



The Devonport Camera Club Inc.

# Constitution

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## **Constitution of The Devonport Camera Club Inc. (Associations Incorporation Act, 1964)**

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## Part 1 Preliminary

### 1. Name of Association

The name of the Association is as follows:

The Devonport Camera Club Inc.

### 2. Association's Office

The Association's office shall be the residential address of the secretary or at any other place that the Committee determines.

### 3. Interpretation

The model rules prescribed by the Associations Incorporated (Model Rules) Regulations 2017 do not apply to the Club.

In these rules, unless the context otherwise requires:

**accounting** records has the same meaning as in the Act;

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

**annual general meeting** means an annual general meeting of the Association held under clause 28;

**Association** means the Association referred to in clause 1;

**Association** has the same meaning as in the Act;

**basic objects of the Association** mean the objects and purposes of the Association as stated in an application under Section 7 of the Act for the incorporation of the Association;

**Committee** means the Committee of management referred to in clause 16;

**financial year** has the same meaning as in the Act;

**general meeting** means –

(a) an annual general meeting; or

(b) a special general meeting.

**officer of the Association** means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under clause 17(d);

ordinary business of an annual general meeting means the business specified in clause 28;

**ordinary committee member** means a member of the Committee other than an officer of the Association;

**special committee meeting** means a meeting of the Committee that is convened under clause 24(b) by the president or any 4 of the members of the Committee;

**special general meeting** means a meeting of the Association, other than an annual general meeting, convened under clause 29;

**special resolution** has the same meaning as in the Act.

## **Part 2 Objects**

### **4. Objects of the Association**

The objects of the Association shall be:

- a) to promote interest and development of skills in the science, art, and practice of photography,
- b) to cultivate and broaden the photographic interests of its members,
- c) to provide education, guidance, competition and social interaction centred around a common interest in photography, and,
- d) to foster interaction with other photographic organisations having like objects, including Tasmanian, interstate, and national photographic organisations. The Association may affiliate with other clubs or photographic organisations as may be beneficial or desirable from time to time.

### **5. Non-Profit**

The assets and income of the Association shall be applied solely in the furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

## **Part 3 Membership**

### **6. Membership qualifications**

Membership is open to any person with an interest in photography and who accepts the Association's objects and rules.

### **7. Application for membership**

- a) Prospective Members may attend up to (3) three meetings prior to applying for membership.
- b) A person may apply for membership of the Association by completing a form of application as determined by the Committee and lodging it with the secretary.
- c) A person is accepted as a member of the Association upon approval by the Committee and payment of the membership fee to the club is made.

### **8. Cessation of membership**

A person ceases to be a member of the Association if the person:

- a) dies, or
- b) resigns membership, or
- c) is expelled from the Association, or
- d) has not paid the annual membership fee three months after the annual fee is due.

When a person ceases to be a member of the Association, their name shall immediately be removed from the register of members.

**9. Membership entitlements not transferable**

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

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

**10. Resignation of membership**

- a) A member of the Association who has paid all amounts payable by the member to the Association may resign from membership of the Association in writing, or
- b) A member will be taken to have resigned from the Association if membership fees have not been paid three months after annual fees are due.

**11. Register of members**

- a) The Committee of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association.
- b) The register will be available to any member who has authority of the Committee to communicate with members on behalf of the Committee.

**12. Fees and subscriptions**

- a) The financial year of the Association shall commence on 1 July of each year.
- b) A member of the Association must pay to the Association an annual membership fee immediately following the AGM, or
- c) If the member joins the Association on or after 1 January in any calendar year, the member shall pay an amount equal to 50% of the annual membership fee.
- d) The Committee shall recommend the amount of the annual membership fee for the following financial year, to be adopted at the AGM. The fee will be determined by the Committee at the meeting prior to the AGM based on the budget for the following financial year provided by the Treasurer.

**13. Members' liabilities**

The liability of a member of the Association 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 respect of membership of the Association as required by clause 12.

**14. Disciplining of members**

- a) A complaint may be made to the Committee by any person that a member of the Association:
  - (i) has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

- b) On receiving such a complaint, the Committee:
  - (i) must cause notice of the complaint to be served on the member concerned; and
  - (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
  - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- c) The Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- d) If the Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 15.

The expulsion or suspension does not take effect:

- (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (ii) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 15(e),

whichever is the latter.

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

- a) A member may appeal to the Association in general meeting against a resolution of the Committee under clause 14, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- c) On receipt of a notice from a member under clause 15(a), the secretary must notify the Committee, which is to convene a special general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- d) At a general meeting of the Association convened under clause 15(c):
  - (i) no business other than the question of the appeal is to be transacted, and
  - (ii) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- e) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **Part 4 The Committee**

### **16. Powers of the Committee**

The Committee is to be called the Committee of management of the Association and, subject to the Act and this Constitution:

- a) is to control and manage the business and affairs of the Association, and
- b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting, and
- c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the business and affairs of the Association.

### **17. Constitution and membership**

- a) The Committee consists of the President, Vice President, Secretary, and Treasurer (“the Officers”), and three committee members.
- b) A person other than the President may hold two Officer positions.
- c) An Officer must not serve in the same Officer position for more than three consecutive terms of office and must not serve in that position for at least one term of office after those three years to be eligible for that office.
- d) In the event of a casual vacancy in any Committee position the Committee may appoint any member to the vacant office and the member so appointed may continue in that office until the AGM following the date of appointment.

### **18. Election of Officers**

- a) Officers and committee members are to be elected at the AGM in each year and hold office until the next AGM following election.
- b) Nominations for Officers or committee members may be made in writing, signed by the proposer, and the nominee, and be received by the Secretary before the commencement of the AGM.
- c) At the AGM and before the election of each Officer, and then before the election of committee members, nominations are to be called for from the floor for the relevant position. The nominee must accept the nomination prior to voting.
- d) Elections are by show of hands, the retiring Secretary acting as Returning Officer. Alternatively, any member may call for a secret ballot to determine the result.
- e) The office of a committee member (including that of an Officer) becomes vacant if the committee member:
  - (i) dies; or
  - (ii) gives a signed notice of resignation to the Secretary or the Committee; or
  - (iii) their term of office is terminated by the Committee under clause 14; or
  - (iv) is expelled from membership of the Association; or
  - (v) ceases to be a member.



- f) The Committee may terminate the office of any committee member who is absent for three or more consecutive Committee meetings without the approval of the Committee being given for those absences.

#### **19. Public Officer**

The public officer shall be a member of the Committee.

As soon as practical after the AGM the Committee will arrange to notify CBOS of the club financial details and changes as required by the act.

#### **20. Secretary**

It is the duty of the secretary to keep minutes of:

- a) all appointments of office-bearers and members of the Committee,
- b) the names of members of the Committee present at a committee meeting or a general meeting, and
- c) all proceedings at committee meetings and general meetings.
- d) Minutes of all meetings are to be circulated within seven days of the meeting being held.

#### **21. Treasurer**

It is the duty of the treasurer of the Association to ensure:

- a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.
- c) that a financial report for each committee meeting is prepared according to a protocol determined by the Committee.

#### **22. Vacation of office**

For the purpose of these rules, the office of an officer of the Association, or of an ordinary committee member, becomes casually vacant if the officer or committee member:

- a) dies; or
- b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- c) becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or
- d) resigns office in writing addressed to the Committee; or
- e) ceases to be ordinarily resident in Tasmania; or
- f) is absent from 3 consecutive meetings of the Committee without the permission of the other members of the Committee: or
- g) ceases to be a member of the Association; or

- h) fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the secretary of the Association stating that the officer or committee member has ceased to be a financial member of the Association.

### **23. Removal of member**

- a) The Association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- b) If a member of the Committee to whom a proposed resolution referred to in clause 23(a) relates, makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### **24. Meetings and quorum**

- a) The Committee must meet at least 6 times in each period of 12 months at such place and time as the Committee may determine.
- b) Additional meetings of the Committee may be convened by the president or by any member of the Committee.
- c) Oral or written notice of a meeting of the Committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- d) Notice of a meeting given under clause 24(c) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.
- e) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- f) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

At a meeting of the Committee:

- h) the president or, in the president's absence, a vice-president is to preside, or
- i) if the president and a vice-president are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

## **25. Delegation by Committee to sub-committee**

- a) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
  - (i) this power of delegation, and
  - (ii) a function which is a duty imposed on the Committee by the Act or by any other law.
  - (iii) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- b) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- c) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- d) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- e) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- f) A sub-committee may meet and adjourn, as it thinks proper.

## **26. Voting and decisions**

- a) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- b) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- c) Subject to clause 24(e), the Committee may act despite any vacancy on the committee.
- d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **Part 5 General Meetings**

### **27. Annual general meetings – holding of**

- a) The Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- b) Clause 27(a) has effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

### **28. Annual general meetings – calling of and business at**

- a) The annual general meeting of the Association is, subject to the Act and to clause 27, to be convened as soon as practical after the end of the financial year.
- b) The business of an annual general meeting is to include the following:
  - (i) to confirm the minutes of the last preceding annual general meeting,
  - (ii) to receive from the Committee reports on the activities of the Association during the last preceding financial year, including:-
  - (iii) a financial report showing budget, income, expenses and bank balances for the last financial year;
  - (iv) a register of all assets owned by the Association and their current estimated written down value;
  - (v) to pass a resolution to appoint the auditor and determine his or her remuneration or resolve not to have the books audited.
  - (vi) to elect office-bearers of the Association and ordinary members to the Committee. An annual general meeting must be specified as such in the notice convening it.
- c) Any general business of the club should be discussed at a special general meeting following the AGM.

### **29. Special general meetings – calling of**

- a) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- b) The Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.
- c) A requisition of members for a special general meeting:
  - (i) must state the purpose or purposes of the meeting, and
  - (ii) must be signed by the members making the requisition, and
  - (iii) must be lodged with the secretary, and
  - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- d) If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- e) A special general meeting convened by a member or members as referred to in clause (b) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

### **30. Notice**

- a) Except 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 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- b) 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 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 30(a), the intention to propose the resolution as a special resolution.
- c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting.
- d) A member desiring to bring any business before a general meeting may give notice in writing 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.

### **31. Procedure**

- a) No item of business is to 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.
- b) One-third of current members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (i) if convened on the requisition of members, is to be dissolved, and
  - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the 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.
  - (iii) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

### **32. Presiding member**

- a) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- b) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **33. Adjournment**

- a) The chairperson of 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b) If a general meeting is adjourned for 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.
- c) Except as provided in clauses 33(a) and 33(b), 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.

### **34. Making of decisions**

- a) A question arising at a general meeting of the Association is to be determined 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 chairperson 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 minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- b) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- c) If a poll is demanded at a general meeting, the poll must be taken;
  - (i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
  - (ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
  - (iii) and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **35. Special resolution**

A resolution of the Association is a special resolution:

- a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

### **36. Voting**

- a) On any question arising at a general meeting of the Association a member has one vote only.
- b) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- c) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- d) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### **37. Appointment of proxies**

- a) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than the time of the meeting in respect of which the proxy is appointed.
- b) The notice appointing the proxy is to be in the form set out in Appendix 1 to these rules.

## **Part 6 Miscellaneous**

### **38. Auditor**

- a) Where directed by a resolution passed at an annual general meeting or a special general meeting, the Association will apply for an exemption from the audit requirement in section 24 of the Act.
- b) If the Association is not exempted from the audit requirement in accordance with section 24(1B) of the Act, then clauses 38(c) to 38(i) and clause 39 will apply.
- c) At each annual general meeting the members of the Association present at the meeting are to appoint a person as the auditor of the Association.
- d) If an auditor is not appointed at an annual general meeting under subclause 38(c) the Committee is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- e) The auditor is to hold the position until the next annual general meeting and is eligible for re-appointment.
- f) The first auditor –
  - (i) may be appointed by the Committee before the first annual general meeting; and
  - (ii) if so appointed, holds the position until the first annual general meeting unless earlier removed by a resolution of the members of the Association at a general meeting.
- g) If the first auditor is appointed by the Committee under subclause 38(f)(i) and subsequently removed at a general meeting under subclause 38(f)(ii), the members of the Association, at that general meeting, may appoint an auditor to hold the position until the first annual general meeting.
- h) Except as provided in subclause 38(f)(ii), the auditor may only be removed from the position by special resolution.
- i) If a casual vacancy occurs in the position of auditor, the Committee is to appoint a person to fill the vacancy until the next annual general meeting.

### **39. Audit of accounts**

- a) The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- b) The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –
  - (i) certify as to the correctness of the accounts of the Association; and
  - (ii) at the next annual general meeting, provide a written report to the members of the Association present at that meeting.
- c) In the report and in certifying to the accounts, the auditor is to –
  - (i) specify the information, if any, that he or she has required under subclause 39(e)(ii) and obtained; and
  - (ii) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
  - (iii) state whether the rules relating to the administration of the funds of the Association have been observed.
- d) The Treasurer of the Association is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- e) The auditor may –
  - (i) have access to the accounting records, books and accounts of the Association; and
  - (ii) require from any officer, committee member or servant of the Association any information the auditor considers necessary for the performance of his or her duties; and
  - (iii) employ any person to assist in auditing the financial affairs of the Association; and
  - (iv) examine any member of the Committee, or any servant of the Association, in relation to the accounting records, books and accounts of the Association.
- f) Exemptions under the Act. For any financial year that the Association is exempt from the requirements to be audited by virtue of section 24(1B) or (1C) of the Act:-
  - (i) An auditor is not required to be appointed for that financial year under clause 38 unless the Association elects to have the financial affairs of the Association for that financial year audited in accordance with the Act and these rules; and
  - (ii) If an auditor is not appointed for a financial year by virtue of paragraph (i) –
    - clauses 38 and 39 do not apply in respect of the Association for that financial year; and
    - clause 28(b) to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Association in respect of that financial year.

### **40. Insurance**

The Association may effect and maintain insurance, either directly, or through, or in association with, affiliated organisations.



**41. Funds – source**

- a) The funds of the Association are to be derived from the annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- b) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- c) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

**42. Funds – management**

- a) All payments must be authorised by any two of the Officers, or an Officer and a committee member whom the Committee has appointed as an authoriser.
- b) No expenditure is to be incurred on behalf of the Association unless it has been previously authorised by the Committee in the budget, or specifically approved by the Committee.

**43. Alteration of objects and rules**

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

**44. Common seal**

- a) The common seal of the Association must be kept in the custody of the Committee.
- b) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the public officer or secretary.

**45. Custody of books**

The Committee must appoint appropriate committee members to keep under their control all records, books and other documents relating to the Association.

**46. Inspection of books**

The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

**47. Service of notices**

- a) For the purpose of these rules, a notice may be served on or given to a person:
  - (i) by delivering it to the person personally, or
  - (ii) by sending it by pre-paid post to the address of the person, or
  - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- b) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

- (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and,
- (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **48. Resolution of internal disputes**

- a) In the event of a dispute arising between members (in their capacity as members), or between a member and the Association, or between a member and the Committee, the following procedure will apply.
- b) Each party to the dispute must nominate a representative who is not directly involved in the dispute. Those representatives must then attempt to settle the dispute by negotiation.
- c) Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute must be referred to a person mutually agreed upon for mediation.
- d) In the event that no person can be agreed upon to mediate the dispute it must be referred in accordance with the Commercial Arbitration Act 1986.

#### **49. Winding Up**

- e) The Association may be wound up or dissolved by a special resolution at a general meeting or special general meeting convened for this purpose.
- f) In accordance with the Act, in the event of the Association being dissolved, no assets, property or cash reserves of the Association are to be distributed to members, or former members, of the Association.
- g) In the event of the organisation being dissolved, the assets that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another Tasmanian Association with similar objects which is not carried on for the profit or gain of its individual members.

# Appendix 1 – Form of Appointment of Proxy

(Clause 37)

I,.....

(full name of member)

being a member of The Devonport Camera Club Inc.

hereby appoint

.....

(full name of proxy)

being a member of the above Incorporated Association, (Only members can be appointed to hold a proxy) as my proxy to vote for me on my behalf at the special general or annual general meeting of the Association to be held on the

.....

(date and time)

and at any adjournment of that meeting.

My proxy is authorised to vote

On any resolutions as they see fit (delete as appropriate)

Or

in favour of / against (delete as appropriate) the resolution detailed below

.....

.....

..... Signature of member appointing proxy

Date.....