

The Murray Music and Drama Club (Inc.) Constitution

1. Title

The name of the Society shall be The Murray Music and Drama Club (Inc.)

2. Objects

The objects of the Society shall be:

- (a) The promotion and presentation of live theatre including all such forms of drama and musical entertainment that the Society can see fit to provide to the public.
- (b) The promotion of play and poetry readings, workshop sessions, seminars and entertainments of all such kinds to its members and the public of Pinjarra and surrounding districts generally.
- (c) To buy and sell premises and to acquire land by reservation from the Crown or from any person or body or by any means whatsoever and to accept leases of any length from the Crown or any other person or body.
- (d) To borrow or raise money by overdraft or by the issue of debentures or in such other manner as the Society may determine.
- (e) To sell, manage, lease, exchange, hire, mortgage, dispose of or deal otherwise with all or any part of the property, real and personal, of the Society.
- (f) To found, subsidise or contribute to any institutions, scholarships or prizes; to give effect to any of the objects specified herein.
- (g) To do all such other lawful acts and things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

3. Membership

(a) Any person desirous of becoming a member of the Society, shall make application upon the prescribed form, and upon payment of the subscription as prescribed, become a member of the Society.

(b) Membership Grades

i. Junior Membership

Junior membership shall be available to individuals under the age of 18 years under the same conditions as rule 3(a) with the exception that they shall not be entitled to vote.

ii. Full Membership

Full membership shall be available to all individuals of 18 years and over in the current financial year.

iii. Concessional Membership

Concessional Membership shall be available to all individuals of 18 years and over in the current financial year, who hold valid student, Seniors or Concession Cards.

(c) **Life Members:**

It should be competent for the Committee to determine for election as a Life Member, any person who has rendered valuable service in furthering the objects of the Society, the election to be decided by a majority vote of members present. Life member shall be exempt from the payment of fees and contributions, and shall have all the rights and privileges of a member.

4. Register of Members

- (a) A committee member, on behalf of the Association to be appointed by the Committee at its first meeting, must comply with section 53(1) of the Act by keeping and maintaining, in an up to date condition a register of the members of the Association and either their postal, residential or email address and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (b) The register must be so kept and maintained at the committee member's place of residence or at such other place as the members at a general meeting decide.
- (c) The committee member must cause the name of a person who dies or who ceases to be a member under rule 30 to be deleted from the register of members referred to in subrule (a).

5. Custody of Books and Securities

- (a) Subject to subrule (b), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- (b) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- (c) Subrules (a) and (b) have effect except as otherwise decided by the committee.
- (d) The books of the Association must be retained for at least 7 years.

6. Inspection of Records and Documents

- (a) Subrule (b) applies to a member who wants to inspect —
 - i. the register of members under section 54(1) of the Act; or
 - ii. the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - iii. any other record or document of the association.
- (b) The member must contact the Secretary to make the necessary arrangements for the inspection.
- (c) The inspection must be free of charge.

- (d) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (e) The member may make a copy of or take an extract from a record or document referred to in subrule (a)(iii) but does not have a right to remove the record or document for that purpose.
- (f) The member must not use or disclose information in a record or document referred to in subrule (a)(iii) except for a purpose —
 - i. that is directly connected with the affairs of the Association; or
 - ii. that is related to complying with a requirement of the Act.

7. Privileges of Membership

- (a) The privileges of members (excluding junior members) of the Society shall consist of:
 - i. The right to nominate for any office of the Society as set out in Rule 11 hereof.
 - ii. The right to attend and vote at any General Meeting of the Society.
- (b) The privileges of all members of the Society shall consist of:
 - i. Such other privileges as the Committee may from time to time determine.

8. Subscriptions

The Annual Subscription payable by Members shall be as determined by a resolution at the Annual General Meeting. The Annual subscription shall be due and payable on the first (1st) day of February each year.

9. Arrears of Subscriptions

Any Member who shall be four (4) months in arrears in the payment of his subscription shall not be entitled to any of the privileges of membership or to hold office.

10. Financial Year

The financial year of the Society shall commence on the first day of October and end on the last day of September.

11. General Meetings

The Annual General Meeting of Members shall be convened within the time limits provided for the holding of such meetings by the Act. The business transacted as such a meeting shall be:

- (a) Consideration of the Annual Report and yearly statement of accounts
- (b) The election of Patrons
- (c) The election of the following Office Bearers:
 - i. President for a two year term, every even numbered year.
 - ii. Vice President for a two year term, every odd numbered year.
 - iii. Secretary for a two year term, every odd numbered year.
 - iv. Treasurer for a two year term, every even numbered year.
 - v. Social Convenor
 - vi. Publicity Officer
 - vii. Five General Committee Members
- (d) The election of the Auditor
- (e) Such general business as it is competent for the Annual General Meeting to deal with.

Ordinary General Meetings shall be held as and when the Committee determines and notice of the same shall be given to Members in such manner as the Committee shall from time to time determine.

12. Special General Meetings

A Special General Meeting may be called at any time by the Secretary on the direction of the President and shall be called as soon as convenient on the written requisition of at least 20% of members but no business shall be transacted at any such meeting other than that for which it has been called.

13. Quorum

The quorum for a General Meeting of the Society shall be eight (8) and the Chairman shall have a deliberative vote and in the case of equality of votes a casting vote also.

14. Notice of Meetings

Fourteen days written notice shall be given to Members .for the Annual General Meeting and in the case of Special General Meetings the notice convening the meeting shall specify the nature of the business for which the meeting is being called. Such notice shall be addressed to the last address appearing in the register for members.

15. Voting

All matters to be dealt with at General Meetings shall, unless a division is called, be determined by a show of hands, provided however that upon any such division one fourth of the members present at the meeting may demand that a secret ballot of members present be held on the question the subject of the division.

16. Proxies

- (a) A member (excluding junior members) may appoint an individual who is a member (excluding junior members) as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (b) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (c) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (d) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (e) If the committee has approved a form for the appointment of a proxy, the member may use the form provided —
 - i. that clearly identifies the person appointed as the member's proxy; and
 - ii. that has been signed by the member.
- (f) Notice of a general meeting given to an ordinary member under Rule 14 must:
 - i. state that the member may appoint an individual who is a member (excluding junior members) as a proxy for the meeting; and
 - ii. include a copy of any form that the committee has approved for the appointment of a proxy.
- (g) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (h) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 3 days before the commencement of the meeting.

17. Management of the Society

Subject to these rules the business of the Society shall be managed by a Committee comprising of the Office Bearers set out in Rule 11 hereof and the immediate past President of the Society if the provisions of Rule 25(c) hereof apply and such a Committee shall in addition to all other powers hereby conferred on it have:

- (a) The control and management of the property and assets of the Society
- (b) The control and management of the income and expenditure of the funds of the Society
- (c) Power to appoint sub-committees and to delegate to such such-committees such powers as may be deemed necessary
- (d) Power to co-opt members either onto the Committee itself or to any sub-committee
- (e) The Committee will appoint a Committee member who will act as committee liaison and shall have full voting rights to each sub-committee.
- (f) Generally, the power to exercise all or any of the powers and authorities of the Society not hereby or by the Act required to be exercised by the Society in General meeting.

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18. Presiding Officer

- (a) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each committee meeting and general meeting.
- (b) The President, has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.
- (c) In the absence of the President, the Vice President or a Chairman (elected for the duration of that meeting from the members present) shall preside at the meeting. The person presiding shall have a deliberative vote and in the case of equality of votes a casting vote also.

19. Secretary

The Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the committee to do so, maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (e) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (f) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (g) maintaining full and accurate minutes of committee meetings and general meetings;
- (h) carrying out any other duty given to the Secretary under these rules or by the committee.

20. Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) unless another member is authorised by the committee to do so, coordinating the preparation of the Association's financial statements and financial report before its submission to the Association's annual general meeting;
- (g) unless another member is authorised by the committee to do so, providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;

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- (h) carrying out any other duty given to the treasurer under these rules or by the committee.

21. Nomination of Office Bearers

- (a) Nominations for Office Bearers shall be called for via written communication to financial members eight (8) weeks prior to the Annual General Meeting. Nominations shall be via written communication and shall be received by the Returning Officer two (2) weeks prior to the Annual General Meeting. Nominations shall be published to financial members one (1) week prior to the Annual General Meeting. No person shall be eligible for nomination unless he is a financial member of the Society.
- (b) If the number of persons nominated in accordance with subrule (a) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:
 - i. the Returning Officer must report accordingly to; and
 - ii. the Chairperson must declare those persons to be duly elected as members of the Committee at,
 - iii. the annual general meeting concerned.
- (c) If vacancies remain on the Committee after the declaration under subrule (b), additional nominations of Committee members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

22. Returning Officer and Scrutineers

The Returning Officer will be chosen by the Committee prior to the call for nominations for Office Bearers. On accepting the position of Returning Officer this person is not eligible for nomination. In the event of a ballot being necessary to decide any question at a meeting of the Society two scrutineers shall be appointed to conduct the ballot with the Returning Officer. A candidate for an office for which a ballot is taken shall not be appointed a Scrutineer. In case of an equality of votes the Returning Officer shall have a casting vote.

23. Special Vacancies

If any Office Bearer shall be absent for three (3) consecutive meetings of the Committee without obtaining a leave of absence by the Committee they shall ipso facto cease to be an Office Bearer.

24. Casual Vacancies

If a casual vacancy shall at any time occur in the position of an Office Bearer or of the Auditor the Secretary shall include a notification thereof in the notice of meeting of the Committee next following the occurrence of such vacancy and thereupon the Committee may at that meeting convened by such notice fill such vacancy. The nomination of any person to fill such vacancy shall be consented to by such person in writing and be handed to the Chairman of the meeting prior to the commencement

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thereof and in the event of there being more than one nomination for a vacancy a ballot of the members of the Committee present at the meeting shall be held. The voting shall be by simple majority. The person so appointed shall hold office for the balance of the term for which his predecessor was appointed.

25. Retirement of Office Bearers

- (a) President, Vice President, Secretary and Treasurer shall retire biennially as set out in Rule 11c, but shall be eligible for re-election.
- (b) Social Convenor, Publicity Officer and General Committee Members shall retire annually but shall be eligible for re-election.
- (c) If the President does not seek re-election or fails to be elected to office then they shall ex-officio be a member of the Committee for the one (1) year immediately following their ceasing to hold the office of President.

26. Committee Meetings

Meetings of the Committee shall be held from time to time as required. A Special Meeting of the Committee shall be held on the direction of the President at such time and on such date as he shall determine. The President shall call a Special Meeting of the Committee on the written request of five (5) or more members of the Committee.

For any Special Meeting of the Committee the notice convening the meeting must set out the business for which the meeting is being called and no business other than that stated shall be discussed.

Three (3) days notice shall be given for all Committee meetings.

At all Committee meetings five (5) members shall constitute a quorum.

27. Finance

- (a) All monies received on behalf of the Society shall be banked at a bank to be decided upon by the Committee from time to time and all monies to be paid out of the Society's funds shall be paid by means decided upon by the Committee.
- (b) Cheques shall be signed by such Office Bearers as the Committee may from time to time decide.
- (c) All accounts shall be audited annually by the Auditor and a Statement of Receipts and Payments or a Revenue Account and Balance Sheet showing the financial position of the Society prepared each year and placed before the Annual General Meeting.

28. Rescinding Resolutions

No motion the effect of which (if carried) would be to rescind any resolution previously passed by the Committee during the same year shall be entertained at any meeting of the Committee unless notice of intention to move the same shall have been given in writing to the Secretary at least seven (7) days prior to the holding of the meeting of the Committee at which it is proposed to move such resolution.

29. Alterations to Rules

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

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30. Disciplinary Action, Disputes and Mediation

Section 1 - Term used

30.1 Term used: member

In Rule 30 —

member, in relation to a member who is expelled from the Association, includes former member.

Section 2 - Disciplinary action

30.2 Suspension or expulsion

- (a) The committee may decide to suspend a member's membership or to expel a member from the Association if —
 - i. the member contravenes any of these rules; or
- (b) the member acts detrimentally to the interests of the Association. The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- (c) The notice given to the member must state —
 - i. when and where the committee meeting is to be held; and
 - ii. the grounds on which the proposed suspension or expulsion is based; and
 - iii. that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- (d) At the committee meeting, the committee must —
 - i. give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - ii. give due consideration to any submissions so made; and
 - iii. decide —
 - 1) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - 2) whether or not to expel the member from the Association.
- (e) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (f) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (g) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (f), give written notice to the secretary requesting the appointment of a mediator under rule 30.10.
- (h) If notice is given under subrule (g), the member who gives the notice and the committee are the parties to the mediation.

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30.3 Consequences of suspension

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

Section 3 - Resolving disputes

30.4 Terms used

In this Section —

grievance procedure means the procedures set out in this Section;

party to a dispute includes a person —

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

30.5 Application of Section

The procedure set out in this Section (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Association.

30.6 Parties to attempt to resolve dispute

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

30.7 How grievance procedure is started

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 30.6, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - i. the parties to the dispute; and
 - ii. the matters that are the subject of the dispute.
- (b) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (c) The Secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

- (d) The notice given to each party to the dispute must state —
 - i. when and where the committee meeting is to be held; and
 - ii. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (e) If —
 - i. the dispute is between one or more members and the Association; and
 - ii. any party to the dispute gives written notice to the secretary stating that the party —
 - 1) does not agree to the dispute being determined by the committee; and
 - 2) requests the appointment of a mediator under Rule 30.10,

the committee must not determine the dispute.

30.8 Determination of dispute by committee

- (a) At the committee meeting at which a dispute is to be considered and determined, the committee must —
 - i. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - ii. give due consideration to any submissions so made; and
 - iii. determine the dispute.
- (b) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (c) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (a)(iii), give written notice to the secretary requesting the appointment of a mediator under Rule 30.10.
- (d) If notice is given under subrule (c), each party to the dispute is a party to the mediation.

Section 4 - Mediation

30.9 Application of Section

- (a) This Section applies if written notice has been given to the secretary requesting the appointment of a mediator —
 - i. by a member under Rule 30.2(g); or
 - ii. by a party to a dispute under Rule 30.7(e)(ii)(2) or 30.8(c).
- (b) If this Section applies, a mediator must be chosen or appointed under Rule 30.10.

30.10 Appointment of mediator

- (a) The mediator must be a person chosen —
 - i. if the appointment of a mediator was requested by a member under Rule 30.2(g) — by agreement between the Member and the committee; or
 - ii. if the appointment of a mediator was requested by a party to a dispute under Rule 30.7(e)(ii)(2) or 30.8(c) — by agreement between the parties to the dispute.
- (b) If there is no agreement for the purposes of subrule (a)(i) or (ii), then, subject to subrules (c) and (d), the committee must appoint the mediator.
- (c) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - i. a member under rule 30.2(g); or
 - ii. a party to a dispute under rule 30.7(e)(ii)(2); or
 - iii. a party to a dispute under rule 30.8(c) and the dispute is between one or more members and the Association.
- (d) The person appointed as mediator by the committee may be a member or former member of the Association but must not —
 - i. have a personal interest in the matter that is the subject of the mediation; or
 - ii. be biased in favour of or against any party to the mediation.

30.11 Mediation process

- (a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (c) In conducting the mediation, the mediator must —
 - i. give each party to the mediation every opportunity to be heard; and
 - ii. allow each party to the mediation to give due consideration to any written statement given by another party; and
 - iii. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (d) The mediator cannot determine the matter that is the subject of the mediation.
- (e) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

30.12 If mediation results in decision to suspend or expel being revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 30.2(g); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

31. General

Any questions whatsoever arising and for which no specific rule is herein provided shall be decided by the Committee whose ruling shall be final.

32. Seal of Society

The Society shall have a Common Seal that shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides. There shall be three (3) seal-holders for the purpose of affixing the seal to any document and the Annual General Meeting shall as necessary appoint such persons who must be financial members of the Club to be seal-holders and may at any time remove a seal-holder and another in his place appoint. The original or duplicate of all documents is to be lodged at a bank to be decided upon by the Committee and the Secretary to keep a record of all documents to which the Seal shall be affixed.

33. Sale of Property

No real property belonging to the Society shall be sold except by the authority of a majority of members present at an Annual General Meeting or at a Special General Meeting called for the purpose and of which purpose notice was stated in the notice convening such meeting.

34. Not-for-profit body

- (a) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (b) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (31c).
- (c) A payment to a member out of the funds of the Association is authorised if it is:
 - i. the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - ii. the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - iii. the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - iv. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

35. Dissolution

The Society may be dissolved or wound up at any time if a special resolution to that effect be carried by the affirmative vote of not less than 75% of the members of the Society on a poll taken in such manner as the Committee shall arrange to determine whether or not the Society shall be wound up.

If upon the dissolution or winding up of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

36. By-Laws

The Society shall have power to make by-laws concerning any aspect of the running of the Society and the Secretary shall keep a register of same at all times. Such by-laws may be rescinded or altered from time to time by the society at a General Meeting.

37. Date of Commencement

These rules shall be deemed to come into force and have effect as from the Date of Incorporation.

38. Definitions

For the purpose of these rules the following definitions shall wherever the context reasonably permits apply:

‘Society’ means *The Murray Music and Drama Club*.

‘Committee’ means the Committee as set out in Rule 11 hereof and also the immediate Past President of the Society if the provisions of Rule 25 c) apply.

‘Members’ means a member of the Society.

‘Financial Member’ means a member whose subscription is not in arrears for more than four (4) months.

‘Secretary’ means that person appointed under Rule 11(c) hereof who is Secretary of the Society.

Words importing the male gender shall include the female and neuter genders and the singular number shall include the plural number.

‘Ordinary resolution’ means resolution other than a special resolution;

An ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands

‘Special resolution’ has the meaning given by the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the

association to vote and vote in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.