



**scoaustralia**

**SCOA AUSTRALIA INCORPORATED**

**Registration No. A05355**

**RULES**

First incorporated 5 February 2013

SCOA Australia Incorporated  
PO Box 107  
MAWSON ACT 2607

Adopted 15 March 2017

## CONTENTS

Part	Rule	Page
<b>PART 1</b>	<b>PRELIMINARY</b>	
	1.1. General	4
	1.2. Definitions	4
	1.3. Structure	4
	1.4. Application of Legislation Act 2001	4
<b>PART 2</b>	<b>MEMBERSHIP</b>	
	2. Membership qualifications	4
	3. Application for membership	5
	4. Honorary life membership	5
	5. Membership entitlements not transferable	5
	6. Cessation of membership	5
	7. Resignation of membership	5
	8. Subscriptions	6
	9. Members' liabilities	6
	10. Disciplining of members	6
	11. Right of appeal of disciplined member	7
<b>PART 3</b>	<b>NATIONAL COMMITTEE</b>	
	12. Powers of National Committee	7
	13. Constitution and membership	7
	14. National Executive	8
	15. Election of National Committee members	8
	16. Secretary	8
	17. Treasurer	9
	18. Vacancies	9
	19. Removal of National Committee members	9
	20. Executive Officer	9
	21. Office Manager	9
	22. National Committee meetings and quorum	10
	23. Delegation by National Committee to local committees	10
	24. Voting and decisions	11
<b>PART 4</b>	<b>GENERAL MEETINGS</b>	
	25. Annual General Meeting – holding of	11
	26. Annual General Meeting – calling of and business at	11
	27. General Meetings – calling of	11
	28. Notice	12
	29. General Meetings – procedure and quorum	12
	30. Presiding member	12
	31. Adjournment	12
	32. Making of decisions	13
	33. Voting	13
	34. Appointment of proxies	13
<b>PART 5</b>	<b>FINANCE</b>	
	35. Funds – source	13
	36. Funds – management	13
<b>PART 6</b>	<b>MISCELLANEOUS</b>	
	37. Alteration of objects and rules	14

<b>Part</b>	<b>Rule</b>	<b>Page</b>
	38. Common seal	14
	39. Custody of books	14
	40. Inspection of books	14
	41. Service of notice	14
	42. Winding up	14
	Appendix 1 – Form of appointment of proxy	15

## **PART 1        PRELIMINARY**

### **1.1     General**

SCOA Australia Incorporated is subject to the requirements of the Australian Capital Territory *Associations Incorporation Act 1991* and the Australian Capital Territory *Associations Incorporation Regulation 1991*.

### **1.2     Definitions<sup>1</sup>**

In these Rules:

**Act** means the *Australian Capital Territory Associations Incorporation Act 1991*.

**Annual General Meeting** means a meeting of the association as provided for in Rules 25 and 26 and mentioned in section 69 of the Act.

**Association** means SCOA Australia Incorporated.

**Financial Year** means the year ending on 30 June.

**General Meeting** means a meeting of the association as mentioned in Rule 27.

**Member** means a member as described in Rule 2.

**National Committee** means the National Committee of the association referred to in Rules 12 and 13.

**National Executive** means the committee established under Rule 14.

**Ordinary National Committee Member** means a member of the National Committee who is not an office-bearer of the association as mentioned in Rule 13(1)(c).

**SCOA Australia** means SCOA Australia Incorporated.

**Secretary** means the person who is employed from time to time as SCOA's Executive Officer referred to in Rule 16.

**Special Resolution** means a resolution of the association as mentioned in section 70 of the Act.

### **1.3.    Structure**

- 1) There shall be an organisation called SCOA Australia Incorporated, hereafter referred to as SCOA Australia.
- 2) SCOA Australia shall be managed by a National Committee (see Rule 12).
- 3) The National Committee may establish committees including Local Committees.

### **1.4.    Application of Legislation Act 2001**

The *Legislation Act 2001* applies to these Rules in the same way as it would if they were an instrument made under the Act.

## **PART 2        MEMBERSHIP**

### **2.1.    Membership qualifications**

A person is qualified to be a member if

- a) The person is a member of the group proposing to form the association; or
- b) The person is receiving, or is contributing towards, or is entitled to, or who may at some time in the past or future become entitled to, a payment or pension under a public sector superannuation scheme established in Australia, or any other scheme approved by SCOA Australia; or
- c) The person is a partner of someone referred to in paragraph (b); or
- d) The person is a surviving partner of someone referred to in paragraph (b); or

---

<sup>1</sup> NOTE: A definition applies except so far as the contrary intention appears (see section 155 of the Legislation Act).

- e) The person has previously been approved for membership of a dissolved State or Territory Branch of SCOA; or
- f) Any other person who has been approved for membership of the association by a person authorised by the National Committee;

Provided that a person who is referred to in paragraph (b), (c), (d), (e) or (f), that person

- g) has applied for membership in accordance with Rule 3(1); and
- h) has been approved for membership of the association by an authorised person.

### **3. Application for membership**

- 1.1. An application for membership of the association signed by the applicant together with the first year's annual subscription must be lodged with the Secretary of the association or his delegate.
- 1.2. Except as provided in Rule 3(4), the Secretary shall issue a receipt for the subscription received and forward this to the applicant with advice of his admission to the association.
- 1.3. The Secretary shall enter the applicant's name, address, date of joining and membership category in the register of members and, on the details being so entered, the applicant becomes a member of the association.
- 1.4. If the Secretary considers there is a sound reason for rejecting an application for membership, he shall refer the matter promptly to the National Committee for decision at its next regular meeting.

### **4. Honorary life membership**

- 4.1. The association may grant honorary life membership to a member for meritorious service to the association subject to the restriction that the total number of such memberships does not exceed twelve (12).
- 4.2. An honorary life member is entitled to all the benefits of membership without having to renew their annual membership.
- 4.3. The honorary life memberships granted by a dissolved State or Territory Branch of SCOA, are not included in the limit referred to in Rule 4(1).

### **5. Membership entitlements not transferable**

- 5.1. A right, privilege or obligation that a person has because of being a member of the association –
  - a) cannot be transferred or transmitted to another person; and
  - b) terminates on cessation of the person's membership.

### **6. Cessation of membership**

- 6.1. A person ceases to be a member of the association if the person –
  - a) dies; or
  - b) resigns from membership of the association; or
  - c) is expelled from the association; or
  - d) is not an honorary life member and fails to renew annual membership of the association by paying an annual membership subscription for the current year prior to 1 April.

### **7. Resignation of membership**

- 7.1. A member is not entitled to resign from membership of the association except in accordance with this rule.

- 7.2. A member who has paid all amounts payable by the member to the association may resign from membership of the association.
- 7.3. If a person ceases to be a member, the Secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

## **8. Subscriptions**

- 8.1. The annual membership subscription shall be as determined, from time to time, by resolution of the National Committee.
- 8.2. The annual membership subscription shall be payable in advance of being admitted to membership.
- 8.3. The subscription fee is due on the first day of January and payable on the last day of February in the relevant year.
- 8.4. Honorary life members shall not be required to pay annual membership subscriptions.

## **9. Members' liabilities**

- 9.1. The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount (if any) unpaid by the member in relation to membership of the association as required by Rule 8.

## **10. Disciplining of members**

- 10.1. If the National Committee is of the opinion that a member –
  - a) has persistently refused or neglected to comply with a provision of these Rules; or
  - b) has persistently and willfully acted in a manner prejudicial to the interests of the association; the National Committee may, by resolution –
  - c) expel the member from the association; or
  - d) suspend the member from the rights and privileges of membership of the association that the National Committee may decide for a specified period.
- 10.2. A resolution of the National Committee under Rule 10(1) is of no effect unless the National Committee, at a meeting held not earlier than fourteen (14) days and not later than twenty eight (28) days after service on the member of a notice under Rule 10(3), confirms the resolution in accordance with this section.
- 10.3. If the National Committee passes a resolution under Rule 10(1), the Secretary must, as soon as practicable, serve a written notice on the member-
  - a) setting out the resolution of the National Committee and the grounds on which it is based; and
  - b) stating that the member may address the National Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of the notice; and
  - c) stating the date, place and time of that meeting; and
  - d) informing the member that the member may do either or both of the following:
    - i. attend and speak at that meeting;
    - ii. submit to the National Committee at or before the date of that meeting written representations relating to the resolution.
- 10.4. Subject to section 50 of the Act, at a meeting of the National Committee mentioned in Rule 10(2), the National Committee must -
  - a) give to the member mentioned in Rule 10(1) an opportunity to make oral representations; and
  - b) give due consideration to any written representations submitted to the National Committee by that member at or before the meeting; and
  - c) by resolution decide whether to confirm or to revoke the resolution of the National Committee made under Rule 10(1).

- 10.5. If the National Committee confirms a resolution under Rule 10(4), the Secretary must, within seven (7) days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under Rule 11.
- 10.6. A resolution confirmed by the National Committee under Rule 10(4) does not take effect –
- a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
  - b) if within that period the member exercises the right of appeal – unless and until the association confirms the resolution in accordance with Rule 11(4).

## **11. Right of appeal of disciplined member**

- 11.1. A member may appeal to the association in General Meeting against a resolution of the National Committee that is confirmed under Rule 10(4), within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 11.2. On receipt of a notice under Rule 11(1), the Secretary must notify the National Committee which must call a General Meeting of the association to be held within twenty one (21) days after the date when the Secretary received the notice or as soon as possible after that date.
- 11.3. Subject to section 50 of the Act, at a General Meeting of the association called under Rule 11(2) -
- a) no business other than the question of the appeal may be transacted; and
  - b) the National Committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - c) the members present must vote by secret ballot on the question of whether the resolution made under Rule 10(4) should be confirmed or revoked.
- 11.4. If the meeting passes a Special Resolution in favour of the confirmation of the resolution made under Rule 10(4), that resolution is confirmed.

## **PART 3 NATIONAL COMMITTEE**

### **12. Powers of National Committee**

- 12.1. There shall be a National Committee of the association.
- 12.2. The National Committee, subject to these Rules and to any resolution passed by the association in General Meeting -
- a) controls and manages the affairs of the association as directed by Federal Council; and
  - b) may exercise all functions that may be exercised by the association other than those functions that are required by these Rules to be exercised by the association in General Meeting; and
  - c) has power to perform all acts and do all things that appear to the National Committee to be necessary or desirable for the proper management of the affairs of the association.

### **13. Constitution and membership**

- 13.1. The National Committee consists of -
- a) the three (3) office-bearers of the association; and
  - b) the Secretary of the association appointed under Rule 16; and
  - c) five (5) ordinary National Committee members each of whom must be a member of the association and be elected under Rule 15 or appointed in accordance with Rule 13(4).
- 13.2. The office-bearers of the association are –
- a) the president; and
  - b) the vice-president; and
  - c) the treasurer.

- 13.3. Each member of the National Committee, with the exception of the Secretary, holds office, subject to these Rules, until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- 13.4. If there is a vacancy in the membership of the National Committee, the National Committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these Rules, until the conclusion of the next Annual General Meeting after the date of the appointment.
- 13.5. The National Committee may appoint, where appropriate, up to two members of the association to be members of the National Committee; and a member or members so appointed shall hold office, subject to these Rules, until the conclusion of the next Annual General Meeting after the date of the appointment.
- 13.6. The National Committee may appoint a National Executive that shall consist of the President, Vice President, Treasurer and Secretary;
- 13.7. The National Executive may co-opt up to two SCOA members to the National Executive as required.

#### **14. National Executive**

- 14.1. National Executive shall manage SCOA Australia's affairs between regular meetings of the National Committee, implement the decisions of the National Committee and make recommendations for development of new policies and strategies;
- 14.2. Any three members of National Executive shall constitute a quorum;
- 14.3. In the event of an equal number votes for and against, the matter shall be decided in the negative.

#### **15. Election of National Committee members**

- 15.1. Nominations of candidates for election as office-bearers of the association or as ordinary National Committee members -
  - a) must be made in writing, using the prescribed form, signed by a member of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form) and
  - b) must be given to the secretary of the association not less than twenty eight (28) days before the date fixed for the Annual General Meeting at which the election is to take place.
- 15.2. If insufficient nominations are received to fill all vacancies on the National Committee, the candidates nominated are taken to be elected and further nominations may be received at the Annual General Meeting.
- 15.3. If insufficient further nominations are received, any vacant positions remaining on the National Committee are taken to be vacancies.
- 15.4. If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- 15.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- 15.6. The ballot for the election of office-bearers and ordinary National Committee members must be conducted at the Annual General Meeting in the way the National Committee may direct.
- 15.7. A person is not eligible to simultaneously hold more than one (1) position on the National Committee.

#### **16. Secretary**

- 16.1. The Executive Officer appointed under Rule 20 is, ex officio, the secretary of the association.
- 16.2. The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- 16.3. The secretary must keep minutes of -
  - a) all elections and appointments of office-bearers and ordinary National Committee members; and



- b) the names of members of the National Committee present at a National Committee meeting or a General Meeting; and
  - c) all proceedings at National Committee, National Executive meetings and General Meetings.
- 16.4. Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

**17. Treasurer**

- 17.1. The treasurer of the association must -
- a) collect and receive all amounts owing to the association and make all payments authorized by the association; and
  - b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association

**18. Vacancies**

- 18.1. For these Rules, a vacancy in the office of a member of the National Committee happens if the member -
- a) dies; or
  - b) ceases to be a member of the association; or
  - c) resigns the office; or
  - d) is removed from office under Rule 19 (Removal of National Committee members); or
  - e) becomes bankrupt or personally insolvent; or
  - f) suffers from mental or physical incapacity; or
  - g) is disqualified from office under section 63(1) of the Act; or
  - h) is subject to a disqualification order under section 63A of the Act; or
  - i) is absent without the consent of the National Committee from all meetings of the National Committee held during a period of twelve (12) months.

**19. Removal of National Committee members**

- 19.1. The association in General Meeting may by resolution, subject to section 50 of the Act, remove any member from the National Committee before the end of the member's term of office.

**20. Executive Officer**

- 20.1. The Executive Officer shall be appointed by the National Committee after advertising and interview by a selection panel appointed by the National Committee.
- 20.2. Prior to engagement, an employment contract shall be signed by the selected Executive Officer and the President, which contract shall contain the duties for the position, duration of the contract, hours of duty, reporting requirements, the remuneration and associated salary adjustment arrangements including performance assessment procedures.

**21. Office Manager**

- 21.1. The Executive Officer shall be supported by an Office Manager who shall be appointed by the National Committee after advertising and interview by a selection panel which shall include the Executive Officer.
- 21.2. Prior to engagement, an employment contract shall be signed by the selected Office Manager and the President, which contract shall contain the duties for the position, duration of the contract, hours of duty, reporting requirements, the remuneration and associated salary adjustment arrangements including performance assessment procedures.

## **22. National Committee meetings and quorum**

- 22.1. The National Committee must meet at least two (2) times in each calendar year at the time and in the manner that the National Committee may decide.
- 22.2. Additional meetings of the National Committee may be called by any member of the National Committee.
- 22.3. Oral or written notice of a meeting of the National Committee must be given by the Secretary to each member of the National Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the National Committee) before the time appointed for the holding of the meeting.
- 22.4. Notice of a meeting given under Rule 22(3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the National Committee members present at the meeting unanimously agree to treat as urgent business.
- 22.5. Any five (5) members of the National Committee constitute a quorum for the transaction of the business of a meeting of the National Committee.
- 22.6. No business may be transacted by the National Committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 22.7. If, at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- 22.8. At meetings of the National Committee –
  - a) the president or, in the absence of the president, the vice-president presides; or
  - b) if the president and the vice-president are absent, one of the remaining members of the National Committee may be chosen by the members present to preside.

## **23. Delegation by National Committee to local committees**

- 23.1. The National Committee may, in writing, delegate to one or more local committees (consisting of the member or members of the association that the National Committee considers appropriate) the exercise of the functions of the National Committee that are specified in the instrument, other than –
  - a) this power of delegation; and
  - b) a function that is a function imposed on the National Committee by the Act, by any other Territory law, or by resolution of the association in General Meeting.
- 23.2. A function, the exercise of which has been delegated to a local committees under Rule 23 may, while the delegation remains unrevoked, be exercised from time to time by the local committees in accordance with the terms of the delegation.
- 23.3. A delegation under Rule 23 may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances that may be specified in the instrument of delegation.
- 23.4. Despite any delegation under Rule 23, the National Committee may continue to exercise any function delegated.
- 23.5. Any act or thing done or suffered by a local committees acting in the exercise of a delegation under Rule 23 has the same force and effect as it would have if it had been done or suffered by the National Committee.
- 23.6. The National Committee may, in writing, revoke wholly or in part any delegation under Rule 23.
- 23.7. A local committee may meet and adjourn as it considers appropriate.
- 23.8. The National Committee shall provide each local committee with sufficient resources to enable the local committee to carry out its agreed functions, based on a budget agreed between the National Committee and the local committee.
- 23.9. Each local committee shall, no later than 30 April, submit a draft budget to the Treasurer for consideration in preparation of the budget for the next financial year.
- 23.10. If the National Committee agrees, a representative of a local committee may be an observer at a meeting of the National Committee.

## **24. Voting and decisions**

- 24.1. Questions arising at a meeting of the National Committee or of any local committee appointed by the National Committee are decided by a majority of the votes of members of the National Committee or local committee present at the meeting.
- 24.2. Each member present at a meeting of the National Committee or of any local committee appointed by the National Committee (including the person presiding at the meeting) is entitled to one vote and, if the votes on any question are equal, the matter will be decided in the negative.

## **PART 4 GENERAL MEETINGS**

### **25. Annual General Meetings – holding of**

- 25.1. With the exception of the first Annual General Meeting of the association, the association must, at least once in each calendar year and within five (5) months after the end of each Financial Year of the association, call an Annual General Meeting of its members.
- 25.2. The association must hold its first Annual General Meeting –
  - a) within eighteen (18) months after its incorporation under the Act; and
  - b) within five (5) months after the end of the first financial year of the association.
- 25.3. Subsections (1) and (2) have effect subject to the powers of the registrar general under section 120 of the Act in relation to extensions of time.

### **26. Annual General Meetings – calling of and business at**

- 26.1. The Annual General Meeting of the association must be called on the date and at the place and time that the National Committee considers appropriate.
- 26.2. In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is –
  - a) to confirm the minutes of the last Annual General Meeting and of any General Meeting held since that meeting;
  - b) to receive from the National Committee reports on the activities of the association during the last financial year; and
  - c) to elect members of the National Committee, including office-bearers; and
  - d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under section 73(1) of the Act.
- 26.3. An Annual General Meeting must be specified as such in the notice calling it in accordance with Rule 28.
- 26.4. An Annual General Meeting must be conducted in accordance with the provisions of this Part.

### **27. General Meetings – calling of**

- 27.1. The National Committee may, whenever it considers appropriate, call a General Meeting of the association.
- 27.2. The National Committee must, on the requisition in writing of not less than 5% of the total number of members, call a General Meeting of the association.
- 27.3. A requisition of members for a General Meeting –
  - a) must state the purpose or purposes of the meeting; and
  - b) must be signed by the members making the requisition; and
  - c) must be lodged with the Secretary; and
  - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 27.4. If the National Committee fails to call a General Meeting within one (1) month after the date when a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may call a General Meeting to be held not later than three (3) months after that date.

- 27.5. A General Meeting called by a member or members mentioned in Rule 27(4) must be called as nearly as is practicable in the same way as General Meetings are called by the National Committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

## **28. Notice**

- 28.1. The Secretary must, at least twenty one (21) days before the date fixed for the holding of the General Meeting, send to each member at the member's address, either electronic or postal, that is held in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 28.2. If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the association, the Secretary must, at least twenty one (21) days before the date fixed for the holding of the General Meeting, send notice to each member in the way provided in Rule 28(1) specifying, in addition to the matter required under that rule, the intention to propose the resolution as a Special Resolution.
- 28.3. No business other than that specified in the notice calling a General Meeting may be transacted at the meeting except, for an Annual General Meeting, business that may be transacted under Rule 26(2).
- 28.4. A member desiring to bring any business before a General Meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

## **29. General Meetings – procedure and quorum**

- 29.1. No item of business may be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 29.2. Eleven (11) members present in person (who are entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 29.3. If within 30 minutes after the appointed time for the start of a General Meeting a quorum is not present, the meeting, if called on the requisition of members, is dissolved, and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 29.4. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than three (3)), constitute a quorum.

## **30. Presiding member**

- 30.1. The president, or in the absence of the president, the vice-president, presides at each General Meeting of the association.
- 30.2. If the president and the vice-president are absent from a General Meeting, the members present must elect one of their number to preside at the meeting.

## **31. Adjournment**

- 31.1. The person presiding at a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 31.2. If a General Meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the association stating the

place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 31.3. Except as provided in Rules 31(1) and 31(2), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **32. Making of decisions**

- 32.1. A question arising at a General Meeting of the association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes 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.
- 32.2. At a General Meeting of the association, a poll may be demanded by the person presiding or by not less than three (3) members present in person or by proxy at the meeting.
- 32.3. If the poll is demanded at a General Meeting, the poll must be taken –
- a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - b) in any other case, in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **33. Voting**

- 33.1. Subject to Rule 33(3), on any question arising at a General Meeting of the association a member has one (1) vote only.
- 33.2. All votes must be given personally or by proxy; no member other than the chair of the meeting may hold more than five (5) proxies.
- 33.3. If the votes on a question at a General Meeting are equal, the matter will be decided in the negative.

## **34. Appointment of proxies**

- 34.1. Each financial member is entitled to appoint the chair of the meeting or another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- 34.2. The notice appointing the proxy must be in the form set out in Appendix 1.

## **PART 5 FINANCE**

### **35. Funds – source**

- 35.1. The funds of the association shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the association in General Meeting and subject to section 114 of the Act, any other sources that the National Committee decides.
- 35.2. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's financial institution account.
- 35.3. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **36. Funds – management**

- 36.1. Subject to any resolution passed by the association in General Meeting, the funds of the association must be used for the objects of the association in the way that the National Committee decides.
- 36.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any one (1) member of the National Committee or employees of the

association, being members of the National Committee or employees authorized to do so by the National Committee.

36.3. An independent annual audit shall be carried out in accordance with Part 5 of the Act.

## **PART 6 MISCELLANEOUS**

### **37. Alteration of objects and rules**

- 37.1. Neither the objects of the association mentioned in section 29 of the Act, nor these Rules may be altered except in accordance with the Act.
- 37.2. The alteration shall be the subject of a special resolution of members at a General Meeting and shall be passed by a three-fourths majority of those present and entitled to vote.

### **38. Common seal**

- 38.1. The common seal of the association must be kept in the custody of the Secretary.
- 38.2. The common seal must not be attached to any instrument except by the authority of the National Committee and the attaching of the common seal must be attested by the signatures either of two (2) members of the National Committee or of one (1) member of the National Committee and of the Secretary.

### **39. Custody of books**

- 39.1. Subject to the Act, the regulation and these Rules, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

### **40. Inspection of books**

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

### **41. Service of notice**

- 41.1. For these Rules, the association may serve a notice on a member by sending it to the member at the member's address, either electronic or postal, shown in the register of members.<sup>2</sup>

### **42. Winding up**

- 42.1. The association may be dissolved by Special Resolution at a General Meeting.
- 42.2. After all liabilities of SCOA Australia have been discharged, the remaining funds shall be distributed to a non-profit or charitable organisation and not be used for personal gain by members.

-end-

---

<sup>2</sup> NOTE: For how documents may be served, see part 19.5 of the Legislation Act.

**APPENDIX 1**

**Form of appointment of proxy**

I,

.....  
(full name)

of

.....  
(address)

a member of SCOA Australia,  
appoint

the chair of the meeting, or

.....  
(full name of proxy)

of

.....  
(address)

a member of that incorporated association, as my proxy to vote for me on  
my behalf at the general meeting of the association (annual general  
meeting or other general meeting, as the case may be) to be held on

.....  
and at any adjournment of that meeting.

\*My proxy is authorised to vote in favour of/against/abstain (delete as appropriate) the  
resolution (insert details).

.....  
.....  
.....  
.....  
.....

.....  
(Signature of member  
appointing proxy)

(\*To be inserted if desired.)

Date .....

Note A proxy vote may not be given to a person who is not a member of the  
association.