

- 4.7 Enter into any other contract it considers necessary or desirable.
- 4.8 May act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the Rules of Possum Centre.
- 4.9 May affiliate with bodies whose objects are similar or conducive to the objects of Possum Centre.

## 5 Membership of Possum Centre

- 5.1 Membership of Possum Centre is open to the general public aged twelve and older.
- 5.2 Qualifying for Membership:
  - To qualify for membership a person shall:
    - 5.2.1 Be proposed for membership by one existing financial member of Possum Centre.
    - 5.2.2 Be committed to active participation.
- 5.3 Application for Membership
  - To apply for membership a person shall:
    - 5.3.1 Complete and submit the prescribed application form, signed by the applicant and accompanied by the requisite membership fee.
    - 5.3.2 Be proposed by one financial member and seconded by another financial member (see sub rule 5.2.1).
- 5.4 Types of Membership
  - A person may apply to become a:
    - 5.4.1 Full Member (over 18 years of age).
      - Will be entitled to:
        - 5.4.1.1 Participate in all activities.
        - 5.4.1.2 Participate and vote at General Meetings.
        - 5.4.1.3 Nominate for Committee positions.
    - 5.4.2 Junior Member (from 12 to 18 years of age).
      - Will be entitled to.
        - 5.4.2.1 Participate in selected activities.
      - 5.4.3 Supporters of Possum Centre (12 years of age and older) (will be deleted)**
        - 5.4.3.1 Participate in selected activities.**
- 5.5 The Committee members shall consider each application made under sub rule 5.3 at the Committee meeting immediately following the application.
- 5.6 An applicant whose application for membership of Possum Centre is rejected under sub rule 5.5 must, if he or she wishes to appeal against that decision, give notice (in writing) to the Secretary of his or her intention to do so within a period of fourteen days from the date he or she is advised of the rejection.
- 5.7 When notice is given under sub rule 5.6, the membership of Possum Centre in a General Meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the

applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, Possum Centre in the General Meeting.

## **6 Corporate Membership**

- 6.1 Corporate bodies as referred to in sub rule 4.9 may become corporate members of Possum Centre. Terms and conditions concerning obligations, rights, subscription fees or voting rights must be negotiated between each Corporate Body and the Committee and be written in a separate contract.
- 6.2 These contracts must be in accordance to this Constitution/Rules.
- 6.3 The following Rules of this Constitution of Possum Centre do not apply:
  - 6.3.1 Rule 5 – Membership of Possum Centre.
  - 6.3.2 Rule 8 – Subscription of Members of Possum Centre.
  - 6.3.3 Rule 9 – Termination of Membership from Possum Centre.
  - 6.3.4 Rule 10 – Suspension or Expulsion of Members from Possum Centre.

## **7 Register of Members of Possum Centre**

The Secretary, on behalf of Possum Centre, shall comply with section 27 of the Act by keeping and maintaining:

- 7.1 In an up to date condition a register of the members of Possum Centre and their postal or residential addresses and, upon the request of a member of Possum Centre, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 7.2 The register must be so kept and maintained at the Secretary<sup>1</sup>'s place of residence, or at such other place as the members at a General Meeting decide.

## **8 Subscriptions of Members of Possum Centre**

- 8.1 The members may from time to time at a General Meeting determine the amount of the subscription to be paid by each member category.
- 8.2 Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub rule 8.1.
- 8.3 A member whose subscription is not paid within three months after the relevant date ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- 8.4 A person exercises all the rights and obligations of a member for the purposes of these Rules if his or her subscription is paid on or before the relevant date under sub rule 8.2 or within three months thereafter, or such other time as the Committee allows.

## **9 Resignation of Membership from Possum Centre**

Membership of Possum Centre may be ended upon:

- 9.1 Delivery of a notice in writing informing of his or her resignation from Possum Centre to the Secretary or another Committee member.

## **10 Suspension or Expulsion of Members of Possum Centre**

- 10.1 If the Committee considers that a member should be suspended or expelled from membership of Possum Centre because his or her conduct is detrimental to the interests of Possum Centre, the Committee shall communicate, either orally or in writing, to the member
  - 10.1.1 Notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided.
  - 10.1.2 Particulars of that conduct, not less than thirty days before the date of the Committee meeting referred to in sub rule 10.1.1.
- 10.2 At the Committee meeting referred to in a notice communicated under sub rule 10.1, the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of Possum Centre and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- 10.3 Subject to sub rule 10.5, a member has his or her membership suspended or ceases to be a member fourteen days after the day on which the decision to suspend or expel a member is communicated to him or her under sub rule 10.2.
- 10.4 A member who is suspended or expelled under sub rule 10.2 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of fourteen days referred to in sub rule 10.3.
- 10.5 When notice is given under sub rule 10.4
  - 10.5.1 Possum Centre in a General Meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, Possum Centre in the General Meeting; and
  - 10.5.2 The member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed.

## **11 Committee of Management of Possum Centre**

- 11.1 The affairs of the Association will be managed exclusively by a Committee of Management of Possum Centre, herein referred to as the Committee, consisting of:
  - 11.1.1 President
  - 11.1.2 Vice-President.
  - 11.1.3 Secretary
  - 11.1.4 Treasurer
  - 11.1.5 Not less than two and not more than five other persons, all of whom must be members of the Possum Centre
- 11.2 Committee members must be elected to membership of the Committee at an Annual General Meeting or appointed under sub-rule 11.8.
- 11.3 Subject to sub-rule 11.8, a Committee member's term will be from his or her election at an Annual General Meeting until the election referred to in sub-rule 11.2 at the next

- Annual General Meeting after his or her election, but he or she may be eligible for re-election to membership of the Committee.
- 11.4 Except for nominees under sub-rule 11.7, a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-
- 11.4.1 the nominator; and
  - 11.4.2 the nominee to signify his or her willingness to stand for election, to the Secretary not less than 7 days before the day on which the Annual General Meeting concerned is to be held.
- 11.5 A person who is eligible for election or re-election under this rule may-
- 11.5.1 propose or second himself or herself for election or re-election; and
  - 11.5.2 vote for himself or herself.
- 11.6 If the number of persons nominated in accordance with sub-rule 11.4 for election to membership of the Committee does not exceed the number of vacancies in that Committee to be filled-
- 11.6.1 the Secretary must report accordingly to the President; and
  - 11.6.2 the President must declare those persons nominated, to be duly elected as members of the Committee at, the Annual General Meeting concerned.
- 11.7 If vacancies remain on the Committee after the declaration under sub-rule 11.6 additional nominations of Committee members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the committee a vote is required from the floor to elect a person or persons to fill the vacancy(s).
- 11.8 If a vacancy remains on the Committee after the application of sub-rule 11.7, or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-
- 11.8.1 the Committee may appoint a member to fill that vacancy; and
  - 11.8.2 a member appointed under this sub-rule will -
    - 11.8.2.1 hold office until the election referred to in sub-rule 11.2; and
    - 11.8.2.2 be eligible for election to membership of the Committee, at the next following Annual General Meeting.
- 11.9 The Committee may delegate, in writing, to one or more Sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-
- 11.9.1 the power of delegation; and
  - 11.9.2 a function which is a duty imposed on the Committee by the Act or any other law.
- 11.10 Any delegation under 11.9 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- 11.11 The Committee may, in writing, revoke wholly or in part any delegation under 11.9.

## 12 President and Vice-President of Possum Centre

- 12.1 Subject to this rule, the President **must** preside at all General Meetings and Committee meetings.
- 12.2 In the event of the absence from a General Meeting of the President, the Vice-President; or both the President and the Vice-President, a member elected by the other members present at the General Meeting, must preside at the General Meeting.
- 12.3 In the event of the absence from a Committee meeting of the President, the Vice-President; or both the President and the Vice-President, a Committee member elected by the other Committee members present at the Committee meeting, must preside at the Committee meeting.
- 12.4 The responsibility for public statements on matters concerning Possum Centre rests with the President, or his/her authorized delegate, under instruction and/or direction from the Committee.

## 13 Secretary

The Secretary **must**:

- 13.1 Co-ordinate **and manage** the correspondence of Possum Centre **including writing letters as directed by the Committee**.
- 13.2 Keep full and correct minutes of the proceedings of the Committee and of Possum Centre.
- 13.3 Comply on behalf of Possum Centre with:
  - 13.3.1 Section 27 of the Act with respect to the register of members of Possum Centre, as referred to in rule 7.
  - 13.3.2 Section 28 of the Act by keeping and maintaining in an up to date condition the Constitution of Possum Centre and, upon the request of a member of Possum Centre, must make available those Rules for the inspection by the member and the member may make a copy of or take an extract from the Rules but will have no right to remove the documentation for that purpose.
- 13.4 Section 29 of the Act by maintaining a record of:
  - 13.4.1 The names and residential or postal addresses of the persons who hold the offices of Possum Centre provided for by these Rules, including all offices held by the persons who constitute the Committee and persons who are authorized to use the common seal of Possum Centre under rule 23.
  - 13.4.2 The names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of Possum Centre, and the Secretary must, upon the request of a member of Possum Centre, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose.
- 13.5 Unless the members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of Possum Centre, including those referred to in sub rule 13.3 but other than those required by rule 14 to be kept and maintained by, or in the custody of, the Treasurer.
- 13.6 Perform such other duties as are imposed by these Constitution/Rules on the Secretary.

## 14 Treasurer

The Treasurer **must**:

- 14.1 Be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, Possum Centre and ensure the issuing of receipts for those moneys in the name of Possum Centre.
- 14.2 Pay all moneys referred to in sub rule 14.1 into such account or accounts of Possum Centre as the Committee may from time to time direct.
- 14.3 Make payments from the funds of Possum Centre with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorized Committee member, or by any two others as are authorized by the Committee.
- 14.4 Comply on behalf of Possum Centre with sections 25 and 26 of the Act with respect to the accounting records of the Association.
  - 14.4.1 keeping such accounting records as to correctly record and explain the financial transactions and financial position of the Association;
  - 14.4.2 keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
  - 14.4.3 keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited prior to the Annual General Meeting; and
  - 14.4.4 submitting to members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- 14.5 whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- 14.6 Unless the members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of Possum Centre, including those referred to in sub rule 14.4.
- 14.7 Ensure appropriate funds are available to maintain Possum Centre operations.
- 14.8 Perform such other duties as are imposed by these Constitution/Rules on the Treasurer.

## 15 Casual Vacancies in Membership of Committee

A casual vacancy occurs in the office of a Committee member, and that office becomes vacant if the Committee member

### 15.1 Dies

15.2 Resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Committee.

15.3 Is convicted of an offence under the Act.

15.4 Is permanently incapacitated by mental or physical ill-health.

15.5 Is absent from more than

15.5.1 three consecutive Committee meetings; or

15.5.2 three Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings of which meetings the member received notice, and the Committee has resolved to declare the office vacant.

15.6 Ceases to be a member of the Association.

15.7 Is the subject of a resolution passed by a General Meeting of members terminating his or her appointment as a Committee member.

## **16 Proceedings of Committee**

16.1 The Committee shall meet together for the dispatch of business not less than **four** times in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.

16.2 Each Committee member has a deliberative vote.

16.3 A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.

16.4 At a Committee meeting fifty percent of the Committee members constitute a quorum.

16.5 Subject to these Rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.

16.6 As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-

16.6.1 as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and

16.6.2 not take part in any deliberations or decision of the Committee with respect to that contract.

16.7 Sub-rule 16.6.1 does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.

16.8 The Secretary must cause every disclosure made under sub-rule 16.6.1 by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

## **17 General Meetings**

17.1 The Committee:

17.1.1 May at any time convene a Special General Meeting.

17.1.2 Shall convene Annual General Meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within four months after the end of the Possum Centre financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first Annual General Meeting which may be held at any time within eighteen months after incorporation.

17.1.3 Shall, within thirty days of receiving a request in writing to do so from not less than five members, convene a Special General Meeting for the purpose