint such Sub-Committees as may be deemed necessary and may determine their terms of reference, powers, duration and composition, provided that no Sub-Committee may be given power to co-opt more persons than will result in its co-opted members exceeding in number one fourth of its total membership.

Local Councils

- 31.** (a) The Council in general meeting or the Committee may from time to time create Local Councils of members of the Council.
- (b) The members of a Local Council shall be those members of the Council who reside in an area prescribed by the respective Resolution by which the Local Council is created.
- (c) Such Local Councils shall have such powers as may be determined by the Resolutions under which they are created. The proceedings of Local Councils may be regulated by the Council in general meeting of the Committee, failing which their members may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- (d) Unless and until the Council in general meeting or the Committee otherwise provides, one fifth of the members of a Local Council present in person shall constitute a quorum for a meeting of that Local Council.

General meetings

- 32.** (1) The Committee:
- (a) may at any time convene a special general meeting;
- (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 50 of the Act; and
- (c) shall, within 30 days of:
- (i) receiving a request in writing to do so from at least 20% of the members, convene a special general meeting for the purpose specified in that request; or
- (ii) the Secretary receiving a notice under rule 11 (7), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in subrule (1) (c) (i) shall:
- (a) state in that request the purpose for which the special general meeting concerned is required; and
- (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to:

- (a) in subrule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (b) in subrule (1) (c) (ii), the member who gave the notice concerned may convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under subrule (3) (a) or (b):
- (a) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
 - (b) the Council shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to subrule (8), the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under subrule (5) shall specify:
- (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which the business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is:
- (a) first, the consideration of the accounts and reports of the Committee;
 - (b) second, the election of Committee members to replace outgoing Committee members; and
 - (c) third, any other business requiring consideration by the Council in a general meeting.
- (8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) Notice of all meetings may be given by posting to the address in the Register or may be given by any other means which the Executive Committee may decide.
- (10) Any notice sent by post shall be deemed to have been received at the expiration of forty-eight hours/two delivery days from 6pm after the same has been posted.

Quorum in proceedings at general meetings

- 33.** (1) At a general meeting 15 members present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 32 (5) or (8):
- (a) as a result of a request or notice referred to in rule 32 (1) (c) or as a result of action taken under rule 32 (3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by subrule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned general meeting any business other than the business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 32 of the adjourned general meeting as if that general meeting were a fresh general meeting.

- (7) At a general meeting:
 - (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (b) a special resolution put to the vote shall be decided in accordance with section 51 of the Act.
- (8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by 3 or more members present in person and, if so demanded, shall be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under subrule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under subrule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

Minutes of meetings of the Council

34. (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson shall ensure that the minutes taken of a general meeting or Committee meeting under subrule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.
- (3) When the minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:
 - (a) the general meeting or Committee meeting to which they relate (in this subrule called 'the meeting') was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of the Council

35. Subject to these rules, each member present in person at a general meeting is entitled to a deliberative vote.

Rules of the Council

36. (1) The Council may alter or rescind these rules, or make rules additional to these rules, by special resolution.
- (2) These rules bind every member and the Council to the same extent as if every member and the Council had signed and sealed these rules and agreed to be bound by all their provisions.

Common seal of the Council

37. (1) The Council shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Council shall not be used without the express authority of the Executive Committee and every use of that common seal shall be recorded in the minute book referred to in rule 34.

- (3) The affixing of the common seal of the Council shall be witnessed by any 2 of the Chairperson, the Secretary and the Treasurer.
- (4) The common seal of the Council shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

Inspection of records, etc. of the Council

38. A member may at any reasonable time inspect without charge the books, documents, records and securities of the Council.

Distribution of surplus property on winding up of the Council

39. If, on the winding up of the Council, any property of the Council remains after satisfaction of the debts and liabilities of the Council and the costs, charges and expenses of that winding up, that property shall be distributed:

- (a) to another incorporated association having objects similar to those of the Council; or
- (b) for charitable purposes,

which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Executive Committee under section 129 of the Act to prepare a distribution plan for the distribution of the surplus property of the Council.