



**Golf Course Superintendents'  
Association of N.S.W. Inc.**

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# **CONSTITUTION**

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# **CODE OF ETHICS**

**Adopted by NSWGCA Board of Directors 21<sup>st</sup> August 2018**

This code of ethics and conduct is established to act as a guide to appropriate conduct for the Members of the respective Associations, and to promote a high level of professional standards of service and conduct amongst Members of all Associations.

One uniform code of ethics and conduct closely adhered to and enforced, will help develop individual responsibility, character and professionalism within the Associations. The failure of a Member to comply with the rules set out in this code of ethics/conduct may result in disciplinary action; including suspension of privileges and termination of Membership in accordance with the by-laws of the Association.

The Association enacts and each Member subscribes to and agrees to abide by the following code of ethics/conduct:

1. Each Member shall maintain courteous relations with the Association and with each of their fellow Members.
2. Each Member shall recognise and discharge all of their responsibilities and duties to the best of their ability and knowledge, and shall apply sound principles of business and environmental management in all their professional endeavours.
3. Each Member shall endeavour to expand their professional knowledge at every practical opportunity, in order to improve themselves and their profession.
4. Each Member shall maintain the highest standards of personal and professional conduct in order to reflect credit upon and add stature of the Association and the profession of Golf Course management. All Members must abstain from the debasement of, or encroachment upon, the professional reputation, practice or employment of another

Golf Course Superintendent either in person, electronic communication or all forms of social media.

5. No Member shall provide professional or consulting services (paid or unpaid) to another without first notifying the Golf Course Superintendent associated with the club.

6. No Member shall seek to obtain employment or career advancement by actively seeking to secure a position already filled by a Member of the Association.

7. Where a Member is aware that an employment vacancy for a Golf Course Superintendent exists every effort should be made by the Member to encourage the potential employer to retain a Golf Course Superintendent who is a Member.

8. No Member shall offer any endorsement on behalf of the Association, exploit their affiliations with the Association in connection with any endorsement, or otherwise suffer the name, goodwill or reputation of the Association to be mentioned in connection with any endorsement without the written approval of the Association.

9. Each Member shall support and actively participate in the efforts of the Association to improve public understanding and recognition of the profession of Golf Course management.

10. When any Member becomes aware of any willful violation of this code of ethics, that Member shall report such violation in writing to the Association at its Head Office or to any one or more of the Directors of the Association.

11. Each Member is to carry out their duties in accordance with all relevant State/Territory or Federal laws pertaining to their vocation.

**GOLF COURSE SUPERINTENDENTS'  
ASSOCIATION OF NEW SOUTH WALES  
RULES**

Incorporated pursuant to  
Associations Incorporation Act, 1984  
PART 1

**(A) NAME AND OBJECTS OF CLUB**

The name of the Association is Golf Course Superintendents' Association of New South Wales.

**(B) OBJECTS**

The objects of the Association are-

- a) The improvement of golf courses and the furtherance of the knowledge of Golf Course Superintendents.
- b) To arrange regular meetings of the members of the Association.
- c) To invite recognised authorities to discuss and demonstrate aspects of turf culture.
- d) To give mutual assistance by the exchange of views at organised meetings.
- e) To foster good relationship and co-operation with other Associations interested in growing, producing and managing turf grasses.
- f) To encourage golf course employees to attend recognised classes of instruction in golf course maintenance.
- g) To promote liaison between golf course superintendents and golf club officials.
- h) To foster good relationship with State and National Golf Associations.
- i) To arrange field days and conferences of the Association and organise delegations interstate and overseas.
- j) To promote improvement of the status of Golf Course Superintendents.

P a r t I I  
PRELIMINARY

Interpretation

- 1 1) In these rules, except in so far as the context or subject-matter otherwise indicates or requires—  
"member" means a member of the association who qualifies as a member of one or more of the classes of membership hereinafter defined;  
"ordinary member" means a member of the association who is not an office bearer of the association, as referred to in Rule 12 (1);  
"The Association" means Golf Course Superintendents Association of New South Wales  
"Secretary" means:  
(a) the person holding office under these rules as secretary of the association; or  
(b) where no such person holds that office — the public officer of the association.  
"Special general meeting" means a general meeting of the association other than annual general meeting.  
"the Act" means the Associations Incorporation Regulation, 1984;  
"the Regulation" means the Associations Incorporation Regulation, 1985.  
"the committee" means the committee referred to in Rule 12;  
"Committee Member" means a financial member appointed or elected as an office-bearer or to the Committee of the Association.
- (2) In these rules —  
(a) a reference to a "function" includes a reference to a power, authority and duty; and  
(b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.  
(3) The provisions of the Interpretation Act, 1897, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

**P a r t   I I I**  
**MEMBERSHIP**

2. The following shall be the classes of membership and the qualifications therefor:—
- (A) Class AA — Life Members  
A Life Member shall be a member who on the recommendation of the committee is elected to be a Life Member by a majority of three fourths of members present at an Annual General Meeting and entitled to vote thereat. A life Member shall be entitled to all the privileges and membership without payment of a subscription.
  - (B) Class A -- Golf Course Superintendent Members  
A Golf Course Superintendent Member shall be a member who is currently employed as a Golf Course Superintendent, Curator or Head Green-Keeper, who has the sole responsibility (with or without the assistance of subordinate employees) for the maintenance and management of a golf course in New South Wales or the Australian Capital Territory.
  - (C) Class B — Assistant Superintendent Members  
This class shall be comprised of members who are employed as an Assistant Superintendent on a golf course in New South Wales or the Australian Capital Territory. A member in this class shall be entitled to all privileges attached to membership of this Association except that of voting and holding any office.
  - (D) Class C — Associate Members  
This class shall be comprised of persons who in the opinion of the committee have a common interest in Turf Management. A member of this class shall be entitled to all privileges attached to membership of this Association except that of voting and holding any Office.
  - (E) Class E — Firm or Company Membership  
A firm or company whose members or officers or employees are engaged in duties which in the opinion of the committee have areas of common

interest with golf course superintendents, but whose offices or employees are not otherwise eligible for membership of the association may nominate three persons engaged in such duties to represent such firm or company in Class E Membership of the Association. The committee may in its discretion grant such membership whereupon such nominees shall be entitled to the privileges of members except that neither the firm or company, nor any such nominee shall be entitled to vote or hold office. Any such firm or company may from time to time by notice in writing to the Association, change its nominees but the Committee shall have the right to reject any nominee. The Annual Subscription payable by each such firm or company member shall be the same as Class A Membership.

- (F) Class F — Teaching and Research Membership Persons engaged in agricultural and horticultural teaching and lecturing concerned with turf culture and maintenance and persons engaged in turf research may upon invitation by the committee be granted Class F Membership and shall be entitled to the privileges of members, except they may not vote or hold office. Such Class F members shall be honorary members and shall not be required to pay entrance fee and Annual Subscription. Membership shall terminate when such persons, office or employment is no longer with the areas of turf management.
- (G) Class G — Interstate and Overseas Members Interstate or Overseas Membership (as the case may be) may be applied for by and at the discretion of the committee, granted to persons residing beyond New South Wales and the Australian Capital Territory interested in the culture, production or management of turf grasses, such Class G Members shall be entitled to the privileges of members, except they may not vote or hold office. The entrance fee and Annual Subscription for Class G Membership shall be determined by the committee from time to time.

(H) Class H — Honorary Membership

Honorary Membership may be granted upon invitation to any prominent citizen, interstate or overseas visitor or member of any association related to turf management. The duration of such membership shall be the duration of such persons visit, or three months, whichever shall first occur. Such Class H Membership shall be entitled to the privileges of members except they may not vote or hold office and shall not be required to pay entrance fee or Annual Subscription.

(I) Class I — Inactive Member

A Member may be granted membership as an inactive member upon application by him when by reason of circumstances such as unemployment, illness or financial hardship he is unable to pay a subscription. An inactive member shall be excused from the payment of Annual Subscription but shall not be entitled to hold any office or to vote. The granting of inactive membership and the period of which such may continue shall be at the discretion of the committee.

Election of Members and transfer between classes

- 3 (A) Each applicant for membership shall present to the committee satisfactory evidence of his qualification for membership and the committee shall be the sole judge of the applicant's eligibility for membership and the class of membership (if any) for which he is eligible.
- (B) Each applicant for membership shall tender with his application the first year's subscription for the class of membership to which he seeks admission and any monies received in excess of the first year's subscription for the class of membership which the applicant is granted shall be refunded to the applicant. If an application for membership is rejected all monies will be refunded.
- (C) Transfer for all classes of membership to another class of membership are not automatic and must be approved by committee and notified to the member in writing before taking effect. Any request



by a member for such transfer must be made in writing to the Association.

### **Cessation of Membership**

4. A person ceases to be a member of the association if the person
- (a) dies;
  - (b) resigns that membership; or
  - (c) is expelled from the association

### **Membership entitlements not transferable**

5. A right, privilege or obligation which 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 upon cessation of the person's membership.

### **Resignation of Membership**

6. (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than one month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the association ceases to be a member pursuant to Clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### **Register of members**

7. (1) The public officer of the association shall 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 together with the date on which the person became a member.

- (2) The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

Fees, subscriptions, etc.

8. (1) A member of the association shall, upon admission to membership, pay to the association a fee of \$1 or, where some other amount is determined by the committee, of that other amount.

- (2) In addition to any amount payable by the member under clause (1), a member of the association shall pay to the association an annual membership fee of \$2 or, where some other amount is determined by the committee, of that other amount -

- (a) except as provided by paragraph (b), before 1st July in each calendar year; or  
(b) where the member becomes a member on or after 1st July in any calendar year — upon becoming a member and before 1st July in each succeeding calendar year.

Members' Liabilities

9. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association of 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 rule 8.

Disciplining of members

10. (1) Where the committee is of the opinion that a member of the association
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- (b) has persistently and wilfully acted in a

- manner prejudicial to the interests of the association, the Committee may, by resolution
- (c) expel the member from the association; or
  - (d) suspend the member from membership of the association for a specified period.
- (2) A resolution of the committee under clause (1) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member
- (a) setting out the resolution of the committee and the grounds on which it is based;
  - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:—
    - (i) attend and speak at that meeting;
    - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the committee held as referred to in clause (3), the committee shall —
- (a) give to the member an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution. Where the committee confirms a resolution under clause (4), the secretary shall, within seven days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Rule 11.
- (5) A resolution confirmed by the committee under

clause (4) does not take effect -

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 11 (4).

Right of appeal of disciplined member

11. (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under rule 11 (4), within seven days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under clause (1), the secretary shall notify the committee which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice.
- (3) At a general meeting of the association convened under clause (2)
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## PART IV

### THE COMMITTEE

12. (1) The management of the Association's affairs shall be vested in a committee (referred to in this constitution as "the Committee") which shall comprise a President, a Senior Vice President, a Junior Vice President, an Honorary Secretary-Treasurer, and six other members all of whom shall be elected tri-annually by ballot at an Annual General Meeting.
- (2) A member shall not be eligible to be elected to the Committee unless he has served an unbroken period of two years membership in one or more of the aforesaid Classes AA or A.
- (3) Should a vacancy occur in the Committee, the Committee may appoint a person eligible for election to the Committee to fill such vacancy until the next Annual General Meeting.
- (4) The Committee shall meet once at least in every three months.
- (5) The Committee shall have power to deal with all matters it may deem proper in the interests of the Association and the conduct of its members generally and with all questions brought before it except those matters which according to this Constitution may be decided only at an Annual or Extraordinary General Meeting of the Association.
- (6) The attendances at meetings of the Committee shall be noted and if a member of the Committee fails to attend three consecutive meetings of the Committee, without seeking and being granted leave of absence, there from he shall automatically vacate his office.
- (7) The Committee shall have power subject to these articles to make or rescind from time to time any rules, by-laws or regulations, providing for due administration of the Association's effects, property, operations and the conduct of members.

#### Election of Members

13. (1) Nominations of candidates for election as Office Bearers of the Association or as ordinary members

of the Committee

- (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominations shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
  - (3) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
  - (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
  - (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
  - (6) The ballot for the election of Office-Bearers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
  - (7) Only financial members and Life Members are eligible for election. Voting for election of committee members shall be elected on a 'first past the post' ballot.

## Secretary

14. (1) The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) 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; and
  - (d) such other duties as are resolved by the Committee from time to time.
- (3) Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

## Treasurer

15. It is the duty of the Treasurer of the Association to ensure that -
- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
  - (b) 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) Such other duties as are resolved by the Committee from time to time.

## Casual Vacancies

16. For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if the member —
- (a) dies;
  - (b) ceases to be a member of the Association;
  - (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
  - (d) resigns office by notice in writing given to the Secretary;

- (e) is removed from office under Rule 17;
- (f) becomes of unsound mind or person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Committee from all meetings of the Committee for three consecutive meetings.

### **Removal of member**

17. (1) 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.
- (2) Where a member of the Committee to whom a proposed resolution referred to in Clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they 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.

### **Meetings and Quorum**

- (a) An Annual General Meeting of members shall be held each year in August or as soon thereafter as shall be practicable.
- b) A quorum at an Annual General Meeting or an Extraordinary General Meeting shall be fifteen members entitled to vote present in person. Members not entitled to vote may attend any such meeting and with the consent of and in the discretion of the Chairman of the meeting may be heard. A quorum at a meeting of the Committee shall be four.
- c) The President shall be the Chairman of all meetings, whether of members or of the Committee. In his absence one of the Vice-



Presidents shall be the Chairman and if no Vice-President is present, one of the members shall be elected as Chairman by those present or in the case of a meeting of members, by the members present and entitled to vote.

- d) Questions to be decided at meetings of members or of the Committee shall be decided by a simple majority of votes.

#### Delegation by Committee to Sub-Committee

19. (1) 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
- (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a Sub-Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A Sub-Committee may meet and adjourn as it

thinks proper.

P A R T V  
**GENERAL MEETINGS**

Annual General Meetings — holding of

20. The Association shall hold its first Annual General Meeting —
- (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of two months after its expiration of the first financial year of the Association.

Annual General Meetings calling of and business at

21. (1) The Annual General Meeting of the Association shall subject to the Act and to Rule 20, be convened on a date and at such place and time as the Committee think fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be —
- (a) to confirm the Minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting.
  - (b) to receive from the Committee reports upon the activities of the Association during the last preceding financial year;
  - (c) if necessary, to elect Office-Bearers of the Association and ordinary members of the Committee; and
  - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26 (6) of the Act.
- (3) An Annual General Meeting shall be specified as such in the notice convening it.

Special general meeting — calling of.

22. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee shall, on the requisition in writing of not less than 20 per cent of the total number of

- members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting
    - (a) shall state the purpose or purposes of the meeting;
    - (b) shall be signed by the members making the requisitions;
    - (c) shall be lodged with the Secretary; and
    - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
  - (4) If the Committee fails to convene a special general meeting to be held within one month after the 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 three months after that date.
  - (5) A special general meeting convened by a member or members as referred to in Clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

#### Notice

23. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the

- holding of the general meeting, cause notice to be sent to each member in the manner provided in Clause (1) specifying, in addition to the matter required under Clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 21 (2).
  - (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **Procedure**

24. (1) No item of business shall 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.
- (2) Fifteen 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.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be

dissolved and in any other case shall stand adjourned to the same day in the following week at the 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.

- (4) 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 not less than five) shall constitute a quorum.

#### Adjournment

25. (1) 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall 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.
- (3) Except as provided in Clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

#### Making decisions

26. (1) A question arising at a general meeting of the Association shall 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 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.
- (2) At a general meeting of the Association, a poll may be demanded by the Chairperson or by not less than three members present in person at the meeting.
  - (3) Where a poll is demanded at a general meeting, the poll shall be taken —
    - (a) 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
    - (b) in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **Special resolution**

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

**PART VI**  
**MISCELLANEOUS**

**Insurance**

28. (1) The Association shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under Clause (1), the Association may effect and maintain other insurance.

**Funds — Source**

29. (1) The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

**Funds — Management**

30. (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.

**Alteration to Objects and Rules**

31. This Constitution shall not be repealed, added to or amended in any way except with the approval of a resolution of a majority of members present in person and entitled to vote at an Annual General Meeting or an Extraordinary General Meeting. Seven days notice in writing of any such meeting together with particulars of the proposed repeal, additions or amendments, shall be given by the Association to every member.

**Common Seal**

32. (1) The common seal of the Association shall be kept in the custody of the public officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the public officer or Secretary.

Custody of books etc.

33. Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

Inspection of books, etc.

34. The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association during normal working hours.

Services of Notices

- (a) Any notice to be given by the Association to a member shall be deemed to be properly given if sent by ordinary post to the last address of the member known to the Association.
- (b) Any notice to be given by a member to the Association shall be deemed to be properly given if delivered to the Honorary Secretary of the Association.
- (c) Upon granting membership to any person, the Association shall send to such person a copy of this Constitution and any amendment thereto and such person shall thereupon be deemed to have full and proper knowledge of such Constitution and any such amendment and shall be bound by the provisions thereof.