

Industrial Relations Society of South Australia Inc

A 10687

CONSTITUTION

TABLE OF CONTENTS

- 1. Name**
- 2. Objects**
- 3. Powers**
- 4. Membership**
- 5. Membership Fee**
- 6 Resignation, Suspension, or Expulsion from Membership**

GENERAL AND OTHER MEETINGS

- 7 Notice of General Meetings**
- 8 Proceedings at General Meetings**
- 9 Voting at General Meetings**
- 10 Polls at General Meetings**
- 11 Special and Ordinary Resolutions**
- 12 Proxies**
- 13 The Annual General Meeting**
- 14 Special General Meeting**
- 15 Miscellaneous**

MANAGEMENT OF THE ASSOCIATION

- 16 The Committee**
- 17 General Provisions as to Elections**
- 18 Ballots**
- 19 Powers of Committee**
- 20 Meetings of Committee etc.**
- 21 Casual Vacancies**
- 22 Sub-Committees**
- 23 Power to Co-opt**
- 24 By-Laws**

- 25 Patron and Honorary and Life Members**
- 26 Property**
- 27 The President and Vice-President**
- 28 The Secretary**
- 29 The Treasurer**
- 30 Finance**
- 31 Auditor**
- 32 Ownership of Property**
- 33 Affiliation**
- 34 Amendment of Constitution**
- 35 Dissolution**
- 36 Interpretation of Constitution and By-Laws**
- 37 Circumstances Not Provided For**

1. Name

The name of the association shall be the *Industrial Relations Society of South Australia Inc.* ('the association').

2. Objects

The objects of the association shall be:

- (a) to organise and foster education, research, publication and discussion within the field of workplace relations; and
- (b) to develop public awareness of and interest in all aspects of workplace relations and related issues and of their importance to and impact upon society.

3. Powers

The association shall have the following powers (in addition to and without prejudice to any other powers herein expressed or implied or expressed or implied under or by virtue of the provisions of the *Associations Incorporations Act 1985* (SA) ("the Act"), as amended from time-to-time:

- (a) to do all such things as are necessary to incorporate the association

under the provisions of the Act;

- (b) to purchase, take on lease, exchange, hire or acquire and hold any real or personal property (including chattels real);
- (c) to pay for any real or personal property acquired or to be acquired by the association for cash, or to allow the whole or any portion of the purchase money to remain owing on mortgage or otherwise upon such terms as the Committee may think fit;
- (d) to borrow or raise money at interest for any purpose consistent with the Objects;
- (e) to sell, lease, let, mortgage or charge any real or personal property belonging to or to belong to the association;
- (f) to liaise with Government agencies and other organisations interested in the field of workplace relations;
- (g) to apply for and enter into arrangements and conclude agreements in relation to grants of any public moneys to assist the association in the furtherance of its Objects;
- (h) to raise, receive, have, hold, administer and dispose of moneys in the form of subscriptions, donations, legacies, bequests or as a consequence of fund-raising activities of all types or otherwise received from any other source whatsoever;
- (i) to employ, instruct and dismiss persons as employees or to engage such persons pursuant to a contract for services as from time-to-time may be required for the purposes of the association;
- (j) generally to do such lawful things as are incidental or conducive to the attainment of the Objects;
- (k) to invest moneys on behalf of the association;
- (l) to publish material relevant to the objects of the association in any format; and
- (m) to conduct seminars, conferences and other forums relevant to the Objects of the association.

4. Membership

- (a) Any person who, in the opinion of the Committee, has a *bona fide* interest in furthering the objects of the association and pays the membership fee as set from time-to-time by the Committee, may be admitted by it to membership of the association.
- (b) Every applicant for membership of the association must be proposed by a financial member and seconded by another financial member and pay the membership fee as set from time-to-time by the Committee.
- (c) Applications for membership of the association shall be referred to the Committee which may either approve or reject it.
- (d) For the purposes of classifying an applicant's occupational group the following shall be used as a guide:-
 - i. a member shall be regarded as coming from management if his or her involvement or interest in workplace relations is on behalf of or in relation to any employer, association of employers, employer organisation or body, or group of employers;
 - ii. a member shall be regarded as coming from the union movement if his or her involvement or interest in workplace relations is on behalf of or in relation to any trade union, trade union organisation or body or group of trade unions;
 - iii. a member shall be regarded as coming from Government services if his or her involvement or interest in workplace relations is on behalf of or in relation to public sector employment, whether State, Federal or Local Government;
 - iv. a member shall be regarded as coming from a Tribunal if he or she is a member of a federal or state employment or industrial Tribunal;
 - v. a member shall be regarded as coming from a profession if his or her participation in workplace relations is as a private practitioner, whether as principal or employee, in any professional capacity, and shall include registered agents and consultants; or

- vi. a member shall be regarded as coming from the academic institutions if he or she is involved in workplace relations by way of any teaching, research or like activity or in connection with any academic, research or educational institution.
- (e) The Secretary shall maintain or facilitate the maintenance of a register of members a record of the membership grouping of each member of the association or facilitate the maintenance of such records.
- (f) If an application for membership of the association is approved, the applicant shall be furnished on request with a copy of the Constitution of the association and on payment of the membership fee, the applicant shall become a Member of the association and be entitled to all the benefits privileges of membership and be bound by the Rules Constitution of the association.
- (g) Membership of the association is not restricted to the groups mentioned in clause 4 and may amongst others include:
 - i. Student Members being any student of a University or other Tertiary Institutions studying in a course involving or related to workplace relations;
 - ii. Affiliate Members being any institution, organisation or society who may affiliate on such terms and conditions as the Committee things fit; and
 - iii. Retired Members being any person who is a member of the association and who, for whatever reason, retires from paid employment and no longer works for remuneration as an employee or otherwise.
 - iv. Life members as appointed under the rules
 - v. Honorary members as appointed under the rules

5. Membership Fee

- (a) The annual membership fee for Members, Student Members, and Affiliate Members, Retired Members, organisations or

societies, shall be as the Committee shall from time-to-time by resolution determine, provided however, that such amount may be reviewed by the association at a General Meeting;

- (b) when a person or body joins the association part of the way through a financial year, the membership fee payable shall be in proportion to the full annual membership fee;
- (c) all annual membership fees shall become payable not later than a calendar month after any person, institution, organisation or society is admitted to membership, and thereafter in advance on or before the thirtieth day of June each year; and
- (d) any member who is un-financial as at the 31st of July in any year will not be entitled to enjoy the benefits of membership of the association and may be removed from the list of financial members by resolution of the Committee.

6 Resignation, Suspension, or Expulsion from Membership

- (a) any member may resign membership by giving to the Secretary notice in writing. Such notice shall take effect one calendar month after it is received by the Secretary. Provided however, that any member so resigning shall remain liable for any unpaid membership fee or other amounts due to the association and no refund of membership fees permitted;
- (b) subject to giving a member an opportunity to be heard or to make a written submission in respect of a foreshadowed motion, the Committee may resolve to expel from membership or suspend from membership for a specified period of time not greater than the unexpired period of the membership year, a member on the basis of alleged conduct by the member detrimental to the interests of the association;
- (c) particulars of the alleged conduct and the proposed resolution of the Committee shall be communicated to the member at least one month before the meeting of the Committee at which the matter is intended to

be determined;

- (d) No member shall be expelled or suspended from the association unless at least two-thirds of the members present at the meeting of the Committee vote in favor of their expulsion or suspension;
- (e) the determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 6 (f) below), cease to be a member 14 days after the Committee has communicated its determination to the member;
- (f) a member may appeal expulsion or suspension from the association at a General Meeting. Intention to appeal shall be communicated to the Secretary or public officer of the association within 14 days following the communication of the determination of the Committee to the member;
- (g) in the event of an appeal, the member will not be expelled or suspended from membership unless the determination of the Committee to expel or suspend the member is upheld by a majority of members of the association in attendance at a General Meeting after the member has been given the opportunity to be heard by the members of the association;
- (h) if a majority of members at a general meeting of the association resolve to support the resolution of the Committee to expel or suspend the member from membership of the association, their membership will be terminated or suspended as at the close of the relevant General Meeting with no refund of membership fees permitted; and
- (i) a suspended member shall not be entitled to enjoy the benefits of membership for the period of the suspension imposed by the association under the rules.

GENERAL AND OTHER MEETINGS

7 Notice of General Meetings

- (a) subject to 7(b), at least 14 days' notice of any General Meeting shall be given to members of the association. The notice shall set out where and

when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting; and

- (b) notice of a General Meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

8 Proceedings at General Meetings

- (a) fifteen (15) members of the association present personally or by proxy shall constitute a quorum for the transaction of business at any General Meeting;
- (b) if within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting shall lapse or shall stand adjourned to the same day in the following week;
- (c) subject to 8(d), the President shall preside as chairperson at a General Meeting of the association; and
- (d) if the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Vice President shall chair the meeting if present and willing. Otherwise members may choose a Committee or other member to be the chairperson of that meeting.

9 Voting at General Meetings

- (a) subject to these rules, every financial and life member (not being currently suspended or expelled) of the association has only one vote at a General Meeting of the association;
- (b) subject to these rules, a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting;
- (c) unless a poll is demanded by at least five members present at a General Meeting in person or by proxy, a question for decision at a General

Meeting must be determined by a show of hands; and

- (d) a member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular General Meeting or at all General Meetings of the association. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

10 Polls at General Meetings

- (a) if a poll is demanded by at least five members on relation to voting upon a resolution at a General Meeting, it must be conducted in a manner specified by the person presiding as Chair and the result of the poll shall determine the resolution of the relevant resolution; and
- (b) a poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the General Meeting.

11 Special and Ordinary Resolutions

- (a) a special resolution as defined in the Act and is carried by a two third majority of the members attending and voting at the meeting; and
- (b) an ordinary resolution is not a special resolution and is passed by a simple majority.

12 Proxies

A Member unable to attend a meeting may appoint another member in writing as a proxy to attend and vote. Any such vote shall be in addition to that to which the proxy member is entitled as of right.

13 The Annual General Meeting

The Annual General Meeting of the members of the association shall (unless in any case it is impractical so to do) be held in the month of July or August in each year to:

- (a) consider and, if thought fit, to receive and adopt the Committee's Report and the audited Financial Statements;
- (b) elect the Committee for the ensuing year;
- (c) consider and if thought fit to approve any amendment to this Constitution;
- (d) appoint an Auditor; and
- (e) transact such other business as may be brought before the meeting in conformity with any by-laws made hereunder or which the Committee may consider relevant.

14 Special General Meeting

A Special General Meeting may be called at any time by direction of the Committee to consider any business determined by the Committee or shall be called by the Secretary within twenty-one (21) days after receipt by the Secretary of a requisition to that effect signed by not less than ten (10) financial or life members of the association specifying the business to be transacted at such meeting.

15 Miscellaneous

- (a) The Annual General Meeting and any Special General Meetings shall be held at such times and places as the Committee shall determine. Such meetings shall be convened by sending (including by electronic means) to each financial member at least twenty one (21) days before the meeting a written notice specifying the time and place of the meeting together with an agenda of the business to be discussed.
- (b) At all General Meetings of the association, the President, or in the absence of the President, the Vice-President, or in the absence of the Vice-President, such other member of the Committee or association as nominated by members present, shall act as chairperson. Every financial or life member (not under suspension or expelled), and one accredited representative of each affiliated institution, organisation

or association, shall be entitled to one vote upon every motion and in case of equality of votes the Chairperson shall have a second or casting vote.

- (c) No business shall be transacted at any Annual General or Special General Meeting unless a quorum of not less than fifteen (15) financial members (of who at least nine (9) shall not be members of the Committee) is present at the commencement of such business.
- (d) If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such place, date and time as the Chairperson shall then decide provided that no such meeting shall stand adjourned for a period of more than twenty eight (28) or less than seven (7) clear days following the date of the adjournment.
- (e) If at such adjourned meeting a quorum is not present (after 30 minutes) those present shall constitute a quorum and may proceed to transact the business for which the meeting was called.

MANAGEMENT OF THE ASSOCIATION

16 The Committee

- (a) the Management of the association shall be vested in a Management Committee ('the Committee') consisting of the following office holders; President, Vice-President, Immediate Past President (ex officio, the person who was President immediately before the current President), Secretary, Treasurer and six (6) additional Committee members and any financial member co-opted at an Annual General Meeting as a member of the Committee in addition to those members. No member shall be eligible to hold more than one office and for the purpose of any election the above ranking shall apply;
- (b) the office holders (other than the immediate Past President) and the six (6) Committee members shall be elected annually at the Annual General Meeting and shall hold office until a new Committee shall lawfully be elected. Any member of the Committee shall be eligible for

re-election upon completion of their term of office; and

- (c) the composition of the Committee shall, so far as practicable, reflect a balance of the six occupational groups within the membership of the association as specified in clause 4.

17 General Provisions as to Elections

- (a) the Committee shall appoint a suitable person (who need not be a member) not having a personal interest in the result of the election to act as Returning Officer at an Annual General Meeting;
- (b) written nominations from members of the association who seek to be elected as a member of the Committee, signed by the candidate for election and by two other members, shall be called for in the notice convening the Annual General Meeting and shall be lodged with the Returning Officer at least fourteen clear days prior to the Annual General Meeting . Candidates and the persons signing a nomination shall be as at the close of nominations either financial members of the association or accredited representatives of a financial affiliated institution, organisation or society;
- (c) in the event that not more than the required number of persons properly nominate for office or as a member of the Committee the Returning Officer shall declare those persons who do properly nominate for office or as a member of the Committee duly elected, notwithstanding that the balance of members may not precisely accord with the provisions of Rule 4;
- (d) if at an Annual General Meeting there shall be fewer nominations than vacancies to be filled, additional nominations from members shall be called for as appropriate and accepted by the Returning Officer at that meeting;
- (e) in the event a ballot is required to determine an office bearer or other member of the Committee, such elections shall be by secret ballot and ballot papers shall be prepared by the Returning Officer so as to indicate nominees alphabetically for each contested position;

- (f) the Returning Officer shall issue a ballot paper to each financial member and each accredited representative of a financial institution, organisation or society attending the Annual General Meeting and will issue a further ballot paper to each holder of a proxy from a financial member. For the purpose of this sub-clause, financial means, financial as at the date of close of nominations and not suspended or expelled from membership; and
- (g) subject to the express provisions of this Constitution the Returning Officer shall conduct an election in such manner as the Returning Officer shall determine. The decisions and declarations of the Returning Officer shall be final and conclusive.

18 Ballots

- (a) Office Holders: The Returning Officer shall, in the case of each contested office, declare the person receiving a majority of votes in respect of their candidature as duly elected to the office. In the event of an equality of votes in respect of the candidates for any office the Returning Officer shall draw lots to determine who shall be declared elected;
- (b) additional Committee Members: The following provisions shall apply to any ballot in respect of candidates for positions of additional Committee members;
 - i. the Returning Officer shall determine the number of votes cast for each candidate and thereupon list the names of the candidates in order in accordance with the number of votes cast for them commencing with the candidate attracting the highest number of votes and concluding with the candidate attracting the lowest number of votes;
 - ii. having regard to the occupational groups already reflected by the persons elected as office holders the Returning Officer shall declare elected to the Committee those six candidates whose names stand highest on the list and whose selection from the list shall, so far as

practicable, ensure that the Committee of management, within its body, has at least one person from each of the six occupational groups specified in sub clause 4; and

- iii. in the event of two or more candidates receiving an equal number of votes the Returning Officer shall draw lots to determine the order in which such candidates shall be placed in the list.

19 Powers of the Committee

The Committee shall be entitled to exercise all or any of the powers of the association, subject only to any directions given to it by resolution of a General or Special Meeting.

20 Meetings of the Committee etc.

- (a) The Committee shall meet not less than eight (8) times per year provided that the period between any Committee meetings shall in no circumstances be more than (12) weeks. Five members of the Committee shall constitute a quorum.
- (b) Committee members are expected to regularly attend and/or participate in meetings of the Committee and contribute to the functions and activities of the Committee.
- (c) Where Committee members are unable to meet in person Committee meeting participation may be by teleconference or other electronically enabled conferencing facility.
- (d) Persons not able or willing to regularly attend at meetings of the Committee and/or actively participate in the work of the Committee may be removed by two thirds majority resolution of members of the Committee present at any meeting of the Committee. Where removal of a Committee Member is contemplated, the Committee must make reasonable efforts to put the Member on notice and afford them a reasonable opportunity to be heard or to make a written submission as to the proposal that they be removed.
- (e) In addition to Rule 20, the office of a Committee member shall

become vacant if a Committee member is:

- i. disqualified from being a Committee member by the Act;
- ii. expelled as a member under these rules;
- iii. permanently incapacitated by ill health such as to be unable to regularly attend meetings of the Committee and/or actively participate in the work of the Committee;
- iv. absent without apology from more than four meetings in a financial year; or
- v. no longer the duly appointed representative of a corporate member.

21 Casual Vacancies

The Committee may, by resolution, fill any casual vacancy on the Committee. The member so elected retaining office until the following Annual General Meeting.

22 Sub-Committees

The Committee may, from time-to-time, appoint from the members of the Committee such sub-committees as it may deem necessary, and may depute or refer to them such of the powers and duties of the Committee as the Committee may determine. Each sub-committee shall report its proceedings to the Committee and shall conduct their business in accordance with the directions of the Committee which may itself act in any matter, notwithstanding the existence of a sub-committee formed for that purpose.

23 Power to Co-Opt

The Committee shall have:

- (a) the power to co-opt to the Committee any member or members of the association to assist in the conduct of the business of the Committee as it may deem necessary or expedient;
- (b) the power to co-opt to the Committee any person or persons from such

other groups associations or bodies as may in the opinion of the Committee be necessary or desirable; and such co-opted members or persons shall have the same obligations rights and privileges (including full voting rights) as elected members of the Committee; and

- (c) any Member or person so co-opted shall only retain office until the next following Annual General Meeting, but may thereafter again be co-opted to the Committee.

24 By-Laws

- (a) The Committee shall have power from time-to-time when and as it may think fit to pass alter or rescind by-laws providing for the due management and regulation of the association.
- (b) By-Laws made pursuant to the previous sub-clause hereof shall be recorded and be kept for the inspection of members. Such by-laws may be circulated at the discretion of the Committee.
- (c) Any by-laws or variations or rescissions of by-laws made or resolved upon by the Committee since the last Annual General Meeting of the association shall be laid before the following Annual General Meeting for confirmation by it or by a Special General Meeting called for that purpose. Such Annual General Meeting or Special General Meeting, as the case may be, may confirm, disallow, or vary any by-law or by-laws or variations or rescissions thereof so placed before it, provided that any act bona fide done by the Committee or any person pursuant to or consequent upon any by-law or variation or rescission thereof prior to any such disallowance or variation shall nevertheless be valid and effectual for all purposes.

25 Patron and Honorary and Life Members

- (a) The association shall have the power, by special resolution at a Special General Meeting or an Annual General Meeting, to appoint a patron and such honorary or life members of the association as it

shall determine.

- (b) Members who have rendered the association lengthy, meritorious service are eligible to be nominated by a member as life members.
- (c) A patron, or honorary or life member shall have such functions and enjoy such privileges as the Committee may determine, but a patron or honorary member shall not be entitled to vote at a meeting of the association or stand for election to the Committee.
- (d) A life member has all the privileges of membership including voting rights and the right to stand for election to the Committee.

26 Property

No member of the Committee may without the approval of the Committee sell, encumber or otherwise deal with any property of the association or commit the association to any expense.

27 The President and Vice-President

The duties of the President shall be to:

- (a) provide leadership to and be the public face of the association;
- (b) in consultation with the Secretary, convene or assist in convening meetings of the Committee, the Annual General Meeting, Special General Meetings, Seminars, Conventions or Conferences;
- (c) Chair or act as Master of Ceremonies at any meetings of the Committee or association or any seminar and seek to ensure that all such functions are properly conducted;
- (d) represent the association at national meetings of the Australian Labour and Employment Relations Association and other forums as approved by the Committee; and
- (e) liaise with any relevant organisation or body in connection with the purpose and functions of the association.
- (f) The Vice President shall perform the functions of President at any time when the President is unable or unavailable to perform such

functions and otherwise assist the President in the performance of their functions.

28 The Secretary

The duties of the Secretary shall be to:

- (a) conduct or facilitate the conduct of the correspondence of the association and have the custody of all documents belonging to the association;
- (b) keep full and correct Minutes of all proceedings of the association;
- (c) be the Public Officer pursuant to the Act;
- (d) keep or facilitate the keeping of a Register of Members comprising the names and addresses and occupational groupings of all current members of the association; and
- (e) do such other things as may be directed by the Committee or prescribed by the by-laws.

29 The Treasurer

The duties of the Treasurer shall be to:

- (a) receive all moneys for the association and account for them (or facilitate the receipt and account for such monies) and make or facilitate the making of all payments under the order of the Committee;
- (b) keep or facilitate the keeping of an account of all moneys received and disbursed and each month prepare a statement showing the progress and financial position of the association;
- (c) prepare and compile or facilitate the preparation and compilation of the annual Balance Sheet to 30 June in each year and a Report to be submitted to an Annual General Meeting; and
- (d) do such other things as may be directed by the Committee or prescribed by by-laws.

30 Finance

- (a) all moneys received shall be deposited in the association's account at such financial institutions as shall be determined from time to time by the Committee;
- (b) cheques or, if a savings account, per medium of a withdrawal form drawn on such account, shall be signed by the Treasurer together with any one of the following - President, Vice-President or Secretary;
- (c) electronic payments are to be authorised by two authorised operatives from amongst Treasurer, President, Vice-President, Secretary and an authorised finance officer (if any); and
- (d) notwithstanding the provisions of this Clause, the Committee may by resolution from time-to-time authorise the Treasurer to retain such sum or sums by way of petty cash as it shall deem appropriate and to make expenditures therefrom upon and subject to such conditions as the Committee shall prescribe .

31 Auditor

The Auditor shall:

- (a) be elected annually at the Annual General Meeting to audit the annual statement of accounts and balance sheet;
- (b) certify the same before they are presented to the Annual General Meeting;
- (c) be either a member of a recognised accountancy society or a bank manager provided that such person shall not be an officer, voting member of any of the Committees or an employee of the association;
- (d) have the power to call for the production of all books, papers, accounts and documents relating to the affairs of the association and be entitled to require proper explanations thereof by the officers and employees of the association; and
- (e) be eligible for re-election from year to year.

32 Ownership of Property

- (a) The property of the association shall, subject to the liabilities thereof and to Rule 35, belong to the members for the time being.
- (b) No member shall by reason of membership have any transmissible or assignable interests by operation of law or otherwise in any of the property of the association. On the resignation or expulsion of any member all the interest of that person in the property of the association shall survive, accrue and belong to all other members for the time being.
- (c) The assets and income of the association shall be applied solely in the furtherance of its Objects and no portion shall be distributed directly or indirectly to its members except as *bona fide* compensation for services rendered or expenses incurred on behalf of the association.

33 Affiliation

The Committee may:

- (a) make application for affiliation with such organisations and associations as the Committee in its absolute discretion from time-to-time deems fit;
- (b) elect a representative or representatives to attend meetings of such organisations and associations aforesaid; or
- (c) invite a representative or representatives from such organisations and associations set out in this Constitution to attend any meetings of the association.

34 Amendment of Constitution

- (a) This Constitution may be altered or amended at any Annual General Meeting or Special General Meeting of the members of the association by special resolution..

- (b) The Notice convening the meeting at which an alteration or amendment is to be considered shall include the wording of the alteration or amendment proposed for the consideration of any Annual or Special General Meeting.

35 Dissolution

The association is not to be carried on for the purpose of profit or gain to the individual members thereof. Accordingly, if upon the winding up or dissolution of the association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the association but shall be given or transferred to some institution or institutions having objects similar to the objects of the association and which shall prohibit the distribution of its or their income and property among its or their members or to a public charitable institution or institutions to be selected by the members of the association by resolution passed at a Special General Meeting.

36 Interpretation of Constitution and By-Laws

The decision of the Committee on the construction or interpretation of this Constitution or any by-laws made thereunder shall be conclusive and binding on all members unless and until the same shall be overruled by an Annual General or Special General Meeting called for that purpose.

37 Circumstances Not Provided For

If any circumstances shall arise as to which this Constitution is silent or is incapable of taking effect or being implemented according to its strict provisions the Committee shall, subject to any direction from time to time given to it by resolution of an Annual General Meeting or Special General Meeting, have power to determine what action may be taken to best give effect to the Objects of the association and

ensure its efficient administration and every act of the Committee bona fide resolved upon pursuant to this Clause shall be as valid and effectual as if specifically authorised herein.

~~~~~ End ~~~~~

*Version history - does not form part of Constitution as such*

*Consolidation as at 10/7/1995*

*Re-set with content unchanged 7/3/2000*

*Amended 31/8/2001 [delete 2 Vice-Presidents and Assistant Secretary]*

*Amended 31/8/2016 – rewrite*

*Amended 17 March 2017 - rewrite*