

Australian Sustainable Built Environment Council Inc

Rules

Amended 9 November 2015



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Part 1 Preliminary

1. Definitions

Note In these rules a definition applies except so far as the contrary intention appears (see Legislation Act 2001 (ACT), s 155).

Act means the Associations Incorporation Act 1991 (ACT).

ASBEC means Australian Sustainable Built Environment Council Inc.

Corporations Act means the Corporations Act 2001 (Cth).

Council means the Council of ASBEC formed in accordance with Rule 12.

Executive means the sub-committee of the Council formed in accordance with Rules 13 and 23.

Executive Director means the individual appointed by the Executive to manage ASBEC's operations and undertake any other duties as delegated by the Executive

financial year means a year ending on 30 June.

member means a fellow member of ASBEC accepted for membership in accordance with Rule 3 and entitled to send a member representative to vote in the affairs of the Council as prescribed in Rule 2.

member representative means an individual appointed by the member to represent it in the affairs of the Council.

non-voting member means a member that has been granted observer status by the Council in accordance with Rule 2.

office-bearer of the Council means a person that has been elected to one of the four office-bearer positions of the Executive in accordance with Rule 13.

public officer means the individual appointed by ASBEC to this role in accordance with Rule 16.

Regulation means the Associations Incorporation Regulation 1991 (ACT).

secretary means the individual holding office under these rules as secretary of ASBEC or, if no such person holds that office, the executive director.

treasurer means the individual holding office under these rules as treasurer, or acting treasurer, of ASBEC.

1A Application of Legislation Act 2001 (ACT)

The Legislation Act 2001 (ACT) applies to these rules in the same way as it would if they were an instrument made under the Act.

1B Rounding

Where any calculation to be made pursuant to these rules produces a fraction including with respect to Rules 3(4), 19(5), 21(1), 30(2) and 32(2), the fraction will be eliminated by rounding to the nearest whole number.

Part 2 Membership

2. Membership qualifications

- (1) An organisation is qualified to be a **member** if –
 - (a) that organisation is an industry association, professional association, or non-government organisation; and
 - (b) that organisation is committed through its own constitution, rules of association and/or documented policy to a sustainable built environment in Australia; and
 - (i) has been nominated for membership in accordance with Rule 3(1); and
 - (ii) has been approved for membership of ASBEC at a meeting of the Council under the Act; or
 - (iii) has been approved for membership of ASBEC via a flying minute which will be sent out to all voting members with a 14 day period to vote; or
 - (c) the organisation was represented by an individual who was a member of the Executive/Council at the time of incorporation and the organisation has not since ceased to be a member; and
 - (d) it does not qualify to be a non-voting member under Rule 2(2).
- (2) An organisation is qualified to be a **non-voting member** if:
 - (a) that organisation is a government or academic institution; and
 - (b) it meets the relevant criteria adopted by the Council for non-voting membership; and
 - (c) it meets the qualification for membership in Rule 2(1)(b)(i).
- (3) The Council may approve an organisation changing from a non-voting member to a member if the organisation no longer meets the Council's criteria for a non-voting membership and at the relevant time the organisation continues to meet the qualification for membership under Rule 2(1)(a).
- (4) The Council may approve an organisation changing from a member to a non-voting member at any time.

3. Nomination for membership

- (1) A nomination of an organisation for membership or a change of membership of ASBEC -
 - (a) shall be made by a member or non-voting member in writing in the form set out in appendix 1; and
 - (b) shall be lodged with the secretary.
- (2) As soon as is practicable after receiving a nomination, the secretary shall refer the nomination to the Executive which shall determine whether or not to recommend approval or rejection of the nomination to the Council.
- (3) The President -
 - (a) shall move approval or rejection of the nomination, in accordance with the Executive decision to the next scheduled meeting of the Council; or
 - (b) may authorise a flying minute, where a decision is required before the next scheduled meeting of the Council.

- (4) Approval of the nomination shall require a 2/3 (i.e. two-thirds) majority of all Council members eligible to vote-
- (a) at the scheduled meeting; or
 - (b) via a flying minute which will take the form of a submission to the members, with a recommendation which members can vote for or against or abstain from. Members are asked to confirm their vote on a flying minute, in writing, either electronically or by mail to the secretary by a specified date and, a report on the outcome, indicating the number of votes for and against a recommendation, as well as the number of members who abstained or did not respond, must be provided to the next meeting for noting. Where the recommendation is approved, the text of the decision must be included in a resolution in the minutes of the meeting at which the report on the outcome was noted.
- (5) Where the Council approves a nomination for membership, the secretary shall as soon as practicable after that determination notify the nominee of that approval and (unless the member is changing membership type) request the nominee to pay within 28 days after receipt of the notification the sum payable under these rules by a member as the entrance fee (if any) and the first year's annual subscription.
- (6) The secretary shall, on approval of change of membership type or as the case may be, and following payment by the nominee of the fees and subscriptions referred to in Subrule (3) within the period referred to in that Subrule, enter the nominee's name in the register of members and, on the name being so entered, the nominee shall become a member of ASBEC.

4. Membership entitlements not transferable

A right, privilege or obligation which an organisation has by reason of being a member—

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

5. Cessation of membership

An organisation ceases to be a member if the organisation—

- (a) is wound up; or
- (b) resigns from membership; or
- (c) is expelled from ASBEC; or
- (d) fails to renew membership.

6. Resignation of membership

- (1) A member is not entitled to resign from membership except in accordance with this rule.
- (2) A member who has paid all amounts payable by the member may resign from membership by first giving notice (being not less than 1 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, on the expiration of the period of notice, the member ceases to be a member.
- (3) Where an organisation 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.

7. Fee, subscriptions etc

- (1) The entrance fee to ASBEC is free or, if any other amount has been determined by resolution of the Council, such other amount.
- (2) The annual membership fee of ASBEC is any amount determined from time to time by resolution of ASBEC at its Annual General Meeting or Council Meetings.
- (3) The annual membership fee is payable—
 - (a) except as provided by paragraph (b)—before 1 July in each 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.
- (4) Where a member is admitted to membership after 1 July in any financial year the fee payable for that year shall be a pro rata amount determined by the ratio of number of whole months remaining after the Council approval of membership over twelve.

8. Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of ASBEC or the costs, charges and expenses of the winding up of ASBEC is limited to the amount (if any) unpaid by the member in respect of membership as required by Rule 7.

9. Disciplining of members

- (1) Where the Executive 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 Council;the Executive may recommend that Council resolve to—
 - (c) expel the member from ASBEC; or
 - (d) suspend the member from such rights and privileges of membership of ASBEC as the Council may determine for a specified period.
- (2) Where the Executive intends to move a resolution under Subrule (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 Executive and the grounds on which it is based; and
 - (b) stating that the member, by its member representative or other person it nominates, 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; and
 - (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) be represented at that meeting;
 - (ii) submit to the Council at or prior to the date of that meeting written representations relating to the resolution.

- (3) Subject to the Act, section 50, at a meeting of the Council mentioned in Subrule (2), the Council shall—
 - (a) give to the member mentioned in Subrule (1) an opportunity to make oral representations; and
 - (b) give due consideration to any written representations submitted to the Council by that member at or prior to the meeting; and
 - (c) decide whether to terminate membership of the organization, suspend membership of the organization for a time determined by Council, or dismiss the recommendation of the Executive.
- (4) Where the Council decides to terminate or suspend membership by resolution under Subrule (3), the secretary shall, within 7 days after that determination, by notice in writing inform the member of that decision and of the member's right of appeal under Rule 10.
- (5) A resolution by the Council under Subrule (3) 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 10 (4).

10. Right of appeal of disciplined member

- (1) A member may appeal to ASBEC in general meeting against a resolution of the Council which is confirmed under Rule 9 (3), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) On receipt of a notice under Subrule (1), the secretary shall notify the Executive which shall convene a general meeting of ASBEC to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.
- (3) Subject to the Act, section 50, at a general meeting of ASBEC convened under Subrule (2)—
 - (a) no business other than the question of the appeal shall be transacted; and
 - (b) the committee 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 9 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under Rule 9 (4), that resolution is confirmed.

Part 3 Council and Executive

11. Powers of Council

The Council, subject to the Act, the Regulation, these rules, and to any resolution passed by the members in general meeting—

- (a) controls and manages the affairs of ASBEC with power to perform all acts and do all things that appear to it to be necessary and desirable for the proper management of the affairs of ASBEC; and
- (b) determines policy of ASBEC; and
- (c) may exercise all functions that may be exercised by ASBEC other than those required by these rules to be exercised by ASBEC in general meeting.

12. Council membership

(1) The Council shall consist of—

- (a) the office-bearers of ASBEC; and
- (b) one member representative of each member as appointed by the member from time to time.

(2) The office-bearers of ASBEC are—

- (a) the President;
- (b) the Deputy-President;
- (c) the Treasurer; and
- (d) the Secretary,

The President is not required to be a member of ASBEC.

(3) Each office-bearer shall be elected by ASBEC in accordance with Rule 13 and, subject to these rules, hold office until the conclusion of the second annual general meeting of ASBEC following the date of the office-bearer's election, but is eligible for re-election.

(4) In the event of a vacancy in an office-bearer position of ASBEC, the Executive may appoint an individual from member representatives of the Council to fill the vacancy and the individual so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

(5) On election, office-bearers are bound to:

- (a) act in good faith in the interests of ASBEC as a whole at any meeting of the Executive constituted under Rule 25;
- (b) declare any conflict of interest reasonably known to them between ASBEC and the member they represent (if any) or any other conflict of interest between ASBEC and the office-bearer or a related party of the office-bearer and decline to vote unless with the approval of the remaining members of the Council for Council meetings or Executive for Executive meetings; and
- (c) not vote in any general meeting of the members unless exercising one or more valid proxies from a member.

- (6) Where prior approval has been granted by the Executive, office-bearers shall be reimbursed by the Council for any reasonable costs incurred in exercising the duties of their office, including their attendance at all Council and Executive meetings, and as determined by the Executive from time to time.
- (7) For the avoidance of doubt, the executive director will not be an office-bearer of ASBEC if they are also acting as ASBEC's Secretary.

13. Election of office-bearers

- (1) The secretary shall call for nominations for the specific offices in sufficient time for receipt of nominations not less than 7 days before the date fixed for the annual general meeting.
- (2) Nominations of candidates for election as office-bearers of the Council—
 - (a) shall be made in writing, signed by 2 member representatives accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) shall be delivered to the secretary not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill an office-bearer vacancy, the candidates nominated shall be deemed to be elected and any vacant positions shall be deemed to be vacancies.
- (4) If the number of nominations received for a specific office-bearer position exceeds the number of vacancies to be filled, a ballot shall be held at the annual general meeting. The ballot for the election of office-bearers shall be conducted at the annual general meeting in such manner as the Council may direct.
- (5) Further nominations for positions remaining vacant will be invited and may be received at the annual general meeting. If the number of nominations received is equal to the number of vacancies to be filled, the individuals nominated shall be taken to be elected. If insufficient nominations are received for a specific position, that position remains, subject to Subrule (5) vacant
- (6) Subject to these rules, an individual is not eligible to simultaneously hold more than 1 office unless insufficient nominations are received for vacant positions and the Council so appoints the individual to more than one office.

14. Secretary

- (1) The secretary of the Council shall be an appointed person, contracted by Council to fulfil the role of secretary to Council.
- (2) The secretary shall administer and keep minutes of—
 - (a) all elections and appointments of office-bearers and ordinary Executive members; and
 - (b) the names of members of the Executive present at an Executive meeting and of the representatives of all members present at Council meetings and general meetings; and
 - (c) all proceedings at Executive meetings and Council meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be confirmed and authorised electronically or in writing by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

15. Treasurer

- (1) The treasurer of the Council shall—
 - (a) collect and receive all moneys due to the association and make all payments authorised by the Council; 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 Council.
- (2) With the approval of the Executive the treasurer may delegate the duties in Rules 15(1)(a) and 15(1)(b) to any office-bearer, member or employee of ASBEC.

16. Public officer

- (1) ASBEC will have a public officer that must ordinarily reside in the ACT.
- (2) The public officer may hold any office in ASBEC in addition to the office of public officer.

17. Vacancies

- (1) A vacancy in the office-bearers of ASBEC occurs if the individual—
 - (a) dies; or
 - (b) resigns the office; or
 - (c) is removed from office under this Rule 17; or
 - (d) suffers from mental or physical incapacity; or
 - (e) is disqualified from office under the Act, section 63 (1); or
 - (f) is absent without the consent of Council from all meetings of the Executive held during a period of 6 months; or
- (2) if the member originally nominating that person as a member-representative:
 - (a) ceases to be a member of the association; or
 - (b) becomes an insolvent under administration within the meaning of the Corporations Act.

18. Removal of office from an office-bearer

ASBEC in general meeting may by resolution, subject to the Act, section 50, remove any office from an individual before the expiration of the individual's term of office.

19. Council meetings and quorum

- (1) The Council shall meet at least 1 time in each calendar year at such place and time as the Executive may determine, and at other such times as the Council deems appropriate.
- (2) Additional meetings of Council may be convened by the Executive.
- (3) Written notice of a meeting of the Council shall be given by the secretary to each Council member at least 48 hours (or such shorter period as may be unanimously agreed on by the members of the Council) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under Subrule (3) shall specify in a written agenda the 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.
- (5) Greater than 50% of the members of the Council constitute a quorum for the transaction of the business of a meeting.

- (6) 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 a time, place and venue to be notified in accordance with this Rule.
- (7) 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.
- (8) At meetings of the Council—
 - (a) the president or, in the absence of the president, the vice-president shall preside; or
 - (b) if the president and the vice-president are absent—1 of the remaining members of the Executive may be chosen by the members present to preside.

20. Delegation by Council to subcommittee or task group

- (1) The Council may delegate to 1 or more subcommittees or task groups (consisting of such members of the Council, or other persons as it thinks fit) the investigation and report to it on any matter it thinks fit.
- (2) A subcommittee or task group may meet and adjourn as it thinks fit.

21. Voting and decisions

- (1) Questions, including resolutions, arising at a meeting of the Council or of any subcommittee appointed by the Council shall be determined by a 2/3 (i.e. two-thirds) majority of the votes of members of the Council or subcommittee:
 - (a) present in person, or by teleconference, or in combination at the relevant meeting, or
 - (b) in the case of a meeting by 'flying minute', received in a signed statement of consent to the resolution or question contained in a document which also states the question or resolution and which may be provided electronically.
- (2) Each member present at a meeting of the Council or of any subcommittee appointed by the Council (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 19 (5), the Council may act notwithstanding any vacancy in its office-bearers.
- (4) Any 4 members of a subcommittee or task group constitute a quorum for the transaction of business at a meeting.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a subcommittee 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 subcommittee.

22. Powers of Executive

The Executive, subject to the Act, the Regulation, these rules, and to any resolution passed by the Council, or ASBEC in general meeting—

- (a) shall prepare recommendations for, and execute policy only as approved by the Council, and manage the administrative affairs of ASBEC; and
- (b) may exercise such other functions as approved by the Council; and
- (c) has power to perform all such acts and do all such things as appear to the Executive to be necessary or desirable for the proper management of the affairs of ASBEC.

23. Executive membership

- (1) The Executive shall consist of—
 - (a) the office-bearers of the association; and
 - (b) up to 4 additional ordinary Executive members, with the provision for Council to approve a further 2 ordinary Executive members, as required;each of whom shall be elected under Rule 13 or appointed in accordance with Subrule (4).
- (2) Each ordinary member of the Executive shall, subject to these rules, hold office until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election.
- (3) In the event of a vacancy in the ordinary membership of the Executive, the Executive may appoint a person from member representatives of the Council to fill the vacancy and the person so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (4) On election, ordinary Executive members are bound to:
 - (a) exercise reasonable judgement to vote in the best interests of ASBEC at any Council, general or Executive meeting; and
 - (b) declare any direct conflict of interest reasonably known to them between ASBEC and the member they represent and decline to vote unless with the approval of the remaining members of the Council or Executive.

24. Removal of Executive members

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

25. Executive meetings and quorum

- (1) A meeting of the Executive may be called at any time by the President at such place and time as the President may determine.
- (2) Additional meetings of the Executive may be convened by any 4 members of the Executive.
- (3) Oral or written notice of a meeting of the Executive shall be given by the secretary to each member of the Executive at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under Subrule (3) 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 Executive members present at the meeting unanimously agree to treat as urgent business.
- (5) Greater than 50% of the members of the Executive constitutes a quorum for the transaction of the business of a meeting of the Executive.
- (6) No business shall be transacted by the Executive 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 same day in the following week.
- (7) 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.

- (8) At meetings of the Executive—
 - (a) the president or, in the absence of the president, the vice-president shall preside; or
 - (b) if the president and the vice-president are absent—1 of the remaining members of the Executive may be chosen by the members present to preside.

26. Delegation by Executive to subcommittee

- (1) The Executive may, in writing, delegate to 1 or more subcommittees (consisting of such persons representing a member or members of ASBEC, or other persons, as the Executive thinks fit) the exercise of such of the functions of the Executive as are specified in the written delegation, other than—
 - (a) this power of delegation; and
 - (b) a function which is a function imposed on the Executive by the Act, by any other Territory law, or by resolution of the Council in general meeting.
- (2) A function, the exercise of which has been delegated to a subcommittee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (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 written delegation.
- (4) Notwithstanding any delegation under this Rule, the Executive may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Executive.
- (6) The Executive may, in writing, revoke wholly or in part any delegation under this Rule and it is effective when delivered to any subcommittee member.
- (7) A subcommittee may meet and adjourn as it thinks proper.

27. Voting and decisions

- (1) Questions arising at a meeting of the Executive or of any subcommittee appointed by the Executive shall be determined by a majority of the votes of members of the Executive or subcommittee present at the meeting.
- (2) Each member present at a meeting of the Executive or of any subcommittee appointed by the Executive (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 19 (5), the Executive may act notwithstanding any vacancy on the Executive.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive or by a subcommittee appointed by the Executive, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive or subcommittee.

Part 4 General meetings

28. Annual general meetings—holding of

- (1) With the exception of the first annual general meeting of the association, the association 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.
- (2) The association 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 5 months after the expiration of the first financial year of the association.
- (3) Subrules (1) and (2) have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

29. Annual general meetings—calling of and business at

- (1) The annual general meeting of ASBEC shall, subject to the Act, be convened on such date and at such place and time as the Council thinks fit.
- (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; and
 - (b) to receive from the Council reports on the activities of the association during the last preceding financial year; and
 - (c) to elect members of the Executive, including office-bearers; if and as required by Rules 12 (3),13 and 23(2) and
 - (d) confirm the appointment of the secretary to the Council; and
 - (e) 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).
- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with Rule 31.
- (4) An annual general meeting shall be conducted in accordance with the provisions of this part.

30. General meetings—calling of

- (1) The Council may, whenever it thinks fit, convene a general meeting of the association.
- (2) The Executive shall, on the requisition in writing of not less than 5 members of Council, convene a general meeting of the association.
- (3) A requisition of members for a general meeting—
 - (a) shall state the purpose or purposes of the meeting; and
 - (b) shall be signed by the members making the requisition; and
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.

- (4) If the Executive fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A general meeting convened by a member or members referred to in Subrule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Council and any member who incurs expense in convening a general meeting is entitled to be reimbursed by ASBEC for any reasonable expense so incurred.

31. Notice

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution by ASBEC, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post or by electronic means or by whatever means is deemed suitable by the Council to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution by ASBEC, 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 Subrule (1) specifying, in addition to the matter required under that Subrule, the intention to propose the resolution as a special resolution.
- (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 under Rule 29 (2).
- (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

- (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.
- (2) Greater than 50% of Council members whose representatives are 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.
- (3) If within 30 minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened on the requisition of 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 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.
- (4) 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 5) shall constitute a quorum.

33. Presiding member

- (1) The president, or in the absence of the president, the deputy-president, shall preside at each general or ordinary meeting of ASBEC.

- (2) If the president and the deputy-president are absent from a general or ordinary meeting, the members present shall elect 1 of their number to preside at the meeting.

34. Adjournment of general meetings

- (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.
- (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.
- (3) Except as provided in Subrules (1) and (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

- (1) A question arising at general or ordinary meetings of ASBEC 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.
- (2) At a general meeting of ASBEC, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- (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

- (1) Subject to Subrule (3), on any question arising at a general meeting a member has 1 vote only.
- (2) All votes shall be given personally by the member representative or by proxy but no member representative or Executive member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general or ordinary meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general or ordinary meeting of ASBEC unless all money due and payable by the member or proxy to ASBEC has been paid, other than the amount of the annual subscription payable in respect of the then current year.

37. Appointment of proxies

- (1) Each member shall be entitled to appoint another member representative of another member, or an Executive 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.
- (2) The notice appointing the proxy shall be in the form set out in appendix 2.

Part 5

Miscellaneous

38. Funds—source

- (1) The funds of ASBEC 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 the Act, section 114, such other sources as the Council determines.
- (2) All money received shall be deposited as soon as practicable and without deduction to the credit of ASBEC's bank account.
- (3) ASBEC shall, as soon as practicable after receiving any money, issue an appropriate receipt.

39. Funds—management

- (1) Subject to any resolution passed in general meeting, the funds of ASBEC shall be used for the objects of ASBEC in such manner as the Council determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Executive or employees of ASBEC, being employees authorised to do so by the Council.

40. Alteration of objects and rules

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

41. Common seal

- (1) The common seal of ASBEC shall be kept in the custody of the executive director.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures either of 2 members of the Executive or of 1 member of the Executive and of the secretary.
- (3) A document or proceeding requiring authentication by ASBEC may be authenticated by the signature of the public officer or secretary and need not be authenticated under the common seal.
- (4) ASBEC may, by writing under its common seal, empower a person, either generally or in relation to a stated matter, as its agent or attorney to execute deeds on its behalf, and a deed signed by the agent or attorney under the agent's or attorney's seal on behalf of ASBEC binds ASBEC and has the same effect as if it was under ASBEC's common seal.

42. Custody of books

Subject to the Act, the Regulation 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.

43. Inspection of books

The register of members and any books or documents of the association shall be open to inspection at a place in the ACT nominated by the Council, free of charge, by a member of ASBEC at any reasonable hour.

44. Service of notice

- (1) For these rules, a notice may be served by or on behalf of ASBEC on any member either personally, or by email, or by sending it by post to the member at the member's address shown in the register of members.
- (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 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.

Appendix 1

(see Rule 3 (1))

Application for membership of association

Australian Sustainable Built Environment Council Incorporated (incorporated under the *Associations Incorporation Act 1991*)

I,(full name of representative)
of(address)
as representative of(name of organisation)
of.....(address of organisation)

apply on my organisation's behalf for it to become a member of the Australian Sustainable Built Environment Council (ASBEC), an incorporated association and for my organisation to be bound by the rules of the ASBEC.

..... (*Signature of applicant*)

Date

I, (*full name*)

the representative of a member of ASBEC, nominate the above organisation for the membership of ASBEC.

.....

(*Signature of proposer*)

Date

I,

(*full name*)

the representative of a member of ASBEC, nominate the above organisation for the membership of ASBEC.

.....

(*Signature of seconder*)

Date

Appendix 2

(see Rule 31 (2))

Form of appointment of proxy

I,(full name)

of(address)

being a member of(name of organisation)

hereby appoint(full name of proxy)

of(address)

being a member of that organisation, 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 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)

(*To be inserted if desired.)

Date

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