

The Constitution of



Incorporated

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The Rules of New Zealand Tag Football Incorporated

1 Names and Office

- 1.1 The name of the incorporated society is New Zealand Tag Football Incorporated.
- 1.2 The Society's Registered Office is 24a Sandiacre Way, Browns Bay or such other place as from time to time may be determined by the Executive Council.

2 Interpretation

- 2.1 In these Rules, unless inconsistent with the context, the listed words have the following meanings listed below:
 - a **Act** means the Incorporated Societies Act 1908;
 - b **Annual General Meeting** means the annual general meeting of the Society pursuant to Rule 7.1 of these Rules.
 - c **Annual Membership Subscriptions** means the Annual Membership Subscriptions payable by Members in accordance with Rule 5.1, 5.2, 5.3, 5.4, 5.5 of these Rules.
 - d **Auditor** means the auditor for the time being of the Society appointed at an Annual General Meeting in accordance with these Rules.
 - e **Business Day** means a day (other than Saturday or Sunday or national public holiday) on which registered banks are open for general banking business in Auckland.
 - f **Chair** means in relation to the Society or any committee, council or other body constituted pursuant to these Rules, the person elected or appointed (as the case may be) by the relevant body to be chairperson for a Meeting, committee, council or other body (as the case may be) pursuant to these Rules.
 - g **Executive Committee** means the Executive Committee formed in accordance with 8.10a, b, c.
 - h **Executive Council** means the Executive Council formed in accordance with Rule 8.1, 8.2, 8.3 of these Rules.
 - i **Executive Councillors** means the Executive Councillors elected in accordance with Rule 8.4 of these Rules.
 - j **General Meeting** means an Annual General Meeting or a Special General Meeting.
 - k **Meeting** means any meeting of the Members of the Society under Rule 7 of these Rules.
 - l **Member** means a member of the Society who has been approved and admitted as such in accordance with Rule 4.1 of these Rules.
 - m **Misconduct** means any action or inaction on the part of a Member or Executive Councillor which breaches any of the Rules (including the criteria for membership) or which brings or may bring the Society into disrepute.

- n **Register of Members** means the register maintained in accordance with Rule 4.6 of these Rules.
- o **Registered Office** means the registered office of the Society for the time being provided in accordance with these Rules.
- p **Rules** means these Rules of the Society as may be amended from time to time in accordance with Rule 10.
- q **Special General Meeting** means a Special General Meeting called in accordance with Rule 7.2 and Appendix I.6 of these Rules.
- r **Society** means **National Tag Football Association Incorporated**.

2.2 **Difference of opinion:** In the event of any difference of opinion as to the interpretation of these Rules, the matter shall be referred to the Executive Council, and its decision shall be binding subject to any variation approved by the Members in General Meeting.

3 Objects and Powers

3.1 **Objects:** The objects of the Society shall be to:

- a be a national stand alone, independent incorporated entity to administer the sport of tag football in New Zealand.
- b be the recognised, bonafide tag football organisation in New Zealand and affiliated to the International Tag Football Federation.
- c develop and foster the sport of tag football throughout New Zealand.
- d arrange, promote, foster, enhance, support, encourage, aid and control affiliated tag football matches, competitions, events and tournaments throughout New Zealand.
- e support affiliated clubs, modules, districts and regions in the promotion and participation and administration of tag football which includes all age groups both male and female from all ethnic, social and religious backgrounds.
- f encourage involvement of all participants: ie: Players, Coaches, Managers, Referees, Administrators and Volunteers.
- g Support the international tag football federation with international tag football matches, events and tournaments.
- h to provide assistance to constituted incorporated financial tag football member clubs, modules, districts and regions competing in recognised competitions and tournaments, including assisting with the provision of equipment, playing uniforms, ground hire, travel and accomodation expenses for groups/teams participating in tournaments and events with kindred groups, and to enable such modules, clubs, groups teams associations to further their objective:
- i to provide primary, intermediate and secondary schools and tertiary organisations with assistance to enable them to grow and develop the sport of tag football for there benefit.

- j to generally do all such acts, matters and things as may be calculated to develop, foster promote, enhance, support, encourage and aid the playing of the sport of tag football within New Zealand.
- k carry out these objectives, the Society may do all such other things which, in the opinion of the Society, are incidental or conducive to attaining these objects or which the Society in its absolute discretion considers are likely to advance the interests of the Society or of its Members generally;
- l obtain licences under the Gambling Act 2003 and to conduct class 1, class 2, class 3, gambling (as those terms are defined in the Gambling Act 2003) for the purpose of raising funds and distributing the net proceeds of such activity for the benefit of tag football.
- m solicit, obtain or purchase prizes to be awarded to the winners of any event conducted by the society.
- n accept or collect gifts and donations and any other payments for the purposes and objects of the Society, including gifts to be used as prizes as contemplated by Rule 3.1(l) above.

3.2 **Powers:** The Society shall have all the powers and may do all lawful things reasonably necessary for the purpose of pursuing and attaining the above objects (which powers may be exercised on behalf of the Society by the Executive Council), in particular, the Society:

- a may acquire, retain, invest and expend all such moneys as may be necessary for the fulfilment of any or all of these objects;
- b may acquire, rent, lease, alter, sell or otherwise dispose of, any real estate deemed necessary for the fulfilment of any or all of these objects;
- c may borrow such money as the Executive Council thinks necessary and may provide security for such borrowings over any property owned by the Society;
- d may invest surplus Society funds in any investments authorised by law;
- e may appoint an attorney or attorneys as it sees fit;
- f shall have all the rights, powers and privileges of a natural person, including but not limited to, entering into contracts for independent services; and
- g may employ, appoint, or engage and remunerate employees, agents, and authorised representatives to assist the Society carry out its objects.

3.3 **Objects and Powers independent:** Each of the objects and powers set out in Rules 3.1 and 3.2 above are independent objects and powers of the Society, and are to be construed independent of one another and are not to be limited by reference to any other object or power set out in Rules 3.1 or 3.2 above, and provided further no power shall be exercised in any way which breaches the Gambling Act or any other applicable legislation relevant to the Society's activities. For the avoidance of doubt the Society is established and is to conduct its affairs entirely for purposes other than commercial purposes and in accordance with section 5 of the Act.

4 Membership

- 4.1 **Members:** Members are the members listed in Schedule 1 annexed to these Rules and any such other person or corporate body which has been approved and admitted as a Member by the Executive Council.
- 4.2 **Membership of corporate bodies** All clubs, modules, districts and regions must be incorporated, financial and affiliated to the New Zealand Tag Football Incorporated Society to qualify as a member
- 4.3 **Membership:** Membership of the Society shall in no way impair, limit, restrict or detract from the rights of freedom of any Member to pursue on its own account any of the objectives described in these Rules in whatever manner it may decide.
- 4.4 **Membership Applications**
- a **Members:**
- i Applicants for membership shall apply in writing to the Treasurer, on the form prescribed from time to time by the Executive Council, to the Registered Office of the Society, supplying all the required information and shall be executed under the common seal of the applicant.
 - ii The Treasurer shall refer the application to the Executive Council. The Executive Council may approve or decline the application.
- b **Conditions:** The Executive Council may, should it consider necessary, place conditions on membership for a Member.
- 4.5 **Entitlements:** Each Member shall have one (1) vote and is entitled to the other rights described or referred to in these Rules and to all other membership benefits as approved from time to time by the Executive Council.
- 4.6 **Register of Members:**
- a The Treasurer shall maintain a Register of Members.
 - b The Register of Members must set out, in relation to each Member, the full name and address of the Member and the status of the Member's membership. Such Register shall be conclusive evidence as to all matters on the Register.
 - c Members shall promptly notify the Treasurer in writing of changes of address and any other particulars.
 - d The Register of Members shall not be provided to any outside organisation without the prior consent of the Executive Council.
- 4.7 **Compliance with Rules:**
- a All Members must comply with these Rules.
 - b Breaches of the Rules may be referred by Members to the Executive Council to consider the appropriate action which may include termination of membership in accordance with Rule 4.8b below.

- c Every Member is deemed to have read a copy of these Rules and agreed to be bound by them, either on the date on which their membership application is approved or when its name is entered on the Register of Members, whichever is sooner.

4.8 **Membership Termination**

a **Resignation**

- i A Member may terminate its membership by notice in writing delivered to the Registered Office, giving not less than one (1) calendar month's notice of intention to resign.
- ii The resignation will be effective on the expiry of the one (1) calendar month notice period at which time the Member name will be removed from the Register of Members.
- iii The resigning Member will remain liable for all subscriptions and levies outstanding and unpaid as at the date of the expiry of such notice.

b **Termination:** The Executive Council may terminate the membership of any Member who has:

- i been investigated by the Executive Council who has found that the Member has engaged in Misconduct;
- ii defaulted, for three (3) calendar months from paying any subscription, levy or other payment due to the Society , provided that any Member whose membership has been cancelled for such default may, at the discretion of the Executive Council, be readmitted to membership upon full payment of all outstanding sums due; or
- iii become bankrupt, insolvent or made or proposed an assignment or compromise for the benefit of its creditors,

and such termination will be effective on the date which is seven (7) days following the date on which the Executive Council notifies the Member in writing of termination, at which time the Member's name will be removed from the Register of Members. Where a Member has been removed from the Register of Members, the Member shall be entitled to a refund (on a monthly pro rata basis) of the Annual Membership Subscription paid by the Member for any unexpired portion of the period to which such subscription relates (following the date of such removal).

c **Suspension**

- i The Executive Council may suspend any Member who has been found by the Executive Council to have engaged in Misconduct.
- ii A suspension under this Rule will be effective from the date on which the Meeting of the Executive Council to decide the issue was held.
- iii A Member suspended under this Rule shall remain liable for any Annual Membership Subscriptions owing as at the date of suspension or arising during the period of suspension and shall not be entitled to any reimbursement of Annual Membership Subscriptions during the period of suspension.

- iv Before deciding to suspend any Member the Executive Council shall give that Member the right to be heard by the Executive Council and may hear submissions from any other person it considers relevant.
 - v The Executive Council must specify a term of suspension of no more than one (1) calendar year, after the expiry of which the Member will be automatically re-admitted as a Member provided such Member has paid all Annual Membership Subscriptions then owing.
- d **Reprimand or Censure:** In addition to any of the courses of action in Rules 4.8a to d above, any Member found to be in breach of the Rules or who has engaged in Misconduct may be reprimanded or censured by the Executive Council in a manner it deems to be appropriate (including privately or by notifying details of the reprimand or censure to Members).
- 4.9 **Restrictions:** If a Member has been suspended, that Member is not entitled to vote on any matter nor shall it have any speaking rights for the period of its suspension.

5 Annual Membership Subscriptions

- 5.1 **Payment of Annual Membership Subscription:** Members shall pay to the Registered Office of the Society an Annual Membership Subscription in accordance with Rule 5.2 below.
- 5.2 **Determination of Annual Membership Subscriptions:** The Annual Membership Subscriptions shall be determined by the Executive Council.
- 5.3 **Effective date and notification of Annual Membership Subscriptions:** The level or amount of Annual Membership Subscriptions shall be effective from the date on which the Annual Membership Subscriptions are notified by the Executive Council from time to time.
- 5.4 **All Annual Membership Subscriptions due and payable:** All Annual Membership Subscriptions fall due on a date determined by the Executive Council provided that a Member may pay the Annual Membership Subscription by equal monthly instalments over the course of the financial year in accordance with the requirements of the Executive Council.
- 5.5 **Apportionment of Annual Membership Subscriptions on a monthly pro rata basis for new Members:** The Annual Membership Subscriptions of new Members admitted during the course of a financial year shall be apportioned, on a monthly pro rata basis, for every full month of membership remaining in that financial year.

6 Management

- 6.1 **Structure of society:** The Society is governed by the Executive Council. The Executive Council is responsible to the Members in General Meeting.
- 6.2 **Management vested in the Executive Council:** Subject to these Rules:
- a the management of the Society and the attainment of its objects in accordance with these Rules must be managed by, or under the direction or supervision of, the Executive Council; and
 - b the Executive Council has all the powers necessary for managing, and supervising the management of, the affairs of the Society including those described in Rule 3 above.

- 6.3 **Disbursement of funds:** The payment or disbursement of any funds by the Society must be in accordance with the delegated authorities set down or approved by the Executive Council from time to time.
- 6.4 **Auditor:** The accounts and financial statements of the Society shall be audited annually and reported upon by an Auditor appointed by the Members at the Annual General Meeting on the recommendation of the Executive Council. The Auditor shall hold no other office in the Society and shall receive such fee as the Executive Council may fix from time to time. If a vacancy occurs during any year, the Executive Council shall appoint (by a simple majority vote of the Executive Council) another Auditor to hold office until the next Annual General Meeting.
- 6.5 **Financial year:** The financial year of the Society will commence on 1 January and end on 31 December of the same calendar year.
- 6.6 **No Pecuniary Profit:** Any income, benefit or advantage shall be applied to the furtherance of the objects of the Society. No Member or any person associated with a Member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).
- 6.7 **Property:** All real or personal property of the Society shall be held in the name and title of the Society.

7 Meetings

- 7.1 **Annual General Meeting:** The Annual General Meeting shall be held each year at a locality and at a time decided by the Executive Council.
- 7.2 **Special General Meetings:** A Special General Meeting may be called at any time by:
- a resolution of the Executive Council, which states the date and place for holding the Special General Meeting; or
 - b any three (3) Members requesting the Executive Council, in writing, that a Special General Meeting be held, on a date and at a place to be determined by the Executive Council.
- 7.3 **Executive Council:** The Executive Council shall meet not less than three (3) times a year and at other such times as deemed necessary to transact business.
- 7.4 **General:** All Meetings shall be held in accordance with the procedure set out in Appendix I of these Rules and otherwise the procedure at any Meeting shall be determined by the body responsible for that Meeting.

8 Executive Council

- 8.1 **Executive Council governs when General Meeting not in session:** At all times when a General Meeting is not in session, the Society is governed by the Executive Council in accordance with its own procedure and subject to these Rules.
- 8.2 **Functions of the Executive Council:** The functions of the Executive Council shall be to:
- a manage the Society and objects of the Society pursuant to Rule 7 of these Rules;

- b appoint sub-committees and special committees and to adopt the minutes or reports of any such committees;
 - c report to the Annual General Meeting on its activities during its term of office;
 - d propose or support resolutions to General Meetings;
 - e appoint special auditors to examine, at any time, the books and accounts of the Society .
- 8.3 **Composition of Executive Council:** The Executive Council shall comprise of not less than three (3) Executive Councillors and not more than five (5) Executive Councillors. All Executive Councillors must be Members or the authorised representative of a Member and the Member must have paid all outstanding Annual Membership Subscriptions at the time of nomination. No Member (or their authorised representative) whose Annual Membership Subscription is in arrears or who is under suspension shall be elected to the Executive Council.
- 8.4 **Election of Executive Councillors:** The Executive Councillors shall be elected by the Members at a General Meeting for a period of two (2) years at which stage he or she will be deemed to have retired but may be re-elected.
- 8.5 **Nominations of Executive Councillors:**
- a Subject to Rule 8.5b, nominations of Executive Councillors must be:
 - i in writing;
 - ii signed by the nominee who must be a full financial Member;
 - iii lodged with the Treasurer no less than three (3) Business Days prior to a General Meeting.
 - b Nominations may also be received from the floor of a General Meeting at the discretion of the Executive Council.
- 8.6 **Rotation of Executive Councillors:** Executive Councillors shall hold office for a period of (2) years from the date of election to the second Annual General Meeting after they are elected, at which point they are able to be re-elected. The Executive Councillors replacing those retiring at the Annual General Meeting are to be elected by the Members by secret ballot at the Annual General Meeting.
- 8.7 **Filling of vacancies:** If a position of Executive Councillor becomes vacant for any reason the Executive Council shall appoint a suitable replacement until the next Annual General Meeting at which time the replacement shall retire but may be elected.
- 8.8 **Forfeiture of office for absence:** Any Executive Councillor absent from two (2) consecutive Meetings, without leave of absence from the Executive Council recorded by way of an apology being received and accepted, shall forfeit her or his office.
- 8.9 **Suspension of the Executive Councillor:**
- a An Executive Councillor may be suspended from office by the Executive Council by a vote of not less than two-thirds of the members of the Executive Council (excluding the Executive Councillor who is alleged to have engaged in Misconduct) present and entitled to vote at a Meeting of the Executive Council expressly called for the purpose of considering suspension of the Executive Councillor for Misconduct.

- b A suspension under this Rule will be effective from the date on which the Meeting of the Executive Council approving the suspension was held.
- c The Executive Council when authorising the suspension of the Executive Councillor under this Rule 8.9, must specify a term of suspension of no more than one (1) calendar year, after the expiry of which the suspended Executive Councillor will be automatically re-admitted as a Executive Councillor subject to the provisions in these Rules governing the term of election of that Executive Councillor.
- d The fact that an Executive Councillor, being a representative of a Member, is suspended under this Rule 8.9 shall not affect the Membership of that Member.

8.10a **Appointment of Chairman:** The Executive Council shall appoint from there number a Chairman.

8.10b **Appointment of Deputy Chairman:** The Executive Council shall appoint from there number a Deputy Chairman.

8.10c **Appointment of Secretary/Treasurer:** The Executive Council shall appoint from there number a Secretary/Treasurer.

8.11 **Appointment of special auditors:** The Executive Council may appoint special auditors to examine, at any time, the books and accounts of any Member or any other accounts relating to the funds of the Society.

8.12 **Appointment of committees:**

- e The Executive Council may appoint sub-committees and special committees for particular purposes and may adopt the minutes or reports of any such committees.
- f Members of such committees need not be Executive Councillors.

8.13 **Voting:** Except where a higher majority is required by these Rules in relation to any matter, all questions shall be decided by a majority of votes.

9 Seal

9.1 The Society shall have a common seal bearing the words “**New Zealand Tag Football (Incorporated)**” which shall be fixed to all deeds and documents required to be sealed and to all notices required to be authenticated. The seal shall be kept at the Registered Office of the Society in the custody of the Treasurer and shall not be affixed to anything without the authority of the Executive Council. Affixing of the seal shall be attested to by two (2) Executive Councillors. The Seal may be altered only by a resolution of the Executive Council.

10 Alteration of Rules

10.1 These Rules (including the name of the Society) may be altered, added to or rescinded by resolution of Members in General Meeting passed by a two-thirds majority of the votes of the Members present, provided that notice of the intention to propose such resolution and the nature thereof shall have been contained in the notice calling such Meeting and such resolution shall be approved by the Registrar as provided in section 21 of the Act.

10.2 Recommended Rule changes may be submitted to the Executive Council in writing by any of the Executive Council and/or any Member for consideration at a Special General Meeting

convened for that purpose. If the Executive Council does not call a Special General Meeting for the recommended Rule change a Special General Meeting in accordance with Rule 7.2 may be invoked by Members.

- 10.3 Recommended Rule changes must be forwarded in writing to the Treasurer at least 30 days prior to the Meeting where they are to be considered.
- 10.4 At least 10 days' notice of the intention to hold a General Meeting to consider an alteration, amendment, addition or deletion of these Rules, must be given to each Member stating each change to be considered.
- 10.5 Any alterations, amendments, additions or deletions approved at such a Meeting shall be deemed to become effective from the time they have been accepted by the Registrar of Incorporated Societies.

11 Indemnity

- 11.1 No action in law shall lie in favour of any Member against any other Member under these Rules, or against any employee of the Society, for any act or omission in relation to these Rules, notwithstanding any irregularity or informality in such act or omission.
- 11.2 No employee of the Society shall be liable for any act or omission by any other employee.

12 Winding-Up

- 12.1 The Society may be wound-up in accordance with section 24 of the Act by a resolution of Members passed at a General Meeting and that resolution being confirmed at a subsequent General Meeting called for that purpose, which is held not earlier than 30 days and not more than two (2) calendar months after the resolution to be confirmed was passed.
- 12.2 If upon winding-up or dissolution there remains, after satisfaction of all debts and liabilities, any property this shall be applied as set out in any resolution passed at a General Meeting:
 - a to any organisation (not being Members of the Society), having substantially similar objects and activities to those of the Society to be used by it for purposes similar to the objects for which the Society was established; or
 - b if at the time of winding-up or dissolution of the Society no such organisation exists or the Members do not in General Meeting determine that property shall be transferred or applied towards any such organisation, towards such other charitable purposes in New Zealand as the Members in a General Meeting may determine; or
 - c if the Members do not in General Meeting determine that property shall be transferred to or applied towards any such like or charitable organisation, then the property of the Society shall be distributed as the Members in General Meeting determine.

13 Notices

- 13.1 Notice to Members may be sent by newsletter, general circular, electronic communication (including email and facsimile) or any other medium that is in common practice at the time, to their contact details shown on the Register of Members.

- 13.2 Electronic notice is deemed to have been given immediately once it is sent. Any other notices are deemed to have been given on the second Business Day following the day it was sent.

Appendix I – Rules of Governing Meetings

1 Attendance

- a All Members may attend General Meetings, provided however, where a Member is a corporate body, up to two (2) authorised representatives of that Member may attend General Meetings. An Executive Councillor may be the authorised representative of a Member. Invited guests may attend General Meetings provided they have previously been approved by the Executive Council but they shall not have the right to vote and shall only have the right to speak if invited to do so by the Chair.
- b Executive Councillors may attend Executive Council Meetings. Members and invited guests may attend Executive Council Meetings provided they have previously been approved by the Executive Council, but they shall not have the right to vote and shall only have the right to speak if invited to do so by the Chair.
- c The contemporaneous linking together by telecommunication of a number of Executive Council, in addition to those physically present, being not less than the quorum shall be deemed to constitute a Meeting of the Executive Council and all the provisions in these Rules shall apply to such Meetings by telecommunication.

2 Chairing of General Meetings

- a The Executive Council shall nominate one (1) of its members to chair any General Meeting.
- b All general procedural matters shall be determined by the Chair. When called upon to decide a point of order, the Chair shall state the Rule which is deemed applicable, but shall not discuss it. The Chair's decision shall be final, unless challenged. If challenged, a simple majority vote of all Members present and entitled to vote shall decide the point at issue.

3 Minutes

- a The Chair of the relevant Meeting shall cause Minutes of the Meetings to be kept and Minutes of Meetings shall be open for inspection by the following persons:
 - i General Meetings shall be open for inspection by Members and special auditors; and
 - ii Executive Council Meetings shall be open for inspection by Executive Councillors.
- b The Chair may authorise the release of minutes or summarised minutes to Members.

4 Notice of Meetings

- a At least 30 days' notice of General Meetings shall be given to Members and that notice shall state the business to be considered at the Meeting.
- b At least seven (7) days' notice of Executive Council Meetings shall be given to Executive Councillors.

- c A Meeting may be called at shorter notice with the prior consent of not less than 50% of the required attendees e.g. Executive Councillors for Executive Council Meetings.

5 Business of Annual General Meeting

- a The business of the Annual General Meeting shall (in an order arranged by the Executive Council) be:
 - i the consideration of the annual report and audited balance sheet;
 - ii the consideration of all resolutions, and other matters specified in the notice of Meeting and all matters of which prior written notice has been given by any Member to the Executive Council for consideration by Members at the Annual General Meeting;
 - iii any matter authorised by the Chair to be discussed;
 - iv any matter required to be discussed by resolution of a two-thirds majority of those present and entitled to vote at the Annual General Meeting;
 - v elections of Executive Councillors;
 - vi appointment of an Auditor, to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting; and
 - vii any other business required by these Rules to be transacted.
- b No resolution can be passed at a General Meeting unless it is:
 - i set out or referred to in the notice of the Meeting (as specified above in Appendix I.6a.ii above);
 - ii not authorized by Appendix I.6b.i above but is approved by the Chair in his or her discretion.

6 Business of Special General Meetings

- a The business to be considered at a Special General Meeting shall be:
 - i consideration of all matters as set out in a notice convening the Special General Meeting;
 - ii any matters authorised by the Chair; and
 - iii any matter required to be discussed by resolution of a two-thirds majority of those present and entitled to vote at the Special General Meeting.
- b No resolution can be passed at a Special General Meeting unless it is:
 - i set out or referred to in the notice of the Meeting (as specified above in Appendix I.6a.i above); or
 - ii not authorised by Appendix I.6b.i above but is approved by the Chair in his or her discretion.

7 Quorum

- a The quorum for a General Meeting shall be eight (8) Members who are entitled to vote present.
- b The quorum for an Executive Council Meeting shall comprise of two (2) Executive Councillors present.
- c The quorum for a Special General Meeting shall comprise five (5) Members who are entitled to vote present.
- d When a quorum is not present within half an hour after the time fixed for any Meeting, the Meeting shall be adjourned to a day which is seven (7) days later. If at the adjourned Meeting, a quorum is not present within 30 minutes after the time fixed for that Meeting, the Members or their authorised representatives present are a quorum.

8 Speaking Rights

- a **Right to speak:** The right to speak at a Meeting shall be determined by the Chair, and then only for such time as is deemed appropriate by the Chair in the circumstances subject to the foregoing:
 - i Members and authorised representatives of Members where the Member is a corporate body shall be entitled to speak at General Meetings.
 - ii Executive Councillors shall be entitled to speak at Executive Council Meetings.
 - iii Employees of the Society and others may be given the right to speak on an individual basis, with the approval of the Chair.
- b **Recommittal of a question:** Any question may be recommitted to the Meeting at any time by resolution of the Meeting.
- c **Members not to speak more than once:** Except with the Chair's permission Members shall not speak more than once, other than by way of explanation, to the same proposition or amendment. A Member moving a motion shall be held to have spoken upon it, but a Member merely seconding a motion shall not be held to have spoken upon it.
- d **Right of reply:** The mover of an original proposition, or the mover of an amendment, shall have the right of reply to the points raised and such reply shall conclude the discussion.
- e **Meeting may go into committee:** On adopting the proposition "that this Meeting goes into committee" verbatim reports of proceedings shall cease, and only the proposition or amendment being considered by the Meeting in committee shall be recorded. On the resumption of business in open Meeting, the Chair shall report to the open Meeting any decision made while the Meeting was in committee, and such decision after having been adopted, shall be recorded.

9 Procedure

- a The first business shall be the presentation of the minutes of the previous Meeting and no discussion shall be permitted except as to their accuracy as a record of the

proceedings. If the minutes are deemed accurate, they shall be certified by the Chair as such.

10 Voting at Meetings

- a **Financial members:** Only Members who have paid all required subscriptions are eligible to vote.
- b **Representatives:** All Members are eligible for one (1) vote provided however; if a Member is represented by more than one (1) authorised representative at any Meeting, then that Member shall nominate one (1) authorised representative to vote on its behalf.
- c **Voting on resolutions:** Voting on all resolutions shall be decided first on the voices. If any Member requests a show of hands, the vote shall be decided by a count of the show of hands. If 25% of Members present (personally or by proxy) and entitled to vote demand a poll vote, the vote shall be decided on the basis of a poll in which each Member is entitled to cast one vote.
- d **Propositions to be moved and seconded:** No proposition or amendment shall be discussed or voted upon by the Meeting unless it has been moved and seconded. A motion may be withdrawn by the mover, with the permission of the seconder and subject to the approval of the Meeting.
- e **Amendments**
 - i Any proposition may be subjected to an amendment which, having been moved and seconded, shall become the matter for consideration until disposed of by vote of the Meeting.
 - ii No amendment shall be received which directly negatives a motion, or which does not preserve the substance of the motion.
 - iii No second or subsequent amendment whether upon an original proposition or an amendment, shall be considered until the previous amendment has been disposed of.
 - iv If an amendment is lost a second amendment may be moved to the original question, but only one amendment shall be submitted for discussion at one time.
 - v Notice of a further amendment can however be given prior to the discussion of a previous amendment.
 - vi The Chair shall not permit more than three (3) amendments to the original proposition to be considered by the Meeting.
 - vii If, during discussion on the first amendment, notice and the nature of a further amending proposition(s) is given to the Chair, he or she shall immediately, after declaring the first amendment either carried or not carried, cause consideration to be given to the further amendment of which notice has been received and thereafter shall submit any further amendments in the order of which notice is given.
- f **Casting vote:** The Chair has a deliberative vote and, in the event of an equality of voting, a casting vote.

- g **Decisions final and binding:** Decisions of all Meetings are final and binding on all Members.

11 Proxy Voting at General Meetings

- 11.1 **Proxy voting:** Any Member may be represented by any nominated person authorised in writing, on the prescribed proxy form. To be valid, this proxy form must be properly completed and received by the Treasurer no later than three (3) Business Days before the date of the commencement of a General Meeting. No one person is able to represent more than five (5) Members by proxy.

Schedule 1 Members

