

Southern Tasmanian Beekeepers' Association, Incorporated
Constitution
Adopted May 2003

1. Name of the association

1.1- This association shall be known as the "Southern Tasmanian Beekeepers' Association, Incorporated" (STBA, Inc) and shall consist of persons engaged in, or having an interest in, beekeeping, and such other persons as may be elected at the Annual Meeting as Honorary or Life Members.

2. Interpretation

In these rules -

"**Act**" means the *Associations Incorporation Act 1964*;

"**Association**" means the association referred to in section 1.1 of this document;

"**auditor**" means the person appointed as the auditor of the Association in section 9 of this document;

"**basic objects of the Association**" means the objects and purposes of the Association as stated in an application under *section 7* of the Act for the incorporation of that Association;

"**committee**" means a committee as defined by the Act;

"**executive**" means the Committee of management of the Association.

"**family**" means two or more persons being members of the same family who all reside at the same residential address;

"**general meeting**" includes (a) the annual general meeting; and (b) any special general meeting;

"**ordinary business of the annual general meeting**" means the business specified in section 11.5 of this document;

"**ordinary executive member**" means a member of the executive committee to whom section 23.1(b) of this document relates;

"**organisation**" means a group of persons comprising an organisation whether incorporated or not;

"**person**" and "**member**" includes a natural person, a family and an organisation;

"**special general meeting**" means any general meeting other than the annual general meeting.

"**special resolution**" means a written resolution which has been submitted to the secretary **30** days before a general meeting and must be passed by a 3/4 majority of those present and entitled to vote.

"**writing**" or "**written**" shall be construed as including references to printing, lithography, photography, email and other modes of representing or reproducing words in a visible form.

3. Association's office

3.1- The office of the Association is to be at the address of the secretary or any other place the executive may determine.

4. Objects and purposes of the Association

4.1- The basic objects of the association shall be:

(a) The basic object of the Association shall be to promote and further the craft of beekeeping in southern Tasmania.

(b) Take whatever steps that the members of the association consider necessary to prevent clearance and/or damage to Floral Resources in southern Tasmania. This includes halting the clear-felling and burning of the remaining Leatherwood rich southern forests and working to establish new leatherwood resources.

(c) Maintain and improve road access to Floral Resources in southern Tasmania.

(d) Work to establish local queen rearing methods and resources through which southern beekeepers can obtain queen bees thereby reducing or removing the need to import queens from interstate suppliers.

(e) Conduct and/or foster research on all aspects of beekeeping including but not limited to the Floral Resources on which southern beekeepers depend and the impacts of pests and diseases on beekeeping in southern Tasmania.

(f) Work to establish a cooperative through which southern beekeepers can obtain the best returns from both Floral Resources, their hives and their equipment.

(g) Work with any other institution or association (including government departments, government corporations and other beekeeping groups) to secure the objectives given in this section.

(h) Represent southern beekeepers on regional issues with government departments and government corporations including Sustainable Timber Tasmania and the Department of Primary Industries, Parks, Water and Environment.

4.2- In addition to the basic objects of the Association, the objects and purposes of the Association include the following:

(a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property necessary or convenient for any of the objects or purposes of the Association.

(b) the buying, selling and supplying of, and dealing in, goods of all kinds.

- (c) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the accepting of any gift for any one or more of the objects or purposes of the Association;
- (e) the taking of any step the executive or the members in general meeting consider expedient for the purpose of procuring contributions to the funds of the Association;
- (f) the printing and publishing of any newspapers, periodicals, books, leaflets or other documents the executive or the members in general meeting consider desirable for the promotion of the objects and purposes of the Association;
- (g) the borrowing and raising of money in any manner and on terms -
- (i) the executive thinks fit; or
- (ii) approved or directed by resolution passed at a general meeting;
- (h) 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 any manner the executive determines;
- (i) the making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which [section 78\(1\)\(a\) of the Income Tax Assessment Act 1936](#) of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (k) 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;
- (l) 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 is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (m) the doing of any lawful thing incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in this rule.
- (n) the educating of persons, whether members of the Association or not, in the craft of beekeeping.

5. Membership of Association and Limited Liability of Members

5.1- The association shall have 4 different types of membership:

(a) A person may be granted **ordinary membership** of the association upon being nominated in accordance with section 5.3, **payment of a full subscription** and approval of the nomination by the executive. An ordinary member shall have full voting rights and be eligible to stand for office as an officer or ordinary executive member of the association. A single **ordinary membership** of the association may be granted to more than one person being members of one family or to an organisation upon being nominated in accordance with section 5.3, **payment of one full subscription** and approval of the nomination by the executive with full voting rights limited to one vote only and with only one member of the family or organisation eligible to stand for office as an officer or ordinary executive member of the association.

(b) A person may be granted **associate membership** of the association upon being nominated in accordance with section 5.3, payment of one half of the full subscription and approval of the nomination by the executive. An associate member does not keep bees, but is interested in beekeeping, shall have no voting rights and is not eligible to stand for office as an officer or ordinary executive member of the association.

(c) A person may be granted **honorary membership** of the association upon being nominated by the passing of a special resolution of members at a special general meeting or annual general meeting. An honorary member shall not be required to pay a subscription, shall have no voting rights nor be eligible to stand for office as an officer or ordinary executive member of the association.

(d) A person may be granted **life membership** of the association upon being nominated and by the passing of a special resolution of members at a special general meeting or the annual general meeting. A life member shall not be required to pay a subscription, shall have full voting rights and be eligible to stand for office as an officer or ordinary executive member of the association.

5.2- A person who is nominated and approved for ordinary or associate membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription fixed under these rules.

5.3- A nomination of a person for ordinary or associate membership of the Association is to be -

- (a) made in writing using a form provided for by the Executive; and
- (b) lodged with the secretary of the Association.

5.4- As soon as practicable after the receipt of a nomination for ordinary or associate membership, the secretary is to refer the nomination to the executive. On a nomination being approved by the executive the secretary -

- (a) is to notify the nominee, in writing, that he or she has been approved for membership of the Association; and
- (b) upon receipt of the sum payable as the first year's subscription by the Treasurer, is to enter the nominee's name in a register of members.

5.5- As soon as practicable after the passing of a special resolution granting honorary or life membership of the association as specified in sections 5.1(c) and (d), the secretary shall enter the name of the honorary or life member in a register of members.

5.6- A member of the Association may resign from the Association by delivering or sending by post to the secretary a written notice of resignation.

5.7- On receipt of a notice from a member under section 5.6, the secretary is to remove the name of the member from the register of members.

5.8- A person -

- (a) becomes a member of the Association when his or her name is entered in the register of members; and
- (b) ceases to be a member of the Association when his or her name is removed from the register of members.

5.9- Any right, privilege or obligation of a person as a member of the Association

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

5.10- If the Association is wound up -

- (a) every member of the Association; and
- (b) every person who, within the period of 12 months immediately preceding the commencement of the winding up, was a member of the Association - is liable to contribute
- (c) to the assets of the Association for payment of the debts or liabilities of the Association;
- and
- (d) for the costs, charges and expenses of the winding up; and
- (e) for the adjustment of the rights of the contributories among themselves.

5.11- Any liability under section 5.10 is not to exceed the amount of the annual subscription set at the previous annual meeting.

5.12- A former member is not liable to contribute under section 5.10 in respect of any debt or liability of the Association contracted after he or she ceased to be a member.

6. Income and property of Association

6.1- The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.

6.2- No portion of the income and property of the Association is to be paid or transferred to any member of the Association.

6.3- The Association is not to -

- (a) appoint a person who is a member of the executive to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees or allowances; or
- (b) pay to any such person any remuneration or other benefit in money or money's worth, other than the repayment of out-of-pocket expenses.

6.4- A servant or member of the Association may be paid -

- (a) remuneration in return for services rendered to the Association or for goods supplied to the Association in the ordinary course of business; or
- (b) interest at a rate not exceeding 7.25% on money lent to the Association; or
- (c) a reasonable and proper sum by way of rent for premises let to the Association.

7. Accounts of receipts and expenditure

7.1- True accounts are to be kept of -

- (a) all money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
- (b) the property, credits and liabilities of the Association.

7.2- The accounts are to be open to inspection by the members of the Association subject to any reasonable restrictions as to time and manner of inspecting the Association may impose.

7.3- The treasurer of the Association is to keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in the form and manner the executive directs.

7.4- The accounts, books and records are to be kept at the Association's office or at any other place the executive decides.

8. Banking and finance

8.1- The treasurer of the Association, on behalf of the Association, is to -

- (a) receive all money paid to the Association; and
- (b) immediately after the receipt issue official receipts.

8.2- The executive is to cause to be opened with any bank, building society or credit union the executive selects an account in the name of the Association into which all money received is to be paid as soon as possible after receipt.

8.3- The executive may -

(a) receive from the Association's financial institution the cheques drawn or electronic funds transfer by the Association on any of its accounts with the financial institution; and

(b) release and indemnify the financial institution from and against all claims, actions, suits or demands that may be brought against the financial institution arising directly or indirectly out of those cheques or electronic funds transfer.

8.4- Except with the authority of the executive, a payment of any sum exceeding \$50 is not to be made from the funds of the Association otherwise than by cheque drawn or electronic funds transfer on the Association's account.

8.5- The executive may provide the treasurer with a sum to meet urgent expenditure, subject to any conditions in relation to the use and expenditure the executive may impose.

8.6- Cheques or electronic funds transfer are not to be drawn on the Association's account except for the payment of expenditure that has been authorised by the executive.

8.7- All cheques, electronic funds transfer, drafts, bills of exchange, promissory notes and other negotiable instruments are to be -

(a) signed by the treasurer or, in his or her absence, by any other member or members of the executive nominates for that purpose; and

(b) countersigned by the secretary or by the president.

9. Auditor

9.1- At each annual general meeting of the Association, the members present are to appoint a person or company as the auditor of the Association except when there exists the option of an exemption under the state legislation for incorporated bodies and when a special general meeting has given the authority for an application for an exemption of audit.

9.2- The auditor is to hold office until the annual general meeting next after that at which he or she is appointed and is eligible for re-appointment.

9.3- The first auditor may be appointed by the executive before the first annual general meeting, and holds office until the first annual general meeting, unless earlier removed by a resolution of the members at a general meeting, when that meeting may appoint an auditor to act until the first annual general meeting.

9.4- If an appointment is not made at an annual general meeting, the executive is to appoint an auditor for the current financial year of the Association.

9.5- Except as provided in section 9.3, the auditor may only be removed from office by special resolution.

9.6- If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the executive may appoint a person as the auditor to hold office until the next succeeding annual general meeting.

10. Audit of accounts

10.1- The auditor is to examine the accounts of the Association at least once in each financial year of the Association except when there exists the option of an exemption under the state legislation for incorporated bodies and when a special general meeting has given the authority for an application for an exemption of audit.

10.2- The auditor is to -

- (a) certify as to the correctness of the accounts of the Association; and
- (b) report to the members present at the annual general meeting.

10.3- In the report and in certifying to the accounts, the auditor is to state if -

- (a) he or she has obtained the required information; and
- (b) in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association
 - (i) according to the information at his or her disposal and the explanations given; and
 - (ii) as shown by the books of the Association; and
- (c) the rules relating to the administration of the funds of the Association have been observed.

10.4- The Treasurer of the Association is to cause to be delivered to the auditor a list of all the accounts, books and records of the Association.

10.5- The auditor may -

- (a) have access to the accounts, books, records, vouchers and documents of the Association;
- and
- (b) require from the servants of the Association any information and explanations he or she considers necessary for the performance of the duties as auditor; and
- (c) employ persons to assist in investigating the accounts of the Association; and
- (d) in relation to the accounts of the Association, examine any member of the executive or any servant of the Association.

11. Annual general meeting

11.1- The Association is to hold an annual general meeting each year.

11.2- The annual general meeting is to be held on any day (being not later than 3 months after the close of the financial year of the Association) the executive determines.

11.3- The annual general meeting is to be in addition to any other general meetings that may be held in the same year.

11.4- The notice convening the annual general meeting is to specify the purpose of the meeting. To ensure that all financial ordinary and associate members as well as all honorary and life members are provided adequate notice of the annual general meeting (AGM), the Secretary of the Association shall ensure that:

- (a) a notice advising details of the AGM (including an agenda and any other required documentation) is placed in the Association's monthly news publication (currently entitled Bee News); and
- (b) this notice of AGM is to be published twice; once in the month prior to the date of the AGM and as well in the month in which the AGM will be held.

11.5- The ordinary business of the annual general meeting is to be as follows:

- (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 executive, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year;
- (c) to elect the officers of the Association and the executive members;
- (d) to appoint the auditor and determine his or her remuneration;
- (e) to determine the remuneration of servants of the Association.

11.6- The annual general meeting may transact special business of which notice is given in accordance with these rules.

12. Special general meetings

12.1- The executive may convene a special general meeting of the Association at any time.

12.2- The executive, on the requisition in writing of at least 10 members, may convene a special general meeting of the Association.

12.3- A requisition for a special general meeting -

- (a) is to state the objects of the meeting; and
- (b) is to be signed by the requisitionists; and
- (c) is to be deposited at the office of the Association; and
- (d) may consist of several documents, each signed by one or more of the requisitionists.

12.4- If the executive does not cause a special general meeting to be held within 21 days from the day on which a requisition is deposited at the office of the

Association, the requisitionists, or any of them, may convene the meeting within 3 months from the day of the deposit of the requisition.

12.5- A special general meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the executive.

12.6- All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

13. Notices of meetings

13.1- The secretary of the Association shall give notice of an annual general meeting at least 14 days before the date fixed for holding a general meeting by giving written notice to all financial ordinary and associate members as well as all honorary and life members.

13.2 – Notice of ordinary meetings is sufficient if given in the Bee News published immediately prior to the date of the meeting.

14. Business and quorum at general meetings

14.1- All business transacted at an annual general meeting, except the ordinary business of the annual general meeting, is special business.

14.2- Business is not to be transacted at an annual general meeting unless a quorum of members entitled to vote is present at the time the meeting is considering that business.

14.3- A quorum for the transaction of the business of a general meeting is 7 members present and entitled to vote.

14.4- If a quorum is not present one hour after the appointed time for the commencement of a general meeting, the meeting -

(a) if convened on the requisition of members, is to be dissolved; or

(b) in any other case, is to be adjourned to the same day in the next week at the same time at the same place.

14.5- If at an adjourned meeting a quorum is not present one hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

14.6- The chairperson, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.

15. President to preside at general meetings

15.1- The president, or in his or her absence, the vice-president, is to preside as chairperson at every general meeting of the Association.

15.2- If the president and vice-president are absent from a general meeting, the members present are to elect one of their number to preside as chairperson.

16. Adjournment of general meetings

- 16.1-** The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 16.2-** If a meeting is adjourned for 14 days or more, the notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- 16.3-** It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. Determination of questions arising at general meetings

- 17.1-** A question arising at a general meeting of the Association is to be determined on a show of hands.
- 17.2-** Unless before or on the declaration of the result of the show of hands a poll is demanded by any member present and entitled to vote, a declaration by the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and 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.

18. Votes

- 18.1-** On any question arising at a general meeting of the Association, the following members have one vote each:
- (a) financial ordinary members
 - (b) life members
- 18.2-** All votes are to be given personally.
- 18.3-** In the case of an equality of voting on a question, the chairperson has a second or casting vote.
- 18.4** the right to vote on behalf of an organisation or family may only be exercised by the nominee of that organisation or family.
- 18.5** each organisation or family is entitled to be represented at each meeting by one nominee being a natural person
- 18.6** a nominee of an organisation or family is entitled to one vote.

19. Taking a ballot

- 19.1-** If at a meeting a ballot on any question or the election of any officer of the association is demanded by at least one member present and entitled to vote-
- (a) it is to be taken in the following manner
- the chairman shall appoint two scrutineers.
 - the secretary shall hand one and only one ballot paper to each person present and entitled to vote at the meeting (the holder);

- candidates names shall be prominently displayed to the holders in order of nomination;
 - to constitute a valid vote, the holder must write the names of one or more of the candidates on the ballot paper. The total number of names written on the ballot paper must not exceed the number of vacancies to be filled.
 - all ballot papers are to be destroyed after the declaration of the ballot;
 - those candidates receiving the highest number of votes are elected;
 - the results of elections shall be recorded in the order of votes received;
 - in the case of two or more candidates receiving the same number of votes, a new ballot involving the tied candidates only shall be conducted. In the event of a further tied result, the person(s) to be elected shall be decided by drawing lots, under the supervision of the chairman.
- (b) the result of the ballot is taken to be the resolution of the meeting on that question.

20. When a ballot is to be taken

20.1- A ballot that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.

20.2- A ballot that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson directs.

21. Affairs of Association to be managed by the executive

21.1- The affairs of the Association are to be managed by a committee of management, or executive, constituted as provided in section 23.

21.2- The executive -

(a) is to control and manage the business and affairs of the Association;

and

(b) may exercise all the powers and perform all the functions of 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; and

(c) subject to the Act and these rules, has power to do anything that appears to the executive to be essential for the proper management of the business and affairs of the Association.

22. Officers of the Association

22.1- The officers of the Association are as follows:

(a) a president;

(b) a vice-president;

(c) a treasurer;

(d) a secretary;

(e) a Public officer as defined by the Act.

(f) a membership officer

22.2- The provisions of section 24, so far as they are applicable and with the necessary modifications, apply in relation to the election of persons to any of the offices referred to in section 22.1.

22.3- Each officer of the Association is to hold office until the close of the annual general meeting next after the date of election and is eligible for re-election.

22.4- If a casual vacancy in any office referred to in section 22.1 occurs, the executive may appoint one of its members to the vacant office, to hold the office up to and including the conclusion of the annual general meeting next following the date of the appointment.

23. Constitution of the executive

23.1- The executive consists of the following members elected at the annual general meeting of the Association in each year:

(a) the officers of the Association;

(b) Five other members (ordinary executive members)

(c) the immediate past president.

23.2- An executive member is to hold office until the annual general meeting next after the date of election and is eligible for re-election.

23.3- If a casual vacancy occurs in the office of executive member, the executive may appoint a member of the Association to fill the vacancy until the conclusion of the annual general meeting next following the date of the appointment.

24. Nominations

24.1- Nominations of candidates for election as officers of the Association or as ordinary executive members can be -

(a) delivered in writing, accompanied by the written consent of the candidate (which may be endorsed on the nomination), to the secretary of the Association prior to the annual general meeting; and

(b) received from the floor of the general meeting.

24.2- If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

24.3- If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.

24.4- The ballot for the election of officers and ordinary executive members is to be conducted at the annual general meeting in accordance with rule 19.1(a).

25. Vacation of office

25.1- For the purpose of these rules, the office of an officer of the Association or of an ordinary executive member becomes vacant if the officer or ordinary executive member -

(a) dies; or

- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or
- (c) becomes of unsound mind; or
- (d) resigns office in writing addressed to the executive; or
- (e) ceases to be resident in the State; or
- (f) fails, without leave granted by the executive, to attend 3 consecutive meetings of the executive; or
- (g) ceases to be a member of the Association; or
- (h) fails to pay all arrears of subscription due, within 14 days after receiving a notice in writing signed by the Treasurer & Secretary stating that he or she has ceased to be a financial member of the Association.

26. Meetings of the executive

- 26.1-** The executive is to meet at least twice annually at any place and time the executive determines.
- 26.2-** Special meetings of the executive may be convened by the president or any 4 of its members.
- 26.3-** Notice is to be given to members of the executive of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such a meeting.
- 26.4-** Any 5 members of the executive constitute a quorum for the transaction of the business of a meeting of the executive.
- 26.5-** Business is not to be transacted unless a quorum is present.
- 26.6-** If half an hour after the time appointed for the meeting a quorum is not present, the meeting is to be adjourned to a time within the following seven days that is determined by those present unless the meeting was a special meeting in which case it is to be dissolved.
- 26.7-** At a meeting of the executive, the following is to preside:
 - (a) the president, or in his or her absence the vice-president;
 - (b) if the president and the vice-president are absent, any one of the remaining members of the executive as may be chosen by the members present.
- 26.8-** Any question arising at a meeting of the executive is to be determined -
 - (a) on a show of hands; or
 - (b) if demanded by a member, by a ballot taken according to rule 19(a).
- 26.9-** Each member present at a meeting of the executive (including the person presiding at the meeting) is entitled to one vote.
- 26.10-** If there is an equality of votes on any question, the person presiding has a second or casting vote.
- 26.11-** Written notice of each executive meeting, together with a proposed agenda, is to be served on each member of the executive by -

- (a) delivering it at a reasonable time before the meeting; or
- (b) by sending it by post in a prepaid envelope addressed to his or her usual or last-known address in time to reach him or her in due course of post before the date of the meeting.

26.12- At the discretion of the executive, observers shall be allowed to attend executive meetings.

27. Disclosure of interest in contracts

27.1- A member of the executive who is interested in any contract or arrangement made or proposed to be made with the Association is to disclose the interest -

- (a) at the first meeting of the executive at which the contract or arrangement is first taken into consideration, if the interest then exists; or
- (b) in any other case, at the first meeting of the executive after the acquisition of the interest.

27.2- If a member of the executive becomes interested in a contract or arrangement after it is made or entered into, he or she is to disclose the interest at the first meeting of the executive after he or she becomes so interested.

27.3- A member of the executive is not to vote as a member of the executive in respect of any contract or arrangement in which he or she is interested and any such vote is not to be counted.

28. Subcommittees

28.1- The executive may -

- (a) appoint a subcommittee from the executive; and
- (b) prescribe the powers and functions of that subcommittee.

28.2- The executive may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.

28.3- A quorum at a meeting of the subcommittee is 3 appointed members.

28.4- The secretary of the Association is to convene meetings of a subcommittee.

28.5- Written notice of each subcommittee meeting, together with an agenda, is to be served on each member of the subcommittee at a reasonable time before the meeting.

29. Annual subscription

29.1- The annual subscription payable by members shall be set at the annual general meeting.

29.2- The annual subscription may be altered by the members by special resolution.

29.3 - The annual subscription of a member is to be due and payable on or before the first day of September

30. Financial year

30.1- The financial year of the Association is the period beginning on the first day of May in one year and ending on the last day of April the next following year.

31. Notices

31.1- A notice may be served by or on behalf of the Association on any member -
(a) personally; or
(b) by post; or
(c) by email or any other electronic means.

32. Expulsion of members

32.1- The executive may expel a member from the Association if, in the opinion of the executive, the member is guilty of conduct detrimental to the interests of the Association.

32.2- The expulsion of a member under section 32.1 does not take effect until whichever of the following is the later date:

- (a) the expiration of 14 days after the service on the member of a notice under section 32.3;
- (b) if the member exercises his right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.

32.3- If the executive expels a member from the Association, the secretary of the Association, without undue delay, is to cause to be served on the member a notice in writing -

- (a) stating that the executive has expelled the member; and
- (b) specifying the grounds for the expulsion; and
- (c) informing the member of a right to appeal against the expulsion under section 33.

33. Appeal against expulsion

33.1- A member may appeal against an expulsion under section 32.1 by delivering or sending by post to the secretary of the Association, within 14 days after the service of a notice under section 32.3, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.

33.2- On receipt of a requisition -

- (a) the secretary is to immediately notify the executive of its receipt; and
- (b) the executive is to cause a special general meeting of members to be held within 21 days after the date on which the requisition is received.

33.3- At a special general meeting convened for the purpose of this rule -

- (a) no business other than the question of the expulsion is to be transacted; and

- (b) the executive may place before the meeting details of the grounds of the expulsion and the executive's reasons for the expulsion; and
- (c) the expelled member is to be given an opportunity to be heard; and
- (d) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

33.4- If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion -

- (a) the expulsion is to be taken to have been lifted; and
- (b) the expelled member is entitled to continue as a member of the Association.

33.5- If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion -

- (a) the expulsion takes effect; and
- (b) the expelled member ceases to be a member of the Association.

34. Disputes

34.1- A dispute between a member of the Association in the capacity as a member and the Association is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 1986*.

34.2- This rule does not affect the operation of section 33.

35. Seal and logo of Association

35.1- The seal of the Association is to be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal".

35.2- The seal of the Association is not to be affixed to any instrument except by the authority of the executive.

35.3- The affixing of the seal as authorised by the Executive is to be attested by the signatures of -

- (a) 2 members of the executive; or
- (b) one member of the executive and the secretary of the Association or any other person the executive may appoint for that purpose.

35.4- Attestation under section 35.3 is sufficient for all purposes that the seal was affixed by authority of the executive.

35.5- The seal is to remain in the custody of the secretary.

35.6 - The logo of the Association is such as is decided by the membership at a general meeting from time to time. The logos of the Association shall from time to time be inserted into appendices II and III. Financial members of the association may use the logo and/or the characters shown in appendices II and III, as part of their packaging and promotional material subject to:

- (a) annual submission of plans showing how the logo and/or characters are to be used, to the executive
- (b) written approval from the executive

(c) continuing valid membership of the association by the applicant as defined in section 5 and subject to section 32.

35.7- The executive may from time to time allow non members to use the logo and/or the characters and may set a fee for such use.

35.8- The executive may, at any time, withdraw permission to use both the logo in appendix II and the characters in appendix III if, in its opinion, that usage is not consistent with the basic aims and objectives of the association as specified in section 4 of these rules.

35.9- Notice of the withdrawal of permission to use the association's logo (appendix II) and characters (appendix III) as described in section 35.8 shall be given in writing and may be published in the association's newsletter at the discretion of the executive.

36. Amendment to the rules

The constitution may be amended only by special resolution at an annual general meeting

37. Cancellation of Incorporation

The Association may, by special resolution, request the Commissioner to cancel the Incorporation.

38. Winding Up

The Association may only be wound up as required under the Act.