

**NORTH EAST MELBOURNE ORCHID  
SOCIETY INC.**

**A0027919Z**

**RULES**

**EFFECTIVE AS AT 19 AUGUST 2013**

**1 Name**

The name of the incorporated association is North East Melbourne Orchid Society Inc.

**2 Purposes**

The purposes of NEMOS are to:

- (1) promote amongst Members and the general public an appreciation of orchids and their culture;
- (2) encourage affiliations with orchid societies both within Australia and overseas;
- (3) hold shows and displays;
- (4) foster developmental breeding programs for various orchids; and
- (5) promote the conservation of native Australian orchids in their habitat and to discourage destruction of that habitat.

**3 Financial Year**

The financial year of NEMOS is each period of 12 months ending on 30 June.

**4 Definitions, interpretation and exercise of powers**

- (1) In these Rules:

**Absolute Majority of the Committee** means a majority of the Committee Members holding office and entitled to vote at the relevant time (as distinct from a majority of Committee Members present at a Committee Meeting).

**Act** means the *Associations Incorporation Reform Act 2012 (Vic.)*.

**Adoption Date** means the date the adoption of these Rules by the Members became effective.

**AGM** means an annual general meeting of NEMOS held under rule 30.

**Associate Member** means a Member referred to in rule 14(1).

**Business Day** means a day which is not a Saturday, Sunday or public holiday in Melbourne.

**By-law** means a by-law of NEMOS under rule 79.

**Chairperson** of a General Meeting or Committee Meeting means the person chairing the relevant meeting.

**Committee** means the committee having management of the business of NEMOS.

**Committee Meeting** means a meeting of the Committee held in accordance with these Rules.

**Committee Member** means a member of the Committee elected or appointed under these Rules.

**Disciplinary Appeal Meeting** means a meeting of the Members convened under rule 23(3).

**Disciplinary Meeting** means a meeting of the Committee convened for the purposes of rule 22.

**Disciplinary Subcommittee** means the subcommittee appointed under rule 20.

**Financial Year** means the 12 month period specified in rule 3.

**General Meeting** means a general meeting of the Members convened in accordance with these Rules and includes an AGM, a Special General Meeting and a Disciplinary Appeal Meeting, but excludes a social meeting of Members convened under rule 31(4).

**Life Member** means a person appointed as a life member of NEMOS under rule 10(2).

**Member** means a member of NEMOS, and includes a Life Member.

**Member Entitled to Vote** means a Member who under rule 13(2) is entitled to vote at a General Meeting.

**NEMOS** means North East Melbourne Orchid Society Inc.

**Official** means a Committee Member and such other person as the Committee determines.

**Register of Members** means the register of members maintained under rule 18.

**Registrar** means the Registrar of Incorporated Associations under the Act.

**Relevant Document** means a record or other document, however compiled, recorded or stored, that relates to the incorporation or management of NEMOS and includes:

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records; and
- (d) records and documents relating to transactions, dealings, business or property of NEMOS.

**Special General Meeting** means a special general meeting of NEMOS held under rule 31 or 32.

**Special Resolution** means a resolution that requires not less than  $\frac{3}{4}$  of the Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution.

(2) In these Rules:

- (a) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (b) Unless the contrary intention appears, in these Rules:
  - (i) words importing the singular include the plural and vice versa;
  - (ii) words importing a gender include every other gender;
  - (iii) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);

- (iv) a reference to a person includes that person's successors and legal personal representatives;
  - (v) a reference to a statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, whether passed by the same or another government agency with legal power to do so, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and
  - (vi) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- (c) Headings and bold type are for convenience only and do not affect interpretation.
  - (d) Specifying anything in these Rules after the words 'including', 'includes' or 'for example' or similar expressions does not limit what else is included unless there is express wording to the contrary.
- (3) Exercise of powers
- (a) Where these Rules provide that a person or body may do a particular act or thing and the word 'may' is used, the act or thing may be done at the absolute discretion of the person or body.
  - (b) Where these Rules confer a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power:
    - (i) exercisable in the like manner and subject to the like conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing; and
    - (ii) to do the act or thing from time to time.
  - (c) Where these Rules confer a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to some only of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.
  - (d) Where these Rules confer a power to make appointments to any office or position other than Committee Member, the power is, unless the contrary intention appears, to be taken to include a power:
    - (i) to appoint a person to act in the office or position until a person is appointed to the office or position;
    - (ii) subject to any contract between NEMOS and the relevant person and any applicable industrial law, to remove or suspend any person appointed, with or without cause; and
    - (iii) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.
  - (e) Where these Rules confer a power or impose a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.

- (f) Where these Rules confer a power or impose a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (g) Where these Rules confer power on a person or body to delegate a function or power:
  - (i) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;
  - (ii) the delegation may be either general or limited in any manner provided in the terms of delegation;
  - (iii) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position;
  - (iv) the delegation may include the power to delegate;
  - (v) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and
  - (vi) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

## PART 2 – POWERS

### 5 Powers

- (1) Subject to the Act, NEMOS has power to do all things necessary, incidental or conducive to achieve its purposes.
- (2) Without limiting rule 5(1), NEMOS may:
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf; and
  - (g) enter into any other contract it considers necessary or desirable.
- (3) NEMOS may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### 6 Not-for-profit organisation

- (1) NEMOS must not distribute any surplus income or assets by way of dividend, bonus, or other profit distribution, directly or indirectly to its Members.

- (2) Rule 6(1) does not prevent NEMOS from paying a Member:
- (a) reimbursement for expenses properly incurred by the Member as a Member or as a Committee Member;
  - (b) for goods or services provided to NEMOS by the Member as a Member or as a Committee Member; or
  - (c) a sum under rule 82,
- provided this is done in good faith and on terms no more favourable than if the Member was not a Member or a Committee Member.

## **PART 3 – MEMBERS**

### **7 Minimum number of Members**

NEMOS must have at least 5 Members.

### **8 Who is eligible to be a Member**

Any person who supports the purposes of NEMOS is eligible for membership.

### **9 Application for membership**

- (1) To apply to become a Member, a person must submit a written application to NEMOS stating that the person:
  - (a) wishes to become a Member;
  - (b) supports the purposes of NEMOS; and
  - (c) agrees to comply with the Rules.
- (2) The application must be:
  - (a) signed by the applicant; and
  - (b) accompanied by any applicable joining fee.
- (3) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (4) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (5) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (6) No reason need be given for the rejection of an application.

### **10 Life Members**

- (1) A Member who, in the opinion of the Committee, has provided conspicuous and valuable services to NEMOS is eligible for consideration for appointment as a Life Member.
- (2) A Member who is eligible under rule 10(1) may be appointed as a life member of NEMOS by resolution at a General Meeting.
- (3) A Life Member:
  - (a) enjoys all the rights and privileges of membership; and

- (b) is exempt from any annual subscription but has all of the other obligations and duties of membership.

## **11 New membership**

- (1) If an application for membership is approved by the Committee:
  - (a) the resolution to accept the membership must be recorded in the minutes of the relevant Committee Meeting; and
  - (b) the Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the Register of Members.
- (2) A person becomes a Member and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which the:
  - (a) Committee approves the person's membership;
  - (b) person pays any applicable joining fee and annual subscription; and
  - (c) Member is entered in the Register of Members under rule 11(1)(b).

## **12 Annual subscription and joining fee**

- (1) The Committee must determine:
  - (a) the amount of the annual subscription (if any) for the following Financial Year; and
  - (b) the date for payment of the annual subscription.
- (2) The Committee may determine that a lower annual subscription is payable by Associate Members.
- (3) The Committee may determine that any new Member who joins after the start of a Financial Year must, for that Financial Year, pay a subscription equal to:
  - (a) the full annual subscription;
  - (b) a pro rata annual subscription based on the remaining part of the Financial Year; or
  - (c) a fixed amount, depending upon when the application is approved, determined from time to time by the Committee.
- (4) The rights of a Member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the annual subscription is paid.
- (5) The Committee must determine the joining fee (if any) from time to time, which at the Adoption Date is nil.

## **13 General rights of Members**

- (1) Subject to these Rules, a Member has the right to:
  - (a) receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these Rules;
  - (b) submit items of business for consideration at a General Meeting under rule 30(6);
  - (c) attend and be heard at General Meetings;
  - (d) vote at a General Meeting;

- (e) have access to the minutes of General Meetings and other documents of NEMOS as provided under rule 75; and
  - (f) inspect the Register of Members.
- (2) A Member is a Member Entitled to Vote if:
- (a) the Member is a Member other than an Associate Member;
  - (b) more than 30 Business Days have passed since he or she became a Member; and
  - (c) the Member's membership rights are not suspended for any reason.

#### **14 Associate Members**

- (1) Associate Members of NEMOS are any category of Member as determined as such by special resolution at a General Meeting.
- (2) An Associate Member may not vote but may have other rights as determined by the Committee from time to time.

#### **15 Rights not transferable**

The rights of a Member are not transferable and end when membership ceases.

#### **16 Ceasing membership**

- (1) The membership of a Member ceases on the:
  - (a) Member giving notice of resignation to NEMOS under rule 17(1), or being taken to have resigned under rule 17(2);
  - (b) Member being expelled under these Rules;
  - (c) death of the Member; or
  - (d) Member becoming, in the reasonable opinion of the Committee, uncontactable, and the Committee, as a consequence, resolving to terminate the Member's membership.
- (2) If a person ceases to be a Member, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the Register of Members, and the cessation takes effect from the time that entry is made.

#### **17 Resigning as a Member**

- (1) A Member may resign by notice in writing given to NEMOS.
- (2) A Member is taken to have resigned if:
  - (a) the Member's annual subscription is more than 3 months in arrears; or
  - (b) where no annual subscription is payable:
    - (i) the Secretary has sent a written request to the Member to confirm that he or she wishes to remain a Member; and
    - (ii) the Member has not, within 2 months after that request is sent, confirmed in writing that he or she wishes to remain a Member.



## **18 Register of Members**

- (1) The Secretary must keep and maintain a register of members that includes:
  - (a) for each current Member:
    - (i) the Member's name;
    - (ii) the address for notice last given by the Member;
    - (iii) the date of becoming a Member;
    - (iv) if the Member is an Associate Member, a note to that effect;
    - (v) any other information determined by the Committee; and
  - (b) for each former Member, the date of ceasing to be a Member.
- (2) Any Member may, at a reasonable time and free of charge, inspect the Register of Members.

## **19 Grounds for taking disciplinary action**

NEMOS may take disciplinary action against a Member in accordance with these Rules if the Committee determines that the Member:

- (a) has failed to comply with these Rules;
- (b) refuses to support the purposes of NEMOS; or
- (c) has engaged in conduct prejudicial to NEMOS.

## **20 Disciplinary Subcommittee**

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Committee must appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (2) A member of the Disciplinary Subcommittee:
  - (a) may be a Committee Member, Member or anyone else; but
  - (b) must not be biased against, or in favour of, the Member concerned.

## **21 Notice to Member**

- (1) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
  - (a) stating that NEMOS proposes to take disciplinary action against the Member;
  - (b) stating the grounds for the proposed disciplinary action;
  - (c) specifying the date, place and time of the Disciplinary Meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action;
  - (d) advising the Member that he or she may do 1 or both of the following:
    - (i) attend the Disciplinary Meeting and address the Disciplinary Subcommittee at that meeting;
    - (ii) give a written statement to the Disciplinary Subcommittee at any time before the Disciplinary Meeting; and
  - (e) setting out the Member's appeal rights under rule 23.

- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

## **22 Decision of Disciplinary Subcommittee**

- (1) At the Disciplinary Meeting, the Disciplinary Subcommittee must:
  - (a) give the Member an opportunity to be heard; and
  - (b) consider any written statement submitted by the Member.
- (2) After complying with rule 22(1), the Disciplinary Subcommittee may:
  - (a) take no further action against the Member; or
  - (b) subject to rule 22(3):
    - (i) reprimand the Member; or
    - (ii) suspend the membership rights of the Member for a specified period; or
    - (iii) expel the Member from NEMOS.
- (3) The Disciplinary Subcommittee may not fine the Member.
- (4) The suspension of membership rights or the expulsion of a Member by the Disciplinary Subcommittee under rule 22 takes effect immediately after the vote of the Disciplinary Subcommittee is passed, even if the Member appeals the decision under rule 23.

## **23 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from NEMOS under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
  - (a) to the Disciplinary Subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under rule 23(2), a Disciplinary Appeal Meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days after the notice is received.
- (4) Notice of the Disciplinary Appeal Meeting must be given to each Member Entitled to Vote as soon as practicable and must:
  - (a) specify the date, time and place of the meeting; and
  - (b) state:
    - (i) the name of the person against whom the disciplinary action has been taken;
    - (ii) the grounds for taking that action; and
    - (iii) that at the Disciplinary Appeal Meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **24 Conduct of Disciplinary Appeal Meeting**

- (1) At a Disciplinary Appeal Meeting:
  - (a) no business other than the question of the appeal may be conducted;
  - (b) the Committee must state the grounds for suspending or expelling the person and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with rule 24(1), each Member Entitled to Vote at the Disciplinary Appeal Meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A Member may not vote by proxy at a Disciplinary Appeal Meeting.
- (4) The decision is upheld if not less than  $\frac{1}{2}$  of the Members voting at the Disciplinary Appeal Meeting vote in favour of the Disciplinary Subcommittee's decision.
- (5) If the decision is not upheld – the person's suspension is automatically lifted or the person is immediately reinstated as a Member, as the case may be, and the Secretary must make any necessary change to the Register of Members.

## **25 Grievance procedure**

- (1) The grievance procedure set out in rules 25-29 applies to disputes under these Rules between:
  - (a) a Member and another Member;
  - (b) a Member and the Committee; and
  - (c) a Member and NEMOS.
- (2) A Member must not initiate a grievance procedure in relation to a matter that is the subject of disciplinary action under these Rules until the disciplinary action has been completed.

## **26 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

## **27 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, a party to the dispute must within 14 days:
  - (a) notify the Committee of the dispute;
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement, if the dispute is between:
    - (i) a Member and another Member – a person appointed by the Committee; or

- (ii) a Member and the Committee or NEMOS – a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a Member or former Member but in any case must not be a person who:
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of, or against, any party.

## **28 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must:
  - (a) give each party every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **29 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

# **PART 4 – GENERAL MEETINGS**

## **30 AGMs**

- (1) The Committee must convene an annual general meeting of NEMOS to be held within 5 months after the end of each Financial Year.
- (2) Despite rule 30(1), NEMOS may hold its 1<sup>st</sup> AGM at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of an AGM.
- (4) The ordinary business of an AGM is:
  - (a) to confirm the minutes of the previous AGM and of any Special General Meeting held since then;
  - (b) to receive and consider:
    - (i) the annual report of the Committee on the activities of NEMOS during the preceding Financial Year; and
    - (ii) the financial statements of NEMOS for the preceding Financial Year submitted by the Committee in accordance with the Act; and
  - (c) to elect the Committee Members.
- (5) The AGM may also conduct any other business of which notice has been given in accordance with these Rules, but no business other than that set out in the notice under rule 33 may be conducted at the AGM.
- (6) A Member who wishes to bring any business before a General Meeting must give written notification of the business to the Secretary, and the Secretary must ensure that business is included in the notice of the next General Meeting scheduled to be held not less than 28 days after the notification is received.

### **31 Special General Meetings and social meetings**

- (1) Any General Meeting, other than an AGM or a Disciplinary Appeal Meeting, is a Special General Meeting.
- (2) The Committee may convene a Special General Meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the Special General Meeting.
- (4) The Committee may convene social meetings of Members, on a monthly basis or otherwise, and any such social meeting is not a General Meeting.

### **32 Special General Meeting held at request of Members**

- (1) The Committee must convene a Special General Meeting if a request to do so is made in accordance with rule 32(2) by at least 10 Members.
- (2) A request for a Special General Meeting must:
  - (a) be in writing;
  - (b) state the business to be considered at the Special General Meeting and any resolutions to be proposed;
  - (c) include the names and signatures of the Members requesting the Special General Meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a Special General Meeting within 2 months after the date on which the request is given to the Secretary, the Members making the request (or any of them) may convene the Special General Meeting.
- (4) A Special General Meeting convened by Members under rule 32(3):
  - (a) must be held within 3 months after the date on which the original request was given to the Secretary; and
  - (b) may only consider the business stated in that request.
- (5) NEMOS must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under rule 32(3).

### **33 Notice of General Meetings**

- (1) The Secretary (or, in the case of a Special General Meeting convened under rule 32(3), the Members convening the meeting) must give to each Member of NEMOS at least 21 days' notice of a General Meeting.
- (2) The notice must:
  - (a) specify the date, time and place of the General Meeting;
  - (b) indicate the general nature of each item of business to be considered at the General Meeting;
  - (c) if a Special Resolution is to be proposed:
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a Special Resolution; and
  - (d) comply with rule 34(4).
- (3) This rule 33 does not apply to a Disciplinary Appeal Meeting.

- (4) The non-receipt of notice of a General Meeting or proxy form by, or a failure to give notice of a General Meeting or a proxy form to, any person entitled to receive notice of a General Meeting under this rule 33 does not invalidate any act, matter or thing done or resolution passed at the General Meeting if:
  - (a) the non-receipt or failure occurred by accident or error;
  - (b) in the case of a resolution passed – the non-receipt or failure would not have resulted in the resolution not being passed; or
  - (c) before or after the meeting, the person:
    - (i) has waived or waives notice of that meeting, or attends the General Meeting; or
    - (ii) has notified or notifies NEMOS of the person's agreement to that act, matter, thing or resolution by notice in writing to NEMOS.

### **34 Proxies**

- (1) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General Meeting other than a Disciplinary Appeal Meeting.
- (2) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (3) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit. A proxy must vote in accordance with any such directions given by his or her appointor.
- (4) Notice of a General Meeting given to a Member under rule 33 must:
  - (a) state that the Member may appoint another Member as a proxy for the meeting; and
  - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) To be a valid appointment, a form appointing a proxy (which may be in any usual form or in any form approved by the Committee) must be received by NEMOS (whether given personally, sent by post or electronically) at least 48 hours before the commencement of the meeting.

### **35 Use of technology**

- (1) A Member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members physically present at the meeting to clearly and simultaneously communicate with each other.
- (2) A Member participating in a General Meeting as permitted under rule 35(1) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

### **36 Quorum at General Meetings**

- (1) No business may be conducted at a General Meeting unless a quorum of Members is present.
- (2) The quorum for a General Meeting is the presence (physically, by proxy or as allowed under rule 35) of at least 5 Members Entitled to Vote.

- (3) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
  - (a) in the case of a meeting convened by, or at the request of, Members under rule 32 – the meeting must be dissolved; or
  - (b) in any other case:
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under rule 36(3)(b), the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **37 Adjournment of General Meeting**

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting rule 37(1), the Chairperson may request the consent of Members to adjourn a General Meeting:
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule 37 is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

### **38 Chairperson, voting at a General Meeting & conduct of General Meetings**

- (1) Subject to rule 38(2), the President or, in the President's absence, a Vice-President (determined by their agreement, or in the absence of their agreement, by lot) is to be the Chairperson for any General Meeting.
- (2) If the President and the Vice-Presidents are all absent, or are unable to preside, the Chairperson of the meeting must be a Member elected by the other Members present.
- (3) On any question arising at a General Meeting:
  - (a) subject to rule 38(5), each Member Entitled to Vote has 1 vote;
  - (b) Members may vote personally or by proxy; and
  - (c) except in the case of a Special Resolution, the question must be decided on a majority of votes.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a 2<sup>nd</sup> or casting vote.
- (5) If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.

- (6) Rules 38(3) to (5) do not apply to a vote at a Disciplinary Appeal Meeting conducted under rule 24.
- (7) The procedure to be followed at a General Meeting must be determined from time to time by the Chairperson.
- (8) The order of business must be determined from time to time by the Chairperson.
- (9) The Chairperson may at any time he or she considers it necessary or desirable for the proper and orderly conduct of the meeting:
  - (a) impose a limit on the time that a person may speak on each motion or other item of business and terminate debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote; and
  - (b) subject to these Rules, adopt any procedures for casting or recording votes at the meeting whether on a show of hands or on a poll, including the appointment of scrutineers.
- (10) The Chairperson may take any action he or she considers appropriate for the safety or comfort of persons attending the meeting and the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person (including a Member):
  - (a) in possession of a pictorial recording or sound recording device which in the opinion of the Chairperson may or does cause inconvenience or disruption to the meeting;
  - (b) in possession of a placard or banner;
  - (c) in possession of an article considered by the Chairperson to be dangerous, offensive or liable to cause disruption;
  - (d) who refuses to produce or permit examination of any article or object, or the contents of any article or object, in the person's possession;
  - (e) who behaves or threatens to behave in a dangerous, offensive or disruptive way; or
  - (f) who is not entitled to receive notice of the General Meeting.

The Chairperson may delegate the powers conferred by this rule 38(10) to any person he or she thinks fit.

### **39 Special Resolutions**

A Special Resolution is passed if not less than  $\frac{3}{4}$  of the Members voting at a General Meeting (whether in person or by proxy) vote in favour of the Special Resolution.

### **40 Determining whether resolution carried**

- (1) Subject to rule 40(2), the Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been:
  - (a) carried;
  - (b) carried unanimously;
  - (c) carried by a particular majority; or



- (d) lost,  
and an entry to that effect in the minutes of the meeting is conclusive proof of that fact in the absence of manifest error.
- (2) If a poll (where votes are cast in writing) is demanded by 3 or more Members on any question:
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **41 Minutes of General Meeting**

- (1) The Committee must ensure that minutes are taken and kept of each General Meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote, but should not record other details of the discussion or consideration of the business or resolutions.
- (3) In addition, the minutes of each AGM must include:
  - (a) the financial statements submitted to the Members in accordance with rule 30(4)(b)(ii);
  - (d) the certificate signed by 2 Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of NEMOS; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### **PART 5 – COMMITTEE**

#### **42 Role and powers**

- (1) The business of NEMOS must be managed by or under the direction of the Committee.
- (2) The Committee may exercise all the powers of NEMOS except those powers that these Rules or the Act require to be exercised by General Meetings of NEMOS.
- (3) Without limiting rules 42(1) or (2), the Committee may:
  - (a) appoint and remove staff; and
  - (b) establish subcommittees consisting of Committee Members, Members and any other persons, with terms of reference it considers appropriate.

#### **43 Delegation**

- (1) The Committee may delegate to a Committee Member, a subcommittee, staff or any other person, any of its powers and functions other than a duty imposed on the Committee by the Act or by any other law.

- (2) A delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

#### **44 Composition of Committee**

The Committee consists of:

- (a) a President;
- (b) 2 Vice-Presidents;
- (c) a Secretary;
- (d) a Treasurer; and
- (e) up to 6 ordinary Committee Members elected under rule 53.

#### **45 General duties**

- (1) Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.
- (2) Committee Members must exercise their powers and discharge their duties:
  - (a) in good faith in the best interests of NEMOS; and
  - (b) for a proper purpose.
- (3) Committee Members and former Committee Members must not make improper use of:
  - (a) their position; or
  - (b) information acquired by virtue of holding their position,so as to gain an advantage for themselves or any other person or to cause detriment to NEMOS.

#### **46 Chairperson**

- (1) Subject to rule 46(2), the President or, in the President's absence, a Vice-President (determined by their agreement, or in the absence of their agreement, by lot) is to be the Chairperson for any Committee Meetings.
- (2) If the President and the Vice-Presidents are all absent, or are unable to preside, the Chairperson of the meeting must be a Committee Member elected by the other Committee Members present.

#### **47 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of NEMOS.
- (2) The Secretary must:
  - (a) maintain the Register of Members in accordance with rule 18;
  - (b) keep custody of the common seal (if any) of NEMOS and, except for the financial records referred to in rule 70(3), all books, securities and other Relevant Documents of NEMOS;
  - (c) subject to the Act and these Rules, provide Members with access to the Register of Members and the minutes of General Meetings; and

- (d) perform any other duty or function imposed on the Secretary by these Rules or given by the Committee.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **48 Treasurer**

- (1) The Treasurer must:
  - (a) receive all moneys paid to or received by NEMOS and, where appropriate, issue receipts for those moneys in the name of NEMOS;
  - (b) ensure that all moneys received are paid into the account of NEMOS promptly; and
  - (c) make any payments authorised by the Committee from NEMOS's funds.
- (2) The Treasurer must:
  - (a) ensure that the financial records of NEMOS are kept in accordance with the Act and rule 70(1);
  - (b) co-ordinate the preparation of the financial statements of NEMOS and their certification by the Committee prior to their submission to the AGM; and
  - (c) comply with rule 70(3).
- (3) The Treasurer must ensure that at least 1 other Committee Member has access to the accounts and financial records of NEMOS.

#### **49 Who is eligible to be a Committee Member**

- (1) A Member is eligible to be nominated and elected or appointed as a Committee Member if at the relevant time the Member:
  - (a) is 18 years or over; and
  - (b) is a Member Entitled to Vote.
- (2) A person may not be elected to the office of President for more than 3 consecutive terms.

#### **50 Positions to be declared vacant**

- (1) This rule applies to:
  - (a) the 1<sup>st</sup> AGM of NEMOS after its incorporation; or
  - (b) any subsequent AGM of NEMOS, after the annual report and financial statements of NEMOS have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

#### **51 Nominations**

- (1) At least 60 days prior to the election of each position, the Committee must call for nominations to fill that position. To be valid, a nomination must comply with rule 51(2) and be received in writing at least 30 days prior to the election of that position.

- (2) An eligible Member may:
  - (a) nominate himself or herself – provided the nomination has been proposed by a Member and seconded by another Member; or
  - (b) with the Member's consent, be nominated by another Member – provided that nomination has been seconded by at least 1 other Member.

## **52 Election of office bearers**

- (1) At the AGM, separate elections must be held for each of the following positions:
  - (a) President;
  - (b) 2 Vice-Presidents;
  - (c) Secretary; and
  - (d) Treasurer.
- (2) If only 1 Member is nominated for the position, the Chairperson of the meeting must declare that Member elected to the position.
- (3) If more than 1 member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.
- (5) A position that is not filled in accordance with rule 52(2) or (3) is deemed to be a casual vacancy and nominations may not be called from the floor of the AGM.
- (6) A person may be elected to more than 1 of the office bearer positions in rule 52(1).

## **53 Election of ordinary members**

- (1) A single election may be held to fill each available ordinary Committee Member position.
- (2) If the number of Members nominated for a position of ordinary Committee Member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those Members elected to the position.
- (3) If the number of Members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.
- (4) A position that is not filled in accordance with rule 53(2) or (3) is deemed to be a casual vacancy and nominations may not be called from the floor of the AGM.

## **54 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a Member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a Member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to:
  - (a) each Member present in person; and
  - (b) each proxy appointed by a Member.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom he or she wishes to vote.
- (7) If the ballot is for more than 1 position:
  - (a) the voter must write on the ballot paper the name of each candidate for whom he or she wishes to vote; and
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with rule 54(7)(b) are invalid and not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as a vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than 1 position, the candidates, who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under rule 54(10) because 2 or more candidates received the same number of votes, the returning officer must:
  - (a) conduct a further election for the position in accordance with rules 54(4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

## **55 Term of office and removal from office**

- (1) Subject to rules 55(3), 55(6) and 56, a Committee Member holds office until the positions on the Committee are declared vacant at the next AGM.
- (2) A Committee Member whose position is declared vacant, provided he or she is otherwise eligible may, subject to rule 49(2), be re-elected.
- (3) A General Meeting may:
  - (a) by Special Resolution remove a Committee Member from office; and
  - (b) elect an eligible Member to fill the vacant position.
- (4) A Committee Member who is the subject of a proposed Special Resolution under rule 55(3)(a) may make representations in writing to the Secretary or President NEMOS(not exceeding a reasonable length, and not containing any defamatory material) and may request that the representations be provided to the Members.
- (5) The Secretary or the President may give a copy of the representations to each Member or, if they are not so given, the Member may require that they be read out at the meeting at which the Special Resolution is to be proposed.
- (6) The Committee may:
  - (a) by Absolute Majority of the Committee remove a Committee Member from office; and
  - (b) appoint an eligible Member to fill the vacant position.
- (7) A Committee Member who is the subject of a proposed resolution under rule 55(6)(a) may make representations in writing to the President NEMOS(not exceeding a reasonable length, and not containing any defamatory material) and

may request that the representations be provided to the other Committee Members.

- (8) The President may give a copy of the representations to each other Committee Member or, if they are not so given, the Committee Member may require that they be read out at the meeting at which the resolution is to be proposed.

## **56 Vacation of office**

- (1) A Committee Member may resign from the Committee by written notice given to NEMOS.
- (2) A person ceases to be a Committee Member if he or she:
  - (a) ceases to be a Member;
  - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with under a law relation to mental health;
  - (c) becomes an insolvent under administration, takes or experiences a step that may lead to him or her becoming bankrupt, becomes unable to pay his or her debts as and when they fall due or makes any arrangement or composition with his or her creditors generally;
  - (d) is convicted on indictment of an offence and the other Committee Members do not within 1 month after that conviction resolve to confirm the person's appointment or election (as the case may be) to the office of Committee Member;
  - (e) fails to attend 3 consecutive Committee Meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
  - (f) otherwise ceases to be a Committee Member by operation of section 78 of the Act.

## **57 Filling casual vacancies**

- (1) The Committee may appoint an eligible Member to fill a position on the Committee that:
  - (a) has become vacant under rule 56; or
  - (b) was not filled by election at the last AGM.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a Member to the position within 14 days after the vacancy arises.
- (3) The Committee may continue to act despite any vacancy in its membership.

## **58 Meetings of Committee**

- (1) The Committee must meet at least 8 times in each year at the dates, times and places determined by the Committee.
- (2) Special committee meetings may be convened by the President or by any 4 Committee Members.
- (3) Members and other persons, when invited by the Committee, may attend a Committee Meeting, but may never vote, and may only speak at the meeting when permitted by the Committee.

## **59 Notice of meetings**

- (1) Notice of each Committee Meeting must be given to each Committee Member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than 1 Committee Meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.

## **60 Urgent meetings**

- (1) In cases of urgency, a Committee Meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- (2) Any resolution made at an urgent meeting must be passed by an Absolute Majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

## **61 Procedure and order of business**

- (1) The procedure to be followed at a meeting of the Committee must be determined by the Chairperson.
- (2) The order of business must be determined by the Chairperson.

## **62 Use of technology**

- (1) A Committee Member who is not physically present at a Committee Meeting may participate in the meeting by the use of technology that allows that Committee Member and the other Committee Members physically present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of these Rules, a Committee Member participating in a Committee Meeting as permitted under rule 62(1) is taken to be present at the meeting and, if the Committee Member votes at the meeting, is taken to have voted in person.

## **63 Quorum**

- (1) No business may be conducted at a Committee Meeting unless a quorum is present.
- (2) The quorum for a Committee Meeting is the presence (in person or as allowed under rule 62) of the greater of:
  - (a) a majority of the Committee Members holding office who are eligible to vote on the specific matter; and
  - (b) 3 Committee Members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting:
  - (a) in the case of a special Committee Meeting – the meeting lapses; or
  - (b) in any other case – the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

## **64 Voting and written resolutions**

- (1) On any question arising at a Committee Meeting, each Committee Member present at the meeting has 1 vote.
- (2) A motion is carried if a majority of Committee Members present at the meeting and entitled to vote, vote in favour of the motion.
- (3) Rule 64(2) does not apply to any motion or question which is required by these Rules to be passed by an Absolute Majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a 2<sup>nd</sup> or casting vote.
- (5) A Committee Member may attend and vote by proxy at a meeting of the Committee if the proxy is another Committee Member, and has been appointed by writing by the appointor.
- (6) An appointment of a proxy for a Committee Member may be general or for any particular meeting or meetings.
- (7) If:
  - (i) all of the Committee Members have received reasonable notice of a proposed act, matter, thing or resolution; and
  - (ii) such number of Committee Members who are eligible to consider the act, matter, thing or resolution and who together are sufficient to constitute a quorum (or in the case of a motion or question which is required by these Rules to be passed by an Absolute Majority of the Committee, constitute an Absolute majority of the Committee), assent to a document containing a statement to the effect that the act, matter or thing has been done or resolution has been passed,then that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Committee.
- (8) For the purposes of rule 64(7):
  - (i) the meeting is to be taken as having been held on the day on which, and at the time at which, the document was last assented to by 1 of those constituting that quorum;
  - (ii) 2 or more separate documents in identical terms each of which is assented to by 1 or more of the relevant Committee Members are to be taken as constituting 1 document; and
  - (iii) a Committee Member may signify assent to a document by signing the document or by notifying NEMOS of the Committee Member's assent in person or by post, or by telephone, fax or other electronic means.
- (8) Where a Committee Member signifies assent to a document otherwise than by signing the document, the Committee Member must by way of confirmation sign the document at the next meeting of the Committee attended by that Committee Member, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

## **65 Conflict of interest**

- (1) A Committee Member who has a material personal interest in a matter being considered at a Committee Meeting must disclose the nature and extent of that interest to the Committee.



- (2) The member must not:
  - (a) be present while the matter is being considered at the meeting; and
  - (b) vote on the matter.
- (3) This rule 65 does not apply to a material personal interest:
  - (a) that exists only because the member belongs to a class of persons for whose benefit NEMOS is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the Members.

## **66 Minutes of Committee Meeting**

- (1) The Committee must ensure that minutes are taken and kept of each Committee Meeting.
- (2) The minutes must record the following:
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting, but should not record other details of the discussion or consideration of the business or resolutions;
  - (c) any resolution on which a vote is taken and the result of the vote; and
  - (d) any material personal interest disclosed under rule 65.

## **67 Leave of absence**

- (1) The Committee may grant a Committee Member leave of absence from Committee Meetings for a period not exceeding 6 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not practicable for the Committee Member to seek the leave in advance.

## **PART 6 – FINANCIAL MATTERS**

### **68 Source of funds**

The funds of NEMOS may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

### **69 Management of funds**

- (1) NEMOS must maintain 1 or more accounts with a financial institution from which expenditure of NEMOS is made and into which NEMOS' revenue is deposited.
- (2) The Committee may approve expenditure on behalf of NEMOS.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of NEMOS (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Committee Members authorised by the Committee for that purpose.
- (5) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

- (6) Committee Members are not entitled to be paid in that capacity, but at the discretion of the Committee, a member of the Committee is entitled to be paid or reimbursed all reasonable expenses properly incurred by that Committee Member in connection with the affairs of NEMOS.

## **70 Financial records**

- (1) NEMOS must keep financial records that:
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) NEMOS must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control:
  - (a) the financial records for the current Financial Year; and
  - (b) any other financial records as determined by the Committee.

## **71 Financial statements**

- (1) For each Financial Year, the Committee must ensure that the requirements under the Act relating to the financial statements of NEMOS are met.
- (2) Without limiting rule 71(1), those requirements include:
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the AGM; and
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7 – GENERAL MATTERS**

## **72 Common seal**

- (1) NEMOS may have a common seal.
- (2) If NEMOS has a common seal:
  - (a) the name and registration number of NEMOS must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of 2 Committee Members; and
  - (c) the common seal must be kept in the custody of the Secretary.

## **73 Registered address**

The registered address of NEMOS is:

- (a) the address determined from time to time by resolution of the Committee; or

- (b) if the Committee has not determined an address to be the registered address – the postal address of the Secretary.

#### **74 Notice requirements**

- (1) Any notice required to be given to a Member or a Committee Member under these Rules may be given:
  - (a) by handing the notice to the person personally;
  - (b) by sending it by prepaid post to the person at the address recorded for the person in the Register of Members;
  - (c) by fax transmission to a number notified by the person to NEMOS for that purpose; or
  - (d) by email transmission to an address notified by the person to NEMOS for that purpose.
- (2) Rule 74(1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to NEMOS or the Committee may be given:
  - (a) by handing the notice to a Committee Member;
  - (b) by sending the notice by post to the registered address of NEMOS; or
  - (c) by leaving the notice at the registered address of NEMOS.
- (4) A notice given under:
  - (a) rule 74(1)(b) is deemed given on the date 3 Business Days after it is posted; or
  - (b) rule 74(1)(c) or (d) is deemed given on the Business Day after it is transmitted.

#### **75 Inspection of books and records**

- (1) Members may on request inspect free of charge:
  - (a) the Register of Members;
  - (b) the minutes of General Meetings; and
  - (c) subject to rule 75(2), the financial records, books, securities and any other Relevant Document of NEMOS, including minutes of Committee Meetings.
- (2) The Committee may refuse to permit a Member to inspect records or documents of NEMOS that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of NEMOS.
- (3) The Committee must on request make copies of these Rules available to Members free of charge.
- (4) A Member may make a copy of any record or document of NEMOS that he or she is entitled to inspect under rules 75(1) and (2), and NEMOS may charge a reasonable fee for provision of a copy of such a record or document.

#### **76 Winding-up and cancellation**

- (1) NEMOS may be wound-up voluntarily by Special Resolution.
- (2) In the event of the winding-up or the cancellation of the incorporation of NEMOS, the surplus assets of NEMOS must not be distributed to any Members or former Members.

- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to:
  - (a) a body that has similar purposes to NEMOS and which is not carried on for the profit or gain of its individual members; or
  - (b) the Australian Orchid Foundation provided at the relevant time the Australian Orchid Foundation is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by Special Resolution.

## **77 Alteration of these Rules**

These Rules may only be altered by Special Resolution.

## **78 Implied validity**

An act done by a person acting as a Committee Member or by a Committee Meeting attended by a person acting as a Committee Member is not invalidated by reason only of:

- (a) a defect in the appointment of the person as a Committee Member;
- (b) the person being disqualified to be a Committee Member or having vacated office; or
- (c) the person not being entitled to vote,

if that circumstance was not known by the person or the Committee (as the case may be) when the act was done.

## **79 By-laws**

- (1) The Committee may from time to time, make, amend, add to, rescind or replace by-laws concerning any aspect of the membership, governance, management, operation or activities of NEMOS.
- (2) To the extent of any conflict between these Rules and any By-law, these Rules prevail.
- (3) Any By-law made, and any amendment, addition, rescission or replacement:
  - (a) has effect on and from the date it is made unless otherwise stated in the relevant instrument; and
  - (b) must be promulgated to those affected, but a failure to bring it to the attention of any person does not render it or anything done in accordance with it void, voidable or ineffective.
- (4) Any By-law:
  - (a) is as valid and enforceable as if it was repeated in these Rules; and
  - (b) can be enforced by legal action.

## **80 Submission to jurisdiction**

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of Victoria and the Courts which may hear appeals from that Court.

## **81 Prohibition and enforceability**

- (1) Any provision of, or the application of any provision of, these Rules which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- (2) Any provision of, or the application of any provision of, these Rules which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.

## **82 Insurance premiums**

NEMOS may pay, agree to pay or reimburse another person who has paid, a premium in respect of a contract insuring a person who is or has been an Official against a liability incurred by that person as such an Official, except in circumstances prohibited by law.

## **83 Transitional provisions**

From the Adoption Date:

- (a) the members of NEMOS at that time are Members under these Rules and life members of NEMOS at that time are Life Members under these Rules;
- (b) the president, vice-presidents, secretary, treasurer and other members of the Committee of NEMOS in office at that time hold the positions of President, Vice-President, Secretary, Treasurer and member of the Committee under these Rules respectively; and
- (c) the by-laws of NEMOS have effect as By-laws under these Rules.

## TABLE OF PROVISIONS

<b>PART 1 – PRELIMINARY</b>	<b>2</b>
1 Name	2
2 Purposes	2
3 Financial Year	2
4 Definitions, interpretation and exercise of powers	2
<b>PART 2 – POWERS</b>	<b>5</b>
5 Powers	5
6 Not-for-profit organisation	5
<b>PART 3 – MEMBERS</b>	<b>6</b>
7 Minimum number of Members	6
8 Who is eligible to be a Member	6
9 Application for membership	6
10 Life Members	6
11 New membership	7
12 Annual subscription and joining fee	7
13 General rights of Members	7
14 Associate Members	8
15 Rights not transferable	8
16 Ceasing membership	8
17 Resigning as a Member	8
18 Register of Members	9
19 Grounds for taking disciplinary action	9
20 Disciplinary Subcommittee	9
21 Notice to Member	9
22 Decision of Disciplinary Subcommittee	10
23 Appeal rights	10
24 Conduct of Disciplinary Appeal Meeting	11
25 Grievance procedure	11
26 Parties must attempt to resolve the dispute	11
27 Appointment of mediator	11
28 Mediation process	12
29 Failure to resolve dispute by mediation	12
<b>PART 4 – GENERAL MEETINGS</b>	<b>12</b>
30 AGMs	12
31 Special General Meetings and social meetings	13
32 Special General Meeting held at request of Members	13
33 Notice of General Meetings	13
34 Proxies	14
35 Use of technology	14
36 Quorum at General Meetings	14
37 Adjournment of General Meeting	15
38 Chairperson, voting at a General Meeting & conduct of General Meetings	15
39 Special Resolutions	16
40 Determining whether resolution carried	16
41 Minutes of General Meeting	17
<b>PART 5 – COMMITTEE</b>	<b>17</b>
42 Role and powers	17
43 Delegation	17
44 Composition of Committee	18
45 General duties	18
46 Chairperson	18
47 Secretary	18
48 Treasurer	19
49 Who is eligible to be a Committee Member	19

50	Positions to be declared vacant	19
51	Nominations	19
52	Election of office bearers	20
53	Election of ordinary members	20
54	Ballot	20
55	Term of office and removal from office	21
56	Vacation of office	22
57	Filling casual vacancies	22
58	Meetings of Committee	22
59	Notice of meetings	23
60	Urgent meetings	23
61	Procedure and order of business	23
62	Use of technology	23
63	Quorum	23
64	Voting and written resolutions	24
65	Conflict of interest	24
66	Minutes of Committee Meeting	25
67	Leave of absence	25
<b>PART 6 – FINANCIAL MATTERS</b>		<b>25</b>
68	Source of funds	25
69	Management of funds	25
70	Financial records	26
71	Financial statements	26
<b>PART 7 – GENERAL MATTERS</b>		<b>26</b>
72	Common seal	26
73	Registered address	26
74	Notice requirements	27
75	Inspection of books and records	27
76	Winding-up and cancellation	27
77	Alteration of these Rules	28
78	Implied validity	28
79	By-laws	28
80	Submission to jurisdiction	28
81	Prohibition and enforceability	29
82	Insurance premiums	29
83	Transitional provisions	29
<b>TABLE OF PROVISIONS</b>		<b>30</b>