

Rules of Friends of Manuka Pool Inc.

Registration No. A05720....

As adopted 25 Sep 2018



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PART I – PRELIMINARY

Objects of the Association

Name

The name of the association shall be Friends of Manuka Pool Incorporated (in these rules called The Friends or the association).

Objects

- Protecting the amenity, ambience and heritage of Manuka Pool, including the main pool building, wading pool and lawns for the benefit of future generations.
- Raising awareness of and protecting the national, historical, heritage, social, community and cultural significance of Manuka Pool and its environs.
- Promoting community engagement in the maintenance, conservation, accessibility and management of the Manuka Pool and environs.
- Supporting effective planning and management for a sustainable Manuka Pool and ensuring the community's continued access to and enjoyment of the pool and associated grounds.
- Encouraging creative and effective planning and management of land surrounding and adjacent to Manuka Pool.
- Maintaining the linkages to heritage in the immediate area including Telopea Park, Manuka Oval, MotherCraft and ANU School of Music.

1. Interpretation

1.1 Except as provided in this section, these rules are to be interpreted by reference to the Legislation Act 2001 and, where necessary, to the Associations Incorporation Act 1991 (ACT).

1.2 In these rules, unless the contrary intention appears:

- 'financial year' means the year ending on 30 June in each year
Rule change 28 Jun 18 (changed from 31 October in each year)
- 'Friends of Manuka Pool' means the organisation established under these rules
- 'member' means a member, however described, of the Friends of Manuka Pool who has paid all fees and has been entered into the register of members according to these rules
- 'objects' means the objects of Friends of Manuka Pool established by these rules
- 'ordinary committee member' means a member of the committee who is not an office-bearer of The Friends as mentioned in rule 13.1
- 'Secretary' means the person holding office under these rules as Secretary of The Friends or, if no such person holds that office, the Public Officer of The Friends
- 'the Act' means the Associations Incorporation Act 1991 (ACT)
- 'The Friends' means the organisation established under these rules
- 'the regulation' means the Associations Incorporation Regulation 1991

1.3 Part and section titles, the table of contents, and the index are not part of the text of these rules and may not be used in their interpretation.

2. Powers

2.1 Friends of Manuka Pool may do all things permitted at law and by these rules that are necessary or helpful to pursue the association's objects.

2.2 Friends of Manuka Pool's powers, subject in particular to the provisions of these rules relating to financial management, include powers to:

- (a) make statements or representations, or implement action in pursuit of the objects
- (b) publish material to promote the objects
- (c) initiate projects, or make arrangements or co-operate with other organisations concerned with or related to the objects
- (d) arrange, promote, conduct and direct events, including public meetings, and social activities
- (e) undertake fund raising activities and raise funds by subscription, sponsorship, donation, interest, investments or other forms of income
- (f) engage contractors or staff to perform tasks as directed by the Committee
- (g) manage the investment and expenditure of the association's funds
- (h) make or accept gifts, grants, subscriptions or donations for purposes consistent with the objects
- (i) provide services that are consistent with the objects
- (j) make contracts connected with any services and facilities the association provides or receives
- (k) affiliate with other bodies that promote similar objects
- (l) choose representatives and delegates for purposes consistent with the objects
- (m) establish sub-committees and teams that are convenient from time to time
- (n) obtain from any government authority, body or person any grant, rights, privileges and concessions
- (o) buy, sell, supply and deal in goods of all kinds
- (p) purchase, lease, hire or otherwise acquire or deal with any property that may be necessary or convenient for the objects
- (q) invest any monies not immediately required by Friends of Manuka Pool in any way that the Committee considers appropriate, subject to provisions of relevant legislation

(r) establish and support, or to help establish or support, any other association or other body formed for objectives related or similar to the objects of Friends of Manuka Pool

(s) do anything else that is lawful and incidental or conducive to attaining the association's objects and purposes.

PART II - MEMBERSHIP

3. Membership qualifications

3.1 A person or Incorporated Association is qualified to be a member if the person or Incorporated Association –

(a) has applied for membership in accordance with rule 4.1; and

(b) has been approved for membership of The Friends by the Committee of The Friends; and

(c) is a member of the community or Incorporated Association with an interest in the history, use and future of Manuka Pool and environs who will uphold the objects of Friends of Manuka Pool.

4. Application for membership

4.1 An application by a person or Incorporated Association for membership of Friends of Manuka Pool –

(a) shall be made in writing on The Friends current membership form;

(b) shall be accompanied by the annual membership fee and joining fee (if any); and

(c) shall be lodged with the Committee electronically or in hard copy.

4.2 As soon as is practicable (usually at the next formal committee meeting) after receiving an application for membership, the Committee will determine whether to approve or to reject the application.

4.3 Once the Committee determines to reject an application for membership, the Committee shall as soon as practicable notify the applicant of that rejection and refund any current fees paid.

4.4 Once the Committee approves an application, the name of the applicant will be entered in the register of members and, upon the name being so entered, the applicant shall become a member of the Friends of Manuka Pool.

4.5 Upon becoming a member, the member agrees to abide by the provisions of these rules, and any policies and procedures formulated under these rules.

5. Membership entitlements not transferable

5.1 A right, privilege or obligation that a person has by reason of being a member of The Friends –

(a) is not capable of being transferred or transmitted to another person or organisation; and

(b) terminates upon cessation of the person's membership or upon the person or organisation failing to renew membership and pay the annual membership fee within three months of it falling due.

6. Cessation of membership

6.1 A person or an Incorporated Association ceases to be a member of The Friends if the person or Incorporated Association –

(a) dies, or in the case of an Incorporated Association, is wound up;

(b) resigns from membership or is not eligible for membership as in rule 3.1 (a) (b) and (c);

(c) is expelled from The Friends; or

(d) fails to renew membership of The Friends.

7. Resignation of membership

7.1 A member is not entitled to resign from membership of The Friends except in accordance with this rule.

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

7.3 Where a person or Incorporated Association ceases to be a member, the Committee shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7.4 A member shall cease to be a member if they do not renew membership and pay the annual membership fee within two months of it falling due.

8. Fees

8.1 The entrance fee to The Friends is \$1 or, if any other amount has been determined by resolution of the Committee, the other amount.

8.2 The membership fee of The Friends is \$2 per annum or, if any other amount has been determined by resolution of the Committee, that other amount.

8.3 Membership may be for one year or for three years, or any other period as determined by resolution of the Committee.

8.4 Different membership fees may be fixed for different classes of membership, including Life Membership.

8.5 The annual membership fee is for a period of one year from 1 November. If a new membership application is approved by the Committee after 1 March the fee for

the remainder of the year is waived and membership recommences on the subsequent 1 November without another fee being payable for that following year.

9. Members' liabilities

9.1 The liability of a member to contribute towards the payment of the association's debts and liabilities or the costs, charges and expenses of its winding up is limited to the amount (if any) unpaid by the member in relation to membership, unless the debt or liability has been incurred through the unauthorised action of that member.

9.2 The Friends or a member shall not bear any responsibility for the safety or well being of any member.

9.3 Each member engages in any Friends of Manuka Pool activity entirely at her or his own risk.

10. Disciplining of members

10.1 Friends of Manuka Pool may use the following for the discipline of a member or members:

10.2 Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has persistently and willfully acted in a manner prejudicial to the interests of Friends of Manuka Pool, the Committee may by resolution –

- (a) suspend that member from membership of the association for a specified period; or

- (b) expel that member from the association.

10.3 A resolution of the Committee under sub-rule 10.2 does not take effect unless:

- (a) at a meeting held in accordance with rule 10.4, the Committee confirms the resolution; and

- (b) if the member exercises a right of appeal to the association under this rule, the association confirms the resolution in accordance with this rule.

10.4 A meeting of the Committee to confirm or revoke a resolution passed under rule 10.2 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with rule 10.3.

10.5 For the purposes of giving notice in accordance with rule 10.3, the Secretary (or another member of the Committee nominated by the Committee) must, as soon as practicable, cause to be given to the member a written notice –

- (a) setting out the resolution of the Committee and the grounds on which it is based; and

- (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and

- (c) stating the date, place and time of that meeting; and
- (d) informing the member that he or she may do one or both of the following –
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
- (e) informing the member that, if at that meeting, the Committee confirms the resolution, he or she may not later than seven days after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to Friends of Manuka Pool in general meeting against the resolution.

10.6 At a meeting of the Committee to confirm or revoke a resolution passed under rule 10.2, the Committee must –

- (a) give the member an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

10.7 If the Committee confirms a resolution under subsection 10.6, the Secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 11.

10.8 A resolution confirmed by the committee under subsection 10.6 does not take effect –

- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
- (b) if within that period the member exercises the right of appeal unless and until the association confirms the resolution in accordance with subsection 10.4.

11. Right of appeal of disciplined member

11.1 If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after notice of the Committee's decision is served on the member, give the Secretary a notice to the effect that he or she wishes to appeal to Friends of Manuka Pool in a general meeting against the resolution.

11.2 If the Secretary receives a notice under rule 11.1, he or she must notify the Committee and the Committee must convene a general meeting of the Friends of Manuka Pool to be held within two months after the date on which the Secretary received the notice or as soon as practicable after that date.

11.3 At a general meeting of Friends of Manuka Pool convened under rule 11.2 –

- (a) no business other than the question of the appeal may be conducted; and

- (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the member must be given an opportunity to be heard; and
- (d) the members present must vote by secret ballot whether the resolution should be confirmed or revoked.

11.4 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person in favour of the resolution. In any other case, the resolution is revoked.

PART III - THE COMMITTEE

12. Powers of the Committee

12.1 The Committee, subject to the Act, the Regulations, these rules, and to any resolution passed by The Friends in general meeting –

- (a) is the legal authority for the association and are trustees for the association;
- (b) controls and manages the affairs of the association;
- (c) is responsible to the members for the management of the association; and
- (d) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper governance of the affairs of the association, other than those functions that are required by these rules to be exercised by the association in general meeting.

13. Membership of the Committee

13.1 The Committee shall comprise of the following officer-bearers:

- (a) the President;
- (b) up to two Vice-Presidents;
- (c) the Treasurer; and
- (d) the Secretary.

13.2 The Committee may also have up to three other members.

13.3 Committee members must be financial members of Friends of Manuka Pool.

13.4 Each member of the Committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.

13.5 A member may not hold the office of President for more than five consecutive years. *Rule change 25 Sep 18 (changed from three consecutive years)*

13.6 If there is a vacancy in the membership of the Committee, the Committee may appoint a member of the association to fill the vacancy and the member so appointed

holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

13.7 The Committee will nominate one of the Committee to undertake the role of Public Officer in accordance with the Act.

14. Election of the Committee

14.1 The officer-bearers and other Committee members are to be elected at the annual general meeting (AGM).

14.2 Notification of the election is to be circulated to all members with the notice of the AGM.

14.3 Nominations for the election of the officer-bearers and other Committee members are:

- (a) to be in writing and signed by two financial members of the association;
and
- (b) be accompanied by the written consent of the candidate;
- (c) to reach the Secretary not less than seven days before the date of the AGM.

14.4 If insufficient nominations are received to fill all vacancies on the Committee the candidates nominated shall be deemed to be elected and further nominations can be received at the annual general meeting.

14.5 If insufficient nominations are received, any vacant positions remaining on the Committee shall be deemed to be vacancies and may be filled in terms of rule 13.5.

14.6 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.

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

14.8 The ballot for the election of Committee members shall be conducted at the annual general meeting in the way the Committee may direct.

14.9 A person is not eligible:

- (a) to simultaneously hold more than one position on the Committee
- (b) to nominate for election as a Committee member if they are not a financial member of The Friends in terms of rule 6.

15. Secretary

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

15.2 The Secretary must keep minutes of—

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

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

16. Treasurer

16.1 The Treasurer of the association must—

- (a) collect and receive all amounts owing to the association and make all 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.

17. Vacancies

17.1 For the purposes of these rules, a vacancy in the office of a member of the Committee occurs if the member –

- (a) dies; or
- (b) ceases to be a member of the association; or
- (c) resigns the office; or
- (d) is removed from the office under rule 16.1; or
- (e) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under the Act; or
- (h) fails to attend three consecutive meetings without tendering an apology and receiving the consent of the Committee.

17.2 The Committee may appoint a member of the association to fill any casual vacancy on the Committee, and the member so appointed is to continue in office until the next AGM.

18. Removal of Committee members

18.1 The Friends in general meeting may by resolution, subject the Act, remove any member of the Committee from the office of member of the Committee before the expiration of the member's term of office.

19. Committee meetings and quorum

19.1 The Committee is to meet as and when required. The business of the meeting is to be decided by the Committee.

19.2 The Committee is to meet at least four times during the year.

19.3 The President, or any three Committee members, may convene additional Committee meetings, provided notice is given to all Committee members.

19.4 At any meeting of the Committee a quorum is three of its members, including one of its officer-bearers.

19.5 The President, or in her or his absence, a Vice-President is to chair meetings. In the absence of the President or any Vice-President, the meeting shall elect a chairperson.

19.6 Having regard for the informality of Committee meetings, the procedure to be followed is to be determined from time to time by the Committee.

20. Delegation by Committee

20.1 The Committee may delegate to any of its members any Committee powers and functions that the Committee considers necessary for the proper conduct and management of the association's business and affairs, other than—

(a) this power of delegation; and

(b) a function that is a function imposed on the Committee by the Act, by any other Territory law, or by resolution of the association in general meeting.

20.2 The Committee may rescind any delegation made under rule 20.1.

20.3 The Committee delegate may exercise any of the powers and functions that Committee delegates to it but must report its action to the next Committee meeting. The President, Vice-Presidents and Secretary are ex-officio members of any sub-committees.

21. Voting and decisions

21.1 Each Committee member, either in person or via telephone, video or other electronic means at a Committee meeting has one vote.

21.2 Questions arising at a meeting of the Committee shall, subject to a quorum, be resolved by a majority of the votes of members of the Committee. In the case of an equality of votes then the matter is to be resolved in the negative.

21.3 A Committee member who is financially interested in any contract or arrangement made or proposed by Friends of Manuka Pool must disclose that interest to the Committee at the earliest opportunity and cannot vote on questions related to that contract or arrangement.

21.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee, is valid and effectual notwithstanding any defect that may

afterwards be discovered in the appointment or qualification of any member of the Committee.

21.5 The Committee speaks with one voice, and no one member shall publicly express her or his opinion as a representative of The Friends should this deviate from an agreed Committee position or decision.

PART IV - GENERAL MEETINGS

22. Annual general meetings - holding of

22.1 With the exception of the first annual general meeting of the association, The Friends shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

22.2 The Friends shall hold its first annual general meeting –

- (a) within the period of 18 months after its incorporation under the Act; and
- (b) within the period of five months after the expiration of the first financial year of The Friends.

22.3 Rules 22.1 and 22.2 have effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

23. Annual general meetings - business at

23.1 The annual general meeting of Friends of Manuka Pool shall, subject to the Act, be convened on such date and at such place and time as the Committee considers appropriate.

23.2 In addition to any other business that 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 annual general meeting and of any general meeting held since that meeting; and
- (b) to receive from the Committee reports on the activities of The Friends during the last financial year including a report on the record of attendance of the members of the Committee; and
- (c) to elect members of the Committee, including office-bearers;
- (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1); and
- (e) to appoint an auditor.

23.3 An annual general meeting must be specified as such in the notice calling it in accordance with section 25.

23.4 An annual general meeting shall be conducted in accordance with rules 25 to

31 inclusive.

24. General meetings - calling of

24.1 The Committee may, whenever it thinks fit, convene a general meeting of The Friends.

24.2 The Committee shall, on the requisition in writing of any ten members, convene a general meeting of the association.

24.3 A requisition of members for a general meeting –

(a) must state the purpose or purposes of the meeting;

(b) must be signed by the members making the requisition;

(c) must 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.

24.4 If the Committee 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 Committee, 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.

24.5 A general meeting convened by a member, or members referred to in rule 24.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

25. Notice

25.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Committee shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent to each member at the member's address appearing in the register of members, which may include email addresses, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

25.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of The Friends, the Committee shall, at least 14 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 25.1 specifying, in addition to the matter required under that rule, the intention to propose the resolution as a special resolution.

25.3 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 that may be transacted pursuant to rule 23.2.

25.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Committee who shall include that business in the next notice calling a general meeting given after receipt of the notice from the

member.

26. General meetings - procedure and quorum

26.1 The quorum for the annual general meeting or general meetings is eight members of Friends of Manuka Pool.

26.2 At any general meeting the chairperson, provided they are a member, has a vote and in the event of an equality of votes then the matter is to be resolved in the negative.

26.3 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.

26.4 Eight members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

26.5 If within 30 minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and any other case shall stand adjourned to the same day in the following week at the same time and at the same place unless another time and place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members.

26.6 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present (being not less than five) shall constitute a quorum.

27. Chairperson

27.1 The Committee will appoint a chairperson to preside at general meetings of The Friends. This may be an independent chairperson, the President, or a Vice-President.

27.2 If in the event the appointed person is absent from a general meeting the members present shall elect one of their number to preside at the meeting.

28. Adjournment

28.1 The person presiding at an annual general meeting or 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.

28.2 Where a 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 Friends of Manuka Pool stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

29. Making of decisions

29.1 A question arising at a general meeting of The Friends 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.

29.2 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.

29.3 If 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.

30. Voting

30.1 On any question arising at a general meeting of the association a member has one vote only.

30.2 All votes shall be given in person or by proxy, but no member may hold more than two proxies.

30.3 In the case of an equality of votes on a question at a general meeting then the matter is to be resolved in the negative.

30.4 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 to The Friends has been paid.

31. Appointment of proxies

31.1 All voting shall be given personally or by proxy, but no member may hold more than one proxy.

31.2 Each member may appoint another member as proxy provided:

(a) the proxy is in the form as determined from time to time by the Committee

(b) a proxy is to be registered with the person chairing the meeting before the meeting, or as the first item of business at that meeting.

PART V – MANAGEMENT

32. Funds - source

32.1 The funds of the association must be derived from membership fees and entrance fees (if any) and, subject to any resolution passed by the association in general meeting and subject to the Act, section 114, any other sources that the Committee decides including but not limited to donations, event fees, other

fundraising income, investments and gifts and bequests.

32.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

32.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

33. Funds - management

33.1 Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the objects of the association in the way that the Committee decides.

33.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Committee or other members of the association who have been authorised by the Committee to do so.

33.3 Direct electronic transfers must be authorised in writing by two members of the Committee, or other members of the association who have been authorised by the Committee to do so, on a form agreed by the Committee or by email.

33.4 Friends of Manuka Pool may pay a member for services actually rendered or for goods supplied but must not pay a Committee member for their service as an officer-bearer or Committee member.

33.5 Friends of Manuka Pool may pay a member:

- (a) interest, at the prevailing average rate payable by banks, for monies lent to the association by the member.

- (b) a reasonable and proper amount of rent for premises let to the association by the member.

34. Auditor

34.1 An auditor must audit the accounts and financial records of Friends of Manuka Pool at least annually.

35. Lodgment of annual returns

35.1 The Committee must, within the period of six months beginning at the end of each financial year of The Friends, lodge with the registrar-general—

- (a) a statement of particulars relating to the association in the approved form; and

- (b) an audited statement of the association's accounts; and

- (c) a copy of the auditor's report in relation to those accounts; and

- (d) any prescribed documents; and

- (e) a statement by two members of the Committee certifying whether the provisions of the Act that apply to the association for that year in relation to—

- (i) the preparation of the annual statement of The Friends' accounts; and
- (ii) the auditing of the accounts and the presentation of the audited statement of accounts at the annual general meeting of the association

have been complied with.

PART VI – MISCELLANEOUS

36. Alteration of objects and rules

36.1 Proposed changes to these rules can be considered at any general meeting whether annual, or general, provided due notice has been given.

36.2 If a member or group of members opposing the proposed change so requests, a statement of the reasons for their opposition must likewise be circulated.

36.3 Any member of the association may speak to the proposed rule change at the meeting at which it is considered.

36.4 A rule change is passed by at least three-quarters of the votes of those members of The Friends who, being entitled to vote, vote in person or by proxy as allowed in rules 30 and 31.

37. Common seal

37.1 The common seal of The Friends shall be kept and stored securely by a member nominated by the Committee.

37.2 The common seal shall not be affixed to any instrument except by the authority of the Committee. The affixing of the common seal shall be attested by any two members of the Committee authorised to do so by the Committee.

38. Custody and inspection of books

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

38.2 Friends of Manuka Pool must keep and maintain a register of its members, and must enter any prescribed particulars in the register.

38.3 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.

39. Special resolutions

39.1 A resolution of The Friends is taken to be a special resolution if—

(a) it is passed at a general meeting of the association, being a meeting of which at least 14 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) it is passed by at least three-quarters of the votes of those members of the

association who, being entitled to vote, vote in person or by proxy as allowed in rules 30 and 31.

40. Service of notices

40.1 For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members or by sending it electronically to the member at the member's address shown in the register of members.

40.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

40.3 Where a document is sent to a person electronically, upon receipt by the sender of an acknowledgement that the communication has been properly transmitted to the recipient, the document shall unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person twenty-four hours after the transmission has taken place.

41. Surplus property

41.1 Friends of Manuka Pool may be wound up voluntarily by the members of the association resolving by special resolution that this happen.

41.2 In the event of the winding up of the association, any assets of the Friends of Manuka Pool acquired by way of grant money must be distributed in accordance with the requirement of the grant.

41.3 Any property remaining after meeting the debts and liabilities of Friends of Manuka Pool, and paying the costs of winding up, is to be disposed of in accordance with the requirements of the Act at that time and paid to an organisation (or organisations) which has similar objects to Friends of Manuka Pool and which has rules prohibiting the distribution of its assets and income to its members.