

AUSTRALIAN ASSOCIATION OF GERONTOLOGY INC

RULES

Passed by Special Resolution at Annual
General Meeting on 10 November 2005

AUSTRALIAN ASSOCIATION OF GERONTOLOGY INC

RULES

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PART I - PRELIMINARY

1. INTERPRETATION

1.1 In these rules, unless a contrary intention appears:

'**Act**' means the *Associations Incorporation Act 1991*;

'**Council**' means the Council established under these rules to manage the affairs of the association, which Council constitutes the committee for the purposes of the Act;

'**financial year**' means the year ending on 30 June;

'**member**' means a member, however described, of the association;

'**ordinary Council member**' means a member of the Council who is not an office-bearer of the association as referred to in rule 17.1(a);

'**regulations**' means the *Associations Incorporation Regulations 1991*; and

'**secretary**' means the person holding office under these rules as secretary of the association or, where no such person holds that office, the Public Officer of the association; and

'**special resolution**' means a resolution of the association that is passed:

- (a) at a general meeting of the association, being a meeting of which at least 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members of the association; and
- (b) by at least 75% of the votes of those members of the association entitled to vote on the resolution.

1.2 In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

1.3 The Council will be the sole authority for the interpretation of these rules and of By-laws which the Council is authorised and empowered to make. The decision of the Council upon any question of interpretation or of any matter affecting the association and not provided for by these rules will be final and conclusive.

2. APPLICATION OF MODEL RULES

2.1 For the purposes of section 32 of the Act, these rules are rules that comply with section 32 of the Act instead of the model rules prescribed under section 127 of the Act.

PART II – OBJECTS & POWERS

3. NAME

3.1 The name of the association is the "Australian Association of Gerontology".

4. OBJECTS

4.1 The objects for which the association is established are:

- (a) to promote gerontological research and dissemination of information;
- (b) to promote and encourage co-operation between organisations and individuals interested in gerontology;
- (c) to promote, improve and encourage the training to the highest possible level of persons (whether previously qualified or not) in all or any of the fields of gerontology;
- (d) to promote and extend the interests and influence of all or any organisations concerned with gerontology and to represent and speak for all such organisations as requested on any subject related to gerontology; and
- (e) to do all such other things as may seem to the association incidental or conducive to the attainment of the above objects or any of them.

5. POWERS

5.1 For the purpose of carrying out its object, the association:

- (a) will have all the powers conferred by the Act;
- (b) without limiting rule 5.1(a), will have power to give any indemnity and, if the association thinks fit, to give security for any such indemnity over all or any part of the assets of the association; and
- (c) may do all other things that may be incidental or conducive to attaining those objects.

5.2 Without limiting rule 5.1(a), the association shall have power to do all things which in the opinion of the association shall be necessary or desirable for the attainment of any one or more of the objects of the association and in particular shall have the power to do all or any of the following things:

- (a) to employ such servants or agents or other assistance upon such terms and conditions as to remuneration or otherwise as the association may think proper;
- (b) to purchase or hire such accommodation furniture fittings and equipment for carrying out any one or more of the objects of the association as the association may think fit;
- (c) to accept and raise money for the purpose of the association and for that purpose to conduct such appeals on such conditions in such manner as it may think fit;

- (d) to use the moneys of the association or any portion thereof for the purpose of carrying out the objects of the association in such manner as the association may think fit;
- (e) to cause to be paid from the moneys of the association all expenses of and incidental to the affairs of the association;
- (f) to adopt such means of making known the activities of the association whether by publicity and/or educational activities in connection with its objects as the association may think fit;
- (g) to borrow such moneys upon such terms and conditions (including the payment of interest) as the association may think fit;
- (h) to cause the moneys of the association to be placed on deposit and invested from time to time in such manner as may be authorised by the laws of the Commonwealth of Australia or any of the States thereof for the time being for the investment of trust funds;
- (i) to register the association under any appropriate law of the Commonwealth of Australia or of any of the States thereof;
- (j) to authorise any person or persons on its behalf to sign and execute letters documents and writings of all descriptions including inter alia the signing and endorsing of cheques pay-in slips withdrawal forms and other documents relating to finance and generally represent the association;
- (k) to establish a Scientific Research Fund account to be named "The RM Gibson Scientific Research Fund in Gerontology":
 - (i) The RM Gibson Scientific Research Fund account to be used exclusively for medical research purposes, and all gifts upon which tax deductions are claimed must be paid into that account;
 - (ii) the Fund to be administered by a research committee of not less than five members, four of whom shall be suitably qualified for assessing medical research, and all of whom must be approved by the Secretary, Department of Health and Ageing;
 - (iii) changes in the membership of the research committee to be subject to the approval of the Secretary, Department of Health and Ageing;
 - (iv) in the event of the organisation being wound up, or upon it ceasing to carry out research activities, any surplus remaining in the research fund shall be transferred to another research fund or organisation which has been approved by the Commissioner of Taxation for the purposes of any of the subparagraphs of section 78(1)(a) of the Income Tax Assessment Act; and
 - (v) the results of research financed from the research fund shall be freely available and, wherever possible, published in the scientific press.

PART III - MEMBERSHIP

6. MEMBERSHIP QUALIFICATIONS

A person is qualified to be a member if:

- (a) the person is a person referred to in section 21(2)(a) or (b) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or
- (b) the person:
 - (i) nominates for membership in accordance with rule 7.1; and
 - (ii) has been approved for membership of the association by the Council of the association.
- (c) The following shall be eligible to apply for membership:
 - (i) individual persons interested in any aspects of gerontology; and
 - (ii) organisations and companies which are interested in or connected with any one or more of such aspects of gerontology.

6.2 Where an organisation becomes a member:

- (a) it will nominate a person to represent it in the association, and that person will be deemed to have authority to speak for, and do all things on behalf of, that organisation; and
- (b) the nomination of that person must be in writing addressed to the association, and signed by an officer of the organisation.

7. NOMINATION FOR MEMBERSHIP

- 7.1 A person may nominate for membership of the association by lodging an application in the form set out in appendix 1 to these rules with the secretary of the association. The sum payable under these rules as the entrance fee and the first year's annual subscription is to accompany the application, and that amount will be promptly refunded to the applicant if the nomination is rejected.
- 7.2 After receiving a nomination for membership, the secretary shall notify the nominee that their application will be formally submitted to Council at the next quarterly review of applications. The Council shall determine whether to approve or to reject the nomination. In the intervening period the nominee will be entitled to receive all the benefits of membership.
- 7.3 Where the Council determines to approve a nomination for membership, the secretary shall as soon as practicable after that determination, notify the nominee of that approval.
- 7.4 The secretary shall, subject to rule 7.2, enter the nominee's name in the register of members and, upon the name being so entered, the nominee shall become a member of the association.

7.5 A special honour, that of Life Member, may be awarded by Council on the following grounds:

- (a) for outstanding service to the association;
- (b) to visiting dignitaries for an outstanding contribution to the association; and
- (c) to persons who have made an outstanding contribution to gerontology whether in Australia or abroad.

This category of members should not exceed one percent of the total membership at any time.

8. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

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

9. CESSATION OF MEMBERSHIP

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

- (a) dies or, in the case of a body corporate, is wound up;
- (b) resigns from membership of the association;
- (c) suffers from mental incapacity requiring them to be dealt with under mental health legislation;
- (d) is expelled from the association; or
- (e) fails to renew membership of the association within three months of the date of any renewal notice sent to that person by the association, or such other period as determined by the Council.

10. RESIGNATION OF MEMBERSHIP

10.1 A member is not entitled to resign from membership of the association except in accordance with this rule.

10.2 A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (being not less than one month or, if the Council has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

10.3 Where a person ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

11. FEE, SUBSCRIPTIONS, ETC

- 11.1 The entrance fee to the association is \$1.00, or if any other amount has been determined by resolution of the Council, such other amount.
- 11.2 The annual membership fee of the association is \$2.00, or if any other amount has been determined by resolution of the Council, that other amount.
- 11.3 The annual membership fee is payable:
- (a) except as provided by rule 11.3(b), before 1 July in any calendar year; or
 - (b) where a person becomes a member on or after 1 July in any calendar year, before 1 July in each succeeding calendar year.

12. MEMBERS' LIABILITIES

The liability of a member to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount (if any) unpaid by the member in respect of membership of the association, for that current year, as required by rule 11.

13. DISCIPLINING OF MEMBERS

- 13.1 Where the Council is of the opinion that a member:
- (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association,
- the Council may, by resolution:
- (c) expel the member from the association; or
 - (d) suspend the member from such rights and privileges of membership of the association as the Council may determine for a specified period.
- 13.2 A resolution of the Council under rule 13.1 is of no effect unless the Council, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under rule 13.3, confirms the resolution in accordance with this rule.
- 13.3 Where the Council passes a resolution under rule 13.1, the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting out the resolution of the Council and the grounds on which it is based;
 - (b) stating that the member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:

- (i) attend and speak at that meeting;
- (ii) submit to the Council at or prior to the date of that meeting written representations relating to the resolution.

13.4 Subject to section 50 of the Act, at a meeting of the Council mentioned in rule 13.2, the Council shall:

- (a) give to the member mentioned in rule 13.1 an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the Council by that member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution of the Council made under rule 13.1.

13.5 Where the Council confirms a resolution under rule 13.4, the secretary shall, within seven days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 14.

13.6 A resolution confirmed by the Council under rule 13.4 does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution in accordance with rule 14.4.

14. RIGHT OF APPEAL OF DISCIPLINED MEMBER

14.1 A member may appeal to the association in general meeting against a resolution of the Council which is confirmed under rule 13.4, within seven days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

14.2 Upon receipt of a notice under rule 14.1, the secretary shall notify the Council which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.

14.3 Subject to section 50 of the Act, at a general meeting of the association convened under rule 14.2:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Council and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
- (c) the members present shall vote by secret ballot on the question of whether the resolution made under rule 13.4 should be confirmed or revoked.

14.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 13.4, that resolution is confirmed.

PART IV - THE COUNCIL

15. POWERS OF THE COUNCIL

The Council, subject to the Act, the Regulations, these rules, and to any resolution passed by the association in general meeting:

- (a) shall control and manage the affairs of the association;
- (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- (c) has the power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the association.

16. ESTABLISHMENT OF DIVISIONS

Council may from time to time establish in any State or Territory a Division for a State or Territory or Chapter within a Division, and the committee of any such Division or Chapter may exercise the powers, authorities and discretions within such State or Territory as the Council may delegate.

17. CONSTITUTION AND MEMBERSHIP

17.1 The Council shall consist of:

- (a) the office-bearers of the association; and
- (b) eleven ordinary members of the association, including one representative from each State and Territory Division;

each of whom shall be elected pursuant to rule 18 or appointed in accordance with rule 17.4 or 17.5.

17.2 The office-bearers of the association shall be:

- (a) the President;
- (b) the President-Elect;
- (c) the immediate Past President;
- (d) the Treasurer; and
- (e) the Secretary.

17.3 Each member of the Council shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

- 17.4 The Council will be constituted annually at the annual general meeting and will continue in office until the conclusion of the next succeeding annual general meeting. State or Territory representatives on Council, who are appointed annually at their own Divisional annual general meetings, will likewise take up their position on the Council following the AAG National annual general meeting.
- 17.5 In the event of a vacancy in the membership of the Council, the Council may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

18. ELECTION OF COUNCIL MEMBERS

- 18.1 Nomination of candidates for election as office-bearers of the association or as ordinary Council members:
- (a) shall be made in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) shall be delivered to the secretary of the association not less than four weeks before the date fixed for the annual general meeting at which the election is to take place.
- 18.2 Elected Councillors will hold office for a three year term on a rotating basis, with two retiring each year.
- 18.3 The Council will elect from its members a President and President-Elect, who will serve not more than three years.
- 18.4 Council will appoint a Secretary and a Treasurer for a period of three years or for any other agreed period, who will be additional full members of Council.
- 18.5 In the event of a Divisional representative being elected as President or President-Elect, he/she will cease to be a Divisional representative, and a replacement representative will be appointed by that Division.
- 18.6 If a replacement representative(s) is appointed under rule 18.5, then the Council may be increased accordingly.
- 18.7 In the event that any vacancy is not filled at an annual general meeting, the Council will have the right to appoint a person who shall be deemed to hold this office until the following annual general meeting.
- 18.8 The Executive of the Council will consist of the President, President-Elect, Immediate Past President, Secretary, and Treasurer.
- 18.9 There will be a Public Officer as required by section 57 of the *Associations Incorporation Act 1991*, who will be appointed by the Council.
- 18.10 If insufficient further nominations are received, any vacant positions remaining on the Council shall be deemed to be vacancies.
- 18.11 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.

18.12 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

18.13 The ballot for the election of office-bearers and ordinary Council members shall be conducted at the annual general meeting in such manner as the Council may direct.

18.14 A person is not eligible to simultaneously hold more than one position on the Council.

19. SECRETARY

19.1 The Secretary of the association shall, as soon as practicable after being appointed secretary, notify the association of his or her address.

19.2 The Secretary shall keep minutes of:

- (a) all elections and appointments of office-bearers and ordinary Council members;
- (b) the names of members of the Council present at a Council meeting or a general meeting; and
- (c) all proceedings at Council meetings and general meetings.

19.3 Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

20. TREASURER

20.1 The Treasurer of the association shall:

- (a) collect and receive all moneys due to the association and make payments authorised by the association; and
- (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

21. VACANCIES

21.1 For the purposes of these rules, a vacancy in the office of a member of the Council occurs if the member:

- (a) dies;
- (b) ceases to be a member of the association;
- (c) resigns from office;
- (d) is removed from office pursuant to rule 22;
- (e) becomes an insolvent under administration within the meaning of the *Corporations Act 2001*;
- (f) suffers from mental or physical incapacity;
- (g) is disqualified from office under subsection 63(1) of the Act; or

(h) is absent without leave from three consecutive meetings of the Council.

21.2 The Council shall have the power to fill casual vacancies occurring among the members of the Council.

22. REMOVAL OF COUNCIL MEMBERS

The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the Council from the office of member of the Council before the expiration of the member's term of office.

23. COUNCIL MEETINGS AND QUORUM

23.1 The Council shall meet at least two times in each calendar year at such place and time as the Council may determine, or on the written request of at least three Council members.

23.2 Oral or written notice of a meeting of the Council shall be given by the secretary to each member of the Council at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Council) before the time appointed for the holding of the meeting.

23.3 Notice of a meeting given under rule 23.2 shall specify the general nature of the business to be transacted at the meeting, and no business other than that business shall be transacted at the meeting, except business which the Council members present at the meeting unanimously agree to treat as urgent business.

23.4 Any eight members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.

23.5 No business shall be transacted by the Council unless a quorum is present and if, within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the day in the following week.

23.6 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

23.7 At meetings of the Council:

- (a) the President or in the absence of the President, the President-Elect shall preside; or
- (b) if the President and the President-Elect are absent, one of the remaining members of the Council may be chosen by the members present to preside.

23.8 Voting at Council meetings will be personally, and a simple majority will prevail. In the event of a tie, the Chairman of the meeting will have the second and casting vote.

23.9 A resolution in writing signed by all representatives comprising the Council for the time being will have the same effect as if it had been passed at a meeting of the Council duly called and constituted. Any such resolution will be tabled at the next meeting of the Council and recorded in the Minutes of that meeting.

23.10 A Council meeting may be held by the members of the Council communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. The Council members need not be physically

present in the same place for a Council meeting to be held. A Council member who participates in a meeting held in accordance with this rule 23.10 is taken to be present and entitled to vote at the meeting.

24. DELEGATION BY COUNCIL TO SUB-COMMITTEE

- 24.1 The Council may, by instrument in writing, delegate to one or more sub-committee (consisting of such member or members of the association as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function which is a function imposed on the Council by the Act, by any other law of the Territory, or by resolution of the association in general meeting.
- 24.2 A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 24.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 24.4 Notwithstanding any delegation under this rule, the Council may continue to exercise any function delegated.
- 24.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had done or suffered by the Council.
- 24.6 The Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 24.7 A sub-committee may meet and adjourn as it thinks proper.

25. VOTING AND DECISIONS

- 25.1 Questions arising at the meeting of the Council or of any sub-committee appointed by the Council shall be determined by a majority of the votes of members of the Council or sub-committee present at the meeting.
- 25.2 Each member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 25.3 Subject to rule 23.4, the Council may act notwithstanding any vacancy on the Council.
- 25.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a sub-committee appointed by the Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-committee.

26. OFFICERS

26.1 The Council will have the power to appoint staff for the association upon such conditions and remuneration as it thinks fit.

27. PATRONS

27.1 The association may invite such persons as it thinks proper to become patrons. Such patrons will enjoy the rights and privileges of financial membership for the term of their appointment.

PART V - GENERAL MEETINGS

28. ANNUAL GENERAL MEETINGS - HOLDING OF

28.1 The association shall, at least once in each calendar year and within the period of five months after the expiration of each financial year of the association, convene an annual general meeting of its members.

28.2 Rule 28.1 has effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

29. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

29.1 The annual general meeting of the association shall, subject to the Act, be convened on such date and at such place and time as the Council thinks fit.

29.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:

- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- (b) to receive from the Council reports on the activities of the association during the last preceding financial year;
- (c) to elect members of the Council, including office-bearers; and
- (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act.

29.3 An annual general meeting shall be specified as such in the notice convening it in accordance with rule 31.

29.4 An annual general meeting shall be conducted in accordance with the provisions of this rule.

30. GENERAL MEETINGS - CALLING OF

30.1 The Council may, whenever it thinks fit, convene a general meeting of the members of the association.

- 30.2 The Council shall, on the requisition in writing of not less than 5% of the total number of members, convene a general meeting of members of the association.
- 30.3 A requisition of members for a general meeting:
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 30.4 If the Council fails to convene a general meeting within one month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a general meeting to be held not later than three months after that date.
- 30.5 A general meeting convened by a member or members referred to in rule 30.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Council.
- 30.6 Where a general meeting is convened by a member or members referred to in rule 30.4, any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expenses the member incurred because the Council failed to call and arrange to hold the meeting, subject to rule 30.7.
- 30.7 For the avoidance of doubt, no member will be entitled to any reimbursement for their cost of attending a general meeting convened by a member or members referred to in rule 30.4, including travel, accommodation and associated costs.

31. NOTICE

- 31.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent to each member in accordance with rule 47.1, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 31.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in rule 31.1 specifying, in addition to the matter required under that rule, the intention to propose the resolution as a special resolution.
- 31.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 29.2.
- 31.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary, who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

32. GENERAL MEETINGS - PROCEDURE AND QUORUM

- 32.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 32.2 Fifty members present in person, or by proxy, (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting of the association.
- 32.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of the members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 32.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than thirty) shall constitute a quorum.

33. CHAIRMAN

- 33.1 The President or, in the absence of the President, the President-Elect shall preside at each general meeting of the association.
- 33.2 If the President and the President-Elect are absent from a general meeting, the members present shall elect one of their number to preside at the meeting.
- 33.3 The Chairman of the meeting shall have a second or casting vote in the event of a tied vote.

34. ADJOURNMENT

- 34.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 34.2 Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 34.3 Except as provided in rules 34.1 and 34.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35. MAKING OF DECISIONS

- 35.1 A question arising at a general meeting of the association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been

carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 35.2 At a general meeting of the association, a poll may be demanded by the person presiding or by not less than three members present in person or by proxy at the meeting.
- 35.3 Where the poll is demanded at a general meeting, the poll shall be taken:
- (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

36. VOTING

- 36.1 Subject to rule 36.3, upon any question arising at a general meeting of the association, a member has one vote only.
- 36.2 All votes shall be given personally or by proxy but no member may hold more than three proxies.
- 36.3 In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- 36.4 A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

37. APPOINTMENT OF PROXIES

- 37.1 Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 37.2 The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.

PART VI - MISCELLANEOUS

38. FUNDS - SOURCE

- 38.1 The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Act, such other sources as the Council determines.
- 38.2 All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- 38.3 The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

39. FUNDS - MANAGEMENT

- 39.1 Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such a manner as the Council determines.
- 39.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Council or employees of the association, being members of the Council or employees authorised to do so by the Council.

40. ALTERATION OF OBJECTS AND RULES

Neither the objects of the association referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

41. REMUNERATION

- 41.1 The association will be a non-profit making organisation and no portion of the association's moneys or property will be paid or transferred to any member of the association.
- 41.2 Reasonable and proper remuneration may be paid to any officer or servant of the association, or to any member of the Council, in return for services rendered to the association.

42. COMMON SEAL

- 42.1 The common seal of the association shall be kept in the custody of the Public Officer.
- 42.2 The common seal shall not be affixed to any instrument except by the authority of a resolution of the Council and the affixing of the common seal shall be attested by two members of the Council.
- 42.3 The Secretary must keep a record of all documents to which the seal is affixed.

43. DISSOLUTION

- 43.1 Subject to the Act, the association may be dissolved if a resolution is passed at a general meeting of the association, called for the purpose of considering such a resolution, by a 75% majority.
- 43.2 The person proposing such a resolution must submit a copy in writing to the Secretary or other officer of the association and the Council must then convene a meeting of the association, no later than 28 days after the date of receipt.
- 43.3 Prior to dissolution, the Council must arrange the payment of debts and realisation of assets, that will be transferred to such other organisation having objects substantially the same as the objects of the association, as is resolved by a 75% majority, in accordance with rule 48.

44. INDEMNITY

- 44.1 Every member of the Council and every other officer for the time being of the association is indemnified out of the assets of the association against any liability incurred by him or her as an officer of the association in defending any proceedings whether civil or criminal in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by a court in respect of any negligence, default, breach of duty or breach of trust.

45. CUSTODY OF BOOKS

Subject to this Act, the Regulations and these rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

46. INSPECTION OF BOOKS

The records, books and other documents of the association shall be open to inspection at a place in the territory, free of charge, by a member of the association at any reasonable hour.

47. SERVICE OF NOTICES

- 47.1 For the purpose of these rules, a notice, document or other communication required or allowed to be given in accordance with these rules may be served by or on behalf of the association upon any member either personally or by sending it by prepaid post, facsimile transmission, or email to the member at the member's respective address, facsimile number or email address shown in the register of members.
- 47.2 Any notice, document or other communication required or allowed to be given in accordance with these rules shall be deemed to have been received:
- (a) if delivered to the party - when delivered;
 - (b) if sent by prepaid post - two (2) business days after the date of posting;
 - (c) if sent by facsimile - at the time the transmitting facsimile machine records the completion of the transmission; or
 - (d) if sent by email - at the time the transmitting computer records the completion of the transmission.

48. SURPLUS PROPERTY

- 48.1 Prior to the dissolution or winding up of the association, if it has not already done so, the association shall pass a special resolution nominating:
- (a) another association for the purpose of paragraph 92(1)(a) of the Act and having objects substantially the same as the objects of the association; or
 - (b) a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act and having objects substantially the same as the objects of the association;

in which it is to vest its surplus property in the event of its dissolution or winding up.

48.2 An association nominated under rule 48.1(a) must fulfil the requirements specified in subsection 92(2) of the Act.

49. TRANSITIONAL PROVISIONS

49.1 For the purposes of rule 18, the current term of the following Council members will be deemed to expire on the following dates:

Council Member	Date
Prof. GA Tony Broe	November 2006
Dr Laurie Buys	November 2006
Ms Barbara Squires	November 2006
Mr Rob Hankins	November 2007
Mr Chris Shanley	November 2006
Dr Gill Lewin	November 2007
Ms Jill Pretty	November 2007
Prof. Gary Andrews	November 2005
Dr Diane Gibson	November 2005

**APPENDIX 1
APPLICATION FOR MEMBERSHIP OF ASSOCIATION**

AUSTRALIAN ASSOCIATION OF GERONTOLOGY INCORPORATED
(incorporated under the *Associations Incorporation Act 1991*)

I, _____

of _____
(address)

_____ hereby apply to
(occupation)

become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

(signature of applicant)

(date)

Attach credentials (if any) in support of this application together with the entrance fee and the first year's annual subscription in accordance with rule 7.1 (which amount will be promptly refunded if this nomination is rejected).

**APPENDIX 2
FORM OF APPOINTMENT AS PROXY**

I. _____
(full name)

of _____
(address)

being a member of the Australian Association of Gerontology Inc

hereby appoint _____
(full name of proxy)

of _____
(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on the _____ day of _____ 200__ and at any adjournment of that meeting.

** My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

(signature of member appointing proxy)

(date)

(** to be inserted if desired)

NOTE: A proxy vote may not be given to a person who is not a member of the association