

AUSTRALIAN PSYCHOLOGISTS AND COUNSELLORS IN SCHOOLS

SOUTH AUSTRALIA INC



CONSTITUTION

CONTENTS

1. NAME

2. OBJECTS

3. MEMBERSHIP

3.1 Application for membership

3.2 Membership status

3.3 Membership fees

3.4 Admission and rejection of members

3.5 Cessation of membership

3.6 Appeal against rejection or termination of membership

3.7 Register of members

3.8 Entitlements and rights not transferable

3.9 Members liabilities

4. AFFILIATION

4.1 Ordinary affiliation

4.2 Associate affiliation 4.3 Affiliation fees

4.4 Membership registers of affiliated body

5. MANAGEMENT

5.1 Executive Committee

5.2 Relationship between APACS South Australia Inc and APACS Association

6. EXECUTIVE COMMITTEES – NATIONAL BODY AND STATE CHAPTERS

6.1 Membership of Executive Committee

6.2 Election of Executive Committee members

6.3 Duties of President

6.4 Duties of Secretary

6.5 Duties of Treasurer

6.6 Duties of the Public Officer

6.7 Casual vacancies on Executive Committees

6.8 Removal of member from office

6.9 Filling of vacancies on Executive

6.10 Function of Executive Committees

7. MEETINGS OF EXECUTIVE COMMITTEES 8. DELEGATION OF POWERS TO A SUB-COMMITTEE

9. VOTING AND DECISIONS

10. GENERAL MEETINGS

10.1 Annual General Meetings – holding of

10.2 Annual General Meetings – calling of and business at

10.3 Special General Meetings – calling of

10.4 Quorums at General Meetings

11. NOTICE OF GENERAL MEETINGS

12. PROCEDURE FOR GENERAL MEETINGS

12.1 Presiding member

12.2 Adjournment

12.3 Making of decisions/voting

12.4 Voting by proxy

12.5 Special Resolution

13. FUNDS

13.1 Source of funds

13.2 Management of funds

13.3 Financial year

14. RULES OF THE ASSOCIATION

14.1 Adopting the rules

14.2 Copies of rules

14.3 Alteration of rules

15. CUSTODY OF BOOKS

16. INSPECTION OF BOOKS

18. SERVICE OF NOTICES

19. DISSOLUTION, AND DISTRIBUTION OF SURPLUS ASSETS

CONSTITUTION OF
THE AUSTRALIAN PSYCHOLOGISTS AND COUNSELLORS IN SCHOOLS
SOUTH AUSTRALIA INC

1. NAME

The name of the association shall be the Australian Psychologists and Counsellors in Schools- South Australia Inc (APACSA).

2. OBJECTS

The objects of APACS are:

- 2.1 To promote evidence-based approaches to support positive educational outcomes and wellbeing for children and young people in Australian schools.
- 2.2 To provide and promote relevant professional development, training and supervision.
- 2.3 To promote the role of psychologists, counsellors and guidance officers in schools as one of significance in education.
- 2.4 To offer a forum for members to discuss matters of common concern and professional interest and practice through various medium.
- 2.5 To arrange, provide for, or join in arranging and providing for, the holding of conferences, workshops and meetings on subjects of general and special interest to persons interested in school psychology and school counselling.
- 2.6 To advocate on issues which affect the ability of APACS members to meet their responsibilities to students, school communities and the profession.
- 2.7 To promote research in school psychology and school counselling.
- 2.8 To provide and share evidence-based information, advice and opinion, to other local or international professional organisations, to government and to the general public.
- 2.9 To publish and promote journals and other publications, gratuitously or otherwise as the APACS may think expedient in connection with the objects of APACS.
- 2.10 To collaborate with other professional, educational and community organisations.
- 2.11 To establish and maintain a register of members. 6
- 2.12 To provide:
 - Leadership
 - Support

- Networking
- Professional Development
- Advocacy

2.13 To enact and collect subscriptions and to invite sponsorship or donations to the funds of APACS by any lawful means.

2.14 To affiliate with national and/or international school psychology and counselling organisations having objects in accordance with the Association.

3. MEMBERSHIP

3.1 Application for membership:

- 3.1.1 Membership of the Australian Psychologists and Counsellors in Schools South Australia Inc shall be through the State Executive Committee which shall within the constitutional guidelines, determine a person's suitability for membership as well as their appropriate status.
- 3.1.2 The application for membership shall be submitted online via the Educators SA website. Applications shall be assessed by the Executive committee to determine eligibility as per the criteria outlined below. Applicants will be advised via email of the outcome.

3.2 Membership Status:

- 3.2.1 Ordinary Members: An Ordinary member shall be a person who:
- has successfully completed an accredited post-graduate course which incorporates appropriate psychology and counselling training which the Executive recognises as suitable training for school psychology and counselling activities and is carrying out or has carried out duties in an educational institution or related service of the same or similar nature to those recognised by the Executive as normal school psychology and counselling practice; or
 - has other training or practical experience which the Executive recognises as suitable for membership of the Association.
 - The number of Ordinary members shall be unlimited.
- 3.2.2 Associate Members: An Associate member shall be a person who:
- wishes to subscribe to the objects of the Association, and to receive publications and participate in Association activities, but who is ineligible for Ordinary membership.
 - Associate members have no voting rights.
 - The number of Associate members shall be unlimited.
- 3.2.3 Lifetime Members: A Lifetime member shall be a person who:
- has Life membership conferred at an Annual General Meeting by resolution of any Executive Committee which shall have considered nominations from Ordinary members

in recognition of exceptional service to the interests of the Association at the Executive meeting prior to any such Annual General Meeting: and

- II. shall be entitled to all rights of Ordinary members but from the date of their election shall be exempt from the payment of all levies and subscriptions.
- III. The number of Life Memberships shall be limited in each State to five (5), with a maximum of two (2) to be conferred in any one year.

3.2.4 Honorary Members: An Honorary member is a person who:

- I. Has Honorary membership conferred at an Annual General Meeting by resolution of any Executive Committee which shall have considered nominations from Ordinary or Life Members in recognition of interest in and support of the Association, or to psychology and counselling in schools and
- II. shall have no voting rights.
- III. The number of Honorary Memberships shall be limited in each state to five (5), with a maximum of two (2) to be conferred in any one year.

3.2.5 Emeritus Members: An Emeritus Member is a person who:

- I. has resigned from a psychology and counselling in schools position; but
- II. has been a financial Ordinary Member of the Association for a total of five years; and
- III. shall have no voting rights; and
- IV. shall pay an Annual Membership fee of 50% of the current annual Ordinary Membership fee.

3.2.6 Provisional Members: A Provisional Member shall be a person who:

- I. is currently undertaking an accredited post-graduate course which incorporates psychology and counselling in schools training which the National Executive recognises as suitable training for psychology and counselling in schools;
- II. shall, on the completion of the training course undertake such activities as recognised by the National Executive as being normal psychology and counselling in schools – ref. 3.2.1 (i);
- III. shall, until accredited with Ordinary Membership status, pay fees at Associate Membership rates, and have no voting rights.

3.2.7 Student Members are members who:

- I. Are students who are engaged in a program of study that will, upon graduation, allow for full membership of APACS are welcome to apply to be student members.
- II. Student members will have full voting rights.

3.3 Membership Fees:

- 3.3.1 The amount levied for annual membership fees for each class of membership shall be determined from time to time at any general meeting. Included in such membership fees shall be the national membership fee of the APACS the amount of which shall be

determined for both Ordinary and Associate Members at any general meeting of the National Executive of the APACS.

3.3.2 Such membership fees shall be paid to the Executive Committee at the time and in the manner determined by them.

3.4 Admission and Rejection of Members:

3.4.1 Applications for all types of membership status which are accompanied by the appropriate fee shall be considered at the next Executive Committee meeting where the admission or rejection of the applicant shall be determined.

3.4.2 Any applicant who receives a majority of votes from the Executive Committee members present at the meeting which considers their application shall be accepted as a member at the membership status applied for.

3.4.3 Following the consideration of an application the Membership Secretary shall in a timely manner give the applicant notice in writing of acceptance or rejection of their application.

3.5 Cessation of Membership: A person ceases to be a member if that person:

3.5.1 Dies

3.5.2 Delivers to the Secretary their resignation in writing; or

3.5.3 If that person:

I. fails to meet the ethical standards as outlined by the Psychology Board of Australia or other relevant regulatory bodies.

3.5.4 The member concerned shall be given a full and fair opportunity to present their case in either or both oral and written form, and if the Executive Committee resolves to terminate their membership it shall instruct the Secretary to advise the member in writing within 7 days of the meeting.

3.6 Appeal Against Rejection or Termination of Membership:

3.6.1 A person whose application for membership has been rejected or terminated may, within one month of receiving written notice, lodge with the Secretary written notice of their intention to appeal against the decision of the Executive Committee.

3.6.2 Within three months of the receipt of any notice of intention to appeal, the Secretary shall convene a general meeting to consider the appeal. At any such meeting the applicant shall be given the opportunity to fully present their case as shall the Executive Committee members who rejected or terminated the membership.

3.6.3 The general meeting shall:

(i) transact no business other than the appeal; and

- (ii) the members present shall vote by secret ballot on the question of whether the resolution should be revoked or confirmed.

3.6.4 Any person whose application is rejected and who does not appeal against the decision within the time prescribed by these rules, or whose appeal is unsuccessful, shall be refunded the amount of any fee paid.

3.7 Register of Members:

3.7.1 The Executive Committee shall keep a Membership Register which records the names and residential addresses of all persons admitted to membership of the Association, the dates of their admission and their membership numbers.

3.7.2 The National Executive of the Australian Psychologists and Counsellors in Schools Association shall maintain a record, based on preferred mailing addresses, of the membership of the APACS which shall be updated regularly on advice from each State Membership Secretary.

3.7.3 Membership numbers shall be allocated upon registration.

3.7.5 The Membership Register shall be available for inspection at any reasonable time by any member who applies to the Secretary for such inspection.

3.8 Entitlements and Membership not transferable:

3.8.1 A right, privilege or obligation which a person has by reason of being a member of the Association:

- (i) is not transferable to another person, and
- (ii) terminates upon cessation of the person's membership.

3.9 Members Liabilities:

3.9.1 The liability of any member of the Association to contribute towards the payment of the debts and liabilities of the Association or to the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 3.3.

4. AFFILIATION

4.1 Ordinary Affiliation:

4.1.1 Any formalised professional body of persons which has, to the satisfaction of the APACS South Australia Inc. an interest psychology and school counselling activities, and whose requirements for eligibility for membership reflect the purpose, intent and membership of the Association, can be recommended to APACS for affiliation.

- 4.1.2 The Executive Committee shall determine the eligibility of any body seeking Ordinary Affiliation and may admit those bodies whose members would be eligible for Ordinary Membership. Such Ordinary Affiliates shall have the same rights as Ordinary Members of the APACS.
- 4.2 Associate Affiliation:
 - 4.2.1 Bodies eligible for Ordinary Affiliation by which themselves have an associate membership category which is ineligible for the National Executive as Associate Affiliates. Associate Affiliates shall have no voting rights (see 3.2.2.)
 - 4.2.2 Bodies which are deemed ineligible for Ordinary affiliation but wish to subscribe to the objects of the Association and to receive publications and participate in Association activities may apply for Associate Affiliation.
 - 4.2.3 Members of bodies which qualify for Associate and or Ordinary Affiliation who themselves hold the required qualifications for Ordinary Membership may apply directly to the APACS South Australia Inc through their APACS State Representative, should they wish to become Ordinary Members.
- 4.3 Affiliation Fees
 - 4.3.1 Both Ordinary and Associate Affiliation will incur payment of an affiliation fee for each member which shall be set by any general meeting of the APACS South Australia Inc.
 - 4.3.2 Such fees shall be paid by each affiliated body to the APACS South Australia Inc., with an accompanying list of financial members, at the end of the March, June, September and December quarters.
- 4.4 Membership Register of Affiliated Bodies

For the purposes of administration and newsletter mailouts, affiliated bodies shall provide the National Executive with regular updates of their membership information so as to maintain the accuracy of the national record (see Rule 3.7.1).

5 MANAGEMENT

The management of the Association shall be vested in the Executive Committee of the APACS SA Inc.:

- 5.1 Executive Committee
 - 5.1.1 The office bearers of Executive Committees of the Association shall be the President, Immediate-Past President, Vice-President, Secretary, Treasurer, Membership Secretary, Public Officer, State Representative (for the National Executive Committee), as well as other ordinary members of the Executive as determined at a general meeting.

- 5.1.2 State Representatives for the National Executive shall be elected prior to the National Annual General Meeting by the respective State Body and their election ratified at the National Annual General Meeting.
- 5.2 Relationship Between APACS South Australia Inc. and APACS Association.
 - 5.2.1 The National Executive Committee has a major role in facilitating communication between State Bodies (and affiliated associations).
 - 5.2.2 Whilst all Executive Committees shall work towards fulfilling the objects of the Association, the National Executive has no authority over, or capacity to interfere in, the day to day affairs of the State Bodies unless otherwise specified in these rules.
 - 5.2.3 In the event of the organisation of a national conference (which would normally occur every two years and coincide with a national annual general meeting and transfer of executive responsibilities from one state to another) the host State Body shall undertake the major organisation responsibilities which shall include:
 - I. the establishment of a national conference account which shall be closed at the completion of all financial transactions relating to such a conference; and
 - II. the establishment of a national conference sub-committee.
 - 5.2.4 The proceeds from national conferences shall remain with the National Body. Arrangements for the disbursement of funds from any other activities which shall be jointly organised between the National Body and State Chapters shall be agreed upon prior to the holding of such activities.

6 EXECUTIVE COMMITTEE

- 6.1 Membership of Executive Committee:
 - 6.1.1 All members of the Executive shall be financial Ordinary or Life Members of the Association.
- 6.2 Election of Executive Committee Members:
 - 6.2.1 All office-bearers and Ordinary Members of the Executive shall retire at each Annual General Meeting but shall all be eligible for re-election.
 - 6.2.2 Nominations of candidates for election as office bearers of the Association or as ordinary members of the committees:
 - I. may be made in writing, to the Secretary at a time determined by the Executive prior to the Annual General Meeting: or
 - II. if, at the commencement of the Annual General Meeting there be an insufficient number of candidates nominated, a call for nominations shall occur which shall have the agreement of the candidate and be a nominating member and seconded by a further member.

- 6.2.3 If insufficient nominations are received any vacant positions of the committees shall be deemed to be casual vacancies.
- 6.2.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 6.2.5 If the number of nominations received exceed the number of vacancies to be filled, a ballot shall be held.
- 6.2.6 The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the Annual General Meeting in such usual and proper manner as the committee may direct and may include the arrangement by the Secretary of a postal ballot.
- 6.2.7 The nomination of a candidate for election under these rules is not valid if that candidate has been nominated for election to another office at the same election.
- 6.2.8 Each member of the committee shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election.
- 6.2.9 In the event of a casual vacancy occurring in the membership of a committee, the committee, may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting following the appointment.
- 6.3. Roles of the Executive include:
- President
 - Vice President
 - Secretary
 - Treasurer
 - Membership secretary
 - Public Officer
 - State Representative
 - Events Manager
- Duties of each of these roles are outlined in detail in the document entitled "Committee member roles" which is stored on the dropbox, along with the electronic file of this Constitution
- 6.4 Casual vacancies on Executive Committees:

6.4.1 For the purpose of these rules, a casual vacancy occurs in the office of a member of a committee if the member:

- I. dies;
- II. ceases to be a member of the Association;
- III. resigns office by notice in writing given to the Secretary

Casual vacancies can be filled at the discretion of the Executive Committee

6.5 Removal of Member from Office:

6.5.1 The Association in a general meeting may by resolution remove any member of a committee from office before the expiration of the term of that member's office and may by resolution appoint another person to hold office until the expiration of the term of office of the member removed.

6.5.2 Committee members to whom a proposed resolution (referred to in rule 6.6.1) relates must be given twenty-one days notice in writing of such resolution.

6.6 Filling of Vacancies on the Executive:

6.6.1 In the event of not more than two members of the Committee having ceased to be members, the remaining Committee:

- I. may continue to act notwithstanding up to two casual vacancies; but
- II. shall have power to appoint any member of the Association to fill a casual vacancy on the Executive Committee until the next Annual General Meeting.

6.6.2 in the event of more than two Committee members ceasing to be members, the remaining Committee shall immediately arrange for a Special General Meeting to fill the vacancies by election. In the event of the entire Committee resigning, the outgoing Secretary shall arrange for such election.

6.7 Function of Executive Committees:

6.7.1 Except as otherwise provided by these rules and subject to resolutions of the members of the Association at any general meeting the Executive Committees:

- I. shall have the general control and management of the administration of the affairs, property and funds of the Association;
- II. shall have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent;
- III. may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a general meeting of members of the Association; and

- IV. has power to perform all such acts and do all such things as appear necessary or desirable for the proper management of the affairs, property and funds of the Association.

7 MEETINGS OF EXECUTIVE COMMITTEES

7.1 Ordinary Executive Meetings:

- 7.1.1 Executive Committee shall meet at least at such time and place as the Committees may decide.
- 7.1.2 At least one ordinary meeting of the full National Executive Committee of the APACS, exclusive of any general meetings, shall be held in each year at a time and place determined by the national President in consultation with the National Executive Committee. It shall be the joint responsibility of the national APACS and APACS South Australia Inc. to meet the costs of each State Representative in attending such a meeting.
- 7.1.3 Where the nature of the business is deemed appropriate by the Executive other full Executive Meetings may be held by telephone or video conference.
- 7.1.4 Members of the Association may, with the President's permission, attend Executive Meetings as observers.

7.2 A Special Meeting of any Executive Committee shall be convened by the Secretary of that Committee:

- I. on the written requisition of not less than one third of the Executive Committee members which clearly states the reasons for convening the meeting and the proposed business to be transacted; and
- II. provided that at least fourteen days notice of the Special Meeting, as well as the nature of the proposed business, shall be given to members of the Executive Committee.
- III. No business other than that proposed in the requisition shall be transacted.

7.3 Quorum for Executive Committees:

For the purpose of an Executive Committee meeting a Quorum shall be:

- 7.3.1 Four members personally present (either in person, or via video link) for an ordinary Committee Meeting of the APACS South Australia Inc.
- 7.3.2 A simple majority of the number of committee members elected and / or appointed.

7.4 The Executive Committees may meet and regulate their proceedings as they see fit.

7.5 If within half an hour of the time appointed for a meeting a quorum is not present the meeting shall:

- I. lapse, if it was a Special Meeting convened upon the requisition of the Executive Committee;
- II. be dissolved if at the adjourned meeting a quorum is not present within half an hour of the appointed time.

7.6 At any Executive Committee meeting:

- I. The President or the Vice-President shall take the chair; Or
- II. If these members are absent or unwilling to act, then the committee members may choose one of their number to chair the meeting.

8 DELEGATION OF POWERS TO A SUB-COMMITTEE

- 8.1 The Executive Committee may delegate any of its functions to one or more subcommittees (consisting of such members of the Association as the Committee sees fit) which shall, in the exercise of the functions so delegated, conform to any regulations that may be imposed on it by the Executive Committee.
- 8.2 The sub-committee may exercise any of the functions delegated by the Committee other than:
 - (i) this power of delegation; and
 - (ii) a function which is imposed on the committee by law.
- 8.3 A sub-committee may meet and adjourn as it thinks proper.
- 8.4 Any act or thing done by the sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- 8.5 The Committee may revoke wholly or in part any delegation under this rule.

9 VOTING AND DECISIONS

- 9.1 Questions arising at a meeting of a Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of Committee or sub-committee members present at the meeting.
- 9.2 Each member present at a Committee or sub-committee meeting (including the chairperson) is entitled to one vote and, in the case of an equality of votes the question shall be deemed to be decided in the negative.
- 9.3 Subject to rule 6.6.1. the Committees may act notwithstanding any vacancy on the Committees.
- 9.4 Any act or thing done or suffered, or purporting to have been done or suffered, by a Committee or by a sub-committee appointed by a committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of such Committees.

10 ANNUAL GENERAL MEETINGS

- 10.1 Annual General Meetings – Holding of
 - 10.1.1 With the exception of the first Annual General Meeting of the Association, the Association shall convene an Annual General Meeting once in each calendar year and within the period of three months of the expiry of the financial year.
- 10.2 Annual General Meetings – Calling of and Business at
 - 10.2.1 The Annual General Meeting of any Committee of the Association shall be convened at such place and time as the Committee sees fit.
 - 10.2.2 In addition to any other business which may be transacted at an Annual General Meeting the business shall be:
 - I. to confirm the minutes of the last Annual General Meeting and of any Special General Meeting held since that meeting;
 - II. to receive reports from the Committee concerning the Association’s activities of the preceding financial year;
 - III. to elect office-bearers of the Association and ordinary members of the Committee; and
- 10.3 Special General Meetings:-Calling of
 - 10.3.1 A Committee may direct the Secretary, whenever they think fit, to convene a Special General Meeting of the Association.
 - 10.3.2 A Committee shall, on the written requisition of not less than 5% of the total number of members, direct the Secretary to convene a Special General Meeting of the Association.
 - 10.3.3 For a Special General Meeting the members requisition:
 - I. shall state the purpose or purposes of the meeting;
 - II. shall be signed by the members making the requisition;
 - III. shall be lodged with the Secretary; and
 - IV. may consist of several documents in a similar form, each signed by one or more members making the requisition.
 - 10.3.4. If the Committee fails to convene a Special General Meeting to be held within one month after the date on which the Secretary receives the members requisition, any one or more of the members who made the requisition may convene a Special General Meeting to be held not more than three months after that date.
 - 10.3.5 Such Special General Meetings (Rule 10.3.4.) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for the expense so incurred.
- 10.4. Quorums at General Meetings;

- 10.4.1. Quorums at General Meeting shall be the number of office-bearers on the Executive Committee plus one – for general meetings.
- 10.4.2 No business shall be transacted at any general meeting unless a quorum of members is present during the time the meeting is considering that business. For the purposes of this rule “member” includes a person attending as a proxy.
- 10.4.3 If, within half an hour of the appointed time for the commencement of a general meeting, a quorum is not present, the meeting:
 - I. if convened upon the requisition of members shall be dissolved; and
 - II. in any other case shall stand adjourned until the next scheduled meeting time.

11 NOTICE OF ANNUAL GENERAL MEETINGS

- 11.1 Except where the business proposed to be dealt with requires a special resolution of the Association, the Secretary shall, prior to the general Meeting notify each member in writing of the place, date and time of the meeting and the nature of the proposed business.
- 11.2 No business other than that specified in the notice convening a general meeting shall be transacted except in the case of an Annual General Meeting, business which may be transacted pursuant to rule 10.2.2.
- 11.3 A member wishing to bring any business before a general meeting may give written notice of that business to the Secretary who shall include it in the next notice of a general meeting.

12. PROCEDURES FOR ANNUAL GENERAL MEETINGS

- 12.1 Presiding Member:
 - 12.1.1 The President, or in their absence, the Vice-President of the Association.
 - 12.1.2 If such office-bearers are absent from a general meeting, or are unwilling to act, the members present shall elect one of their number to preside as chairperson of the meeting.
 - 12.1.3 The chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
- 12.2 Adjournment:
 - 12.2.1 The chairperson of a Annual General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place but no other business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- 12.2.2 Where an annual general meeting is adjourned for twenty-one days or more, the Secretary shall give written notice of the adjourned meeting to each member of the Association stating the date, time and place of the meeting and the nature of the business to be transacted at the meeting.
- 12.2.3 Notice of an adjournment of an annual general meeting or of the business to be transacted at an adjournment meeting is not required to be given except as provided in rules 12.2.1. and 12.2.2.
- 12.3 Making of Decisions / Voting:
 - 12.3.1 Every question, matter or resolution shall be decided by a majority of votes of the members present or voting by proxy.
 - 12.3.2 Every Ordinary or Life member present shall be entitled to one vote provided that all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual membership fee payable in respect of the then current year.
 - 12.3.3 In the case of an equality of votes on a question at an Annual General Meeting, the chairperson is entitled to a second, or casting, vote.
 - 12.3.4 Voting shall be by show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which case there shall be a secret ballot. The chairperson shall then appoint two members to conduct the ballot in the manner the chairperson has decided. The chairperson shall declare the result of the ballot which will be deemed to be the resolution of the meeting.
- 12.4 Voting by Proxy
 - 12.4.1 Each member shall be entitled to appoint another member as proxy by notice given to the Secretary not later than twenty-four hours before the time of the meeting for which the proxy is appointed.
 - 12.4.2 The notice appointing the proxy shall be in writing designating the member appointed as proxy and signed by the member requiring this service.
 - 12.4.3 No member may hold more than two proxies and unless otherwise instructed by the written notice to the Secretary the proxy may vote as they think fit.
- 12.5 Special Resolution: A resolution of the Association is a special resolution if:
 - 12.5.1 It is passed by a majority which comprises not less than three quarters of such members of the Association as, being entitled under these rules to do so, vote in person or by proxy at an annual general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or

- 12.5.2 Where it is made to appear to the Committee that it is not possible or practicable for the resolution to be passed in the manner specified in
- 12.5.3 the resolution is passed in a manner specified by the Committee.

13. FUNDS

13.1 Source of Funds

- 13.1.1 The funds of the Association shall be derived from annual membership fees, donations, and other sources as the Committee determines and shall be subject to any resolution passed by the Association in general meeting.
- 13.1.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's account.
- 13.1.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

13.2 Management of Funds:

- 13.2.1 The assets and income of the organisation shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- 13.2.2 All transactions shall be authorised by any two authorised members of the committee.

13.3 Financial Year: The financial year shall end on 31st December.

14. RULES OF THE ASSOCIATION

14.1 Adopting of rules:

- 14.1.1 The rules (constitution) of the Association shall be formally adopted by the Association.

14.2 Copies of Rules:

- 14.2.1 The Secretary of the Association shall keep the rules, a copy of which shall be available to members for perusal at all meetings of the Association.
- 14.2.2 Copies of the rules shall be supplied free to all members on request.

14.3 Alteration of Rules:

- 14.3.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

- 14.3.2 Notice of motion to alter, rescind or add to this statement of objects or these rules shall be given in writing to the Secretary not less than forty-two days before the general meeting to which such motion is to be submitted.

15 INSPECTION OF BOOKS

- 15.1 The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour. They shall be stored in the cloud using an appropriate cloud storage system.

16. SERVICE OF NOTICES

- 16.1 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register.
- 16.2 Where a document is sent to a person by properly addressing, prepaying and posting a letter containing it, the document shall, unless the contrary is proved, be deemed to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

17 DISSOLUTION, AND DISTRIBUTION OF SURPLUS ASSETS

- 17.1 A Special General Meeting convened for the purpose may resolve that the Association be dissolved.
- 17.2 In the event of the organisation being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the Committee in accordance with their powers to any fund, institution or authority, which is a non-profit organisation.