

Rules of the Society

1. Name of Society

- (1) The name of the Society is PHILOSOPHY OF EDUCATION SOCIETY OF AUSTRALASIA INC.

2. Definitions

- (1) In these rules, unless the contrary intention appears-
 - (a) "annual general meeting" is the meeting convened under paragraph (b) of Rule 17 (1);
 - (b) "Executive Committee meeting" means a meeting referred to in rule 15;
 - (c) "Executive Committee member" means person referred to in paragraphs (a) to (g) of rule 10 (1);
 - (d) "convene" means to call together for a formal meeting;
 - (e) "department" means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;
 - (f) "financial year" means a period not exceeding 15 months fixed by the Executive Committee, being a period commencing on the date of incorporation of the Society and ending on 30 June; and thereafter each period commencing **1 Sept** and ending on **30 August** in the following year;
 - (g) "general meeting" means a meeting in which all members are invited to participate;
 - (h) "member" means full member
 - (i) "ordinary resolution" means resolution other than a special resolution;
 - (j) "participating" in a meeting means both:-
 - (i) being in a position to understand and contribute to the discussion – in person, in writing, electronically, or by proxy; and
 - (ii) being in a position to be able to vote – in person, in writing, electronically or by proxy.
 - (k) "poll" means voting conducted by any means other than a show of hands);
 - (l) "special general meeting" means a general meeting other than the annual general meeting;
 - (m) "special resolution" has the meaning given by section 24 of the Act, that is-
 - (i) A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the Society who are entitled under the rules of the Society to vote and vote in person or, where proxies or postal votes are allowed by the rules of the Society by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.
 - (ii) At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Society or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the Society present in person or, where proxies are allowed, by proxy.
 - (iii) If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.
 - (n) "the Act" means the *Associations Incorporation Act 2015*;
 - (o) "the Society" means the Society referred to in rule 1;
 - (p) "the President" means-
 - (i) in relation to the proceedings at a Executive Committee meeting or general meeting, the person presiding at the Executive Committee meeting or general meeting in accordance with rule 11; or
 - (ii) otherwise than in relation to the proceedings referred to in paragraph (i) directly above, the person referred to in paragraph (a) of rule 10 (1) or, if that person is unable to perform their functions, the Vice-President;

- (q) "the Commissioner" means the Commissioner for Fair Trading exercising powers under the Act;
- (r) "the Executive Committee" means the Executive Committee of Management of the Society referred to in rule 10 (1);
- (s) "the Secretary" means the Secretary referred to in paragraph (c) of rule 10 (1);
- (t) "the Treasurer" means the Treasurer referred to in paragraph (d) of rule 10 (1);
- (u) "the Vice-President" means the Vice-President referred to in paragraph (b) of rule 10 (1).

3. Objects of the Society

- (1) The objects of the Society are-
 - (a) to promote the advancement of, and research and teaching in, the Philosophy of Education;
 - (b) to organise meetings and conferences on topics of interest to Philosophy of Education;
 - (c) to provide a clearinghouse of relevant published information, including a register of members; and
 - (d) to publish appropriate material related to Philosophy of Education in the Society's journal *Educational Philosophy and Theory* and in other appropriate forms of publication.
- (2) The property and income of the Society shall be applied solely towards the promotion of the objects of the Society and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4. Powers of the Society

- (1) The powers conferred on the Society are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Society may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -
 - (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Society;
 - (d) borrow money upon such terms and conditions as the Society thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the Society as the Society thinks fit;
 - (f) appoint agents to transact any business of the Society on its behalf;
 - (g) enter into any other contract it considers necessary or desirable; and
 - (h) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Society.

5. Membership of the Society

- (1) (a) MEMBERSHIP: Membership is open to:
 - (i) persons who teach or who are qualified to teach philosophy of education at a tertiary level; or
 - (ii) persons who have qualifications in Philosophy of Education, as recognised by the Society; or
 - (iii) persons who have qualifications in Philosophy, as recognised by the Society, amounting to at least a first degree in which Philosophy forms a major part, and evidence of interest in the study of Education; or
 - (iv) persons who have qualifications in teaching or research of a type and standard approved by the Executive Committee
- (b) FELLOWSHIP
 - (i) The Annual General Meeting of the Society may, on the nomination of the Executive Committee, appoint full members who have made a distinguished

contribution to the Society or to Philosophy of Education to the position of Fellow of the Philosophy of Education Society of Australasia. Fellows shall be entitled to use the post-nominals FPESA.

- (2) A person who wishes to become a member must apply for membership to the Executive Committee. The method of application may be in writing or via the PESA website or by such other means as the Executive Committee from time to time directs.

6. Register of members of the Society

- (1) The Secretary has a responsibility for ensuring that an up-to-date register of members is maintained.

7. Subscriptions of members of the Society

- (1) The Executive Committee shall determine the amount of the subscription to be paid by each member, subject to approval at an annual general meeting.
- (2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Executive Committee from time to time determines, the amount of the subscription determined under sub-rule (1).
- (3) Subject to sub-rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Executive Committee decides otherwise.
- (4) A person exercises all the rights and obligations of a member for the purposes of these rules if their subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Executive Committee allows.

8. Termination of membership of the Society

- (1) Membership of the Society may be terminated upon-
 - (a) receipt by the Secretary or another Executive Committee member of a notice in writing from a member of their resignation from the Society. Such person remains liable to pay to the Society the amount of any subscription due and payable by that person to the Society but unpaid at the date of termination; or
 - (b) non-payment by a member of their subscription within three months of the date fixed by the Executive Committee for subscriptions to be paid, unless the Executive Committee decides otherwise in accordance with rule 7 (3); or
 - (c) expulsion of a member in accordance with rule 9.

9. Suspension or expulsion of members of the Society

- (1) If the Executive Committee considers that a member should be suspended or expelled from membership of the Society because their conduct is detrimental to the interests of the Society, contrary to the vision of the Society, or in violation of relevant policies of the society. The Executive Committee must communicate in writing to the member-
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Executive Committee meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct,
not less than 30 days before the date of the Executive Committee meeting referred to in paragraph (a).
- (2) At the Executive Committee meeting referred to in a notice communicated under sub-rule (1), the Executive Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Executive Committee, suspend or expel or decline to suspend or expel that member from membership of the Society and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule (5), a member has their membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to them under sub-rule (2).
- (4) A member who is suspended or expelled under sub-rule (2) must, if they wish to appeal against that suspension or expulsion, give notice to the Secretary of their intention to do so within the period of 14 days referred to in sub-rule (3).

- (5) When notice is given under sub-rule (4)-
 - (a) the Society in a general meeting, must either confirm or set aside the decision of the Executive Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Society in the general meeting; and
 - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Executive Committee to suspend or expel them is confirmed under this sub-rule.

10. Executive Committee of Management

- (1) Subject to sub-rule (8), the affairs of the Society will be managed exclusively by an Executive Committee of Management consisting of-
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer;
 - (e) Up to four 'Member Representatives' (to provide balance in terms of age, gender, experience and/or geographic location);
 - (f) Executive Editor of *Educational Philosophy and Theory* (*ex officio*); and
 - (g) The Immediate Past President (*ex officio*);
 all of whom must be members of the Association.
- (2) (a) Subject to sub-rule (7), the terms of the President, the Vice-President, the Secretary, the Treasurer and each Member Representative will be for three years from their election at an Annual General Meeting, unless extended by an ordinary resolution of an Annual General Meeting.
 - (b) *Ex officio* members remain on the Executive Committee for the duration of their designation as 'Executive Editor' and 'Immediate Past President' respectively.
 - (c) The Executive Committee has the power to create co-opted roles for particular duties.
- (3) Except for nominees under sub-rule (6), a person is not eligible for election to membership of the Executive Committee unless a member has nominated them for election by delivering notice in writing of that nomination, signed by-
 - (a) the nominator; and
 - (b) the nominee to signify their willingness to stand for election,
 to the Secretary not less than 30 days before the day on which the annual general meeting concerned is to be held.
- (4) A person who is eligible for election or re-election under this rule may -
 - (a) propose or second themselves for election or re-election; and
 - (b) vote for themselves.
- (5) If the number of persons nominated in accordance with sub-rule (3) for election to membership of the Executive Committee does not exceed the number of vacancies in that membership to be filled-
 - (a) the Secretary must report accordingly to; and
 - (b) the President must declare those persons to be duly elected as members of the Executive Committee at the annual general meeting concerned.
- (6) If vacancies remain on the Executive Committee after the declaration under sub-rule (5), additional nominations of Executive Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of Executive Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Executive Committee, elections for those positions must be conducted.
- (7) If a vacancy remains on the Executive Committee after the application of sub-rule (6), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Executive Committee-
 - (a) the Executive Committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will -
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the Executive Committee,

at the next following annual general meeting.

- (8) The Executive Committee may delegate, in writing, to one or more sub-Executive Committees (consisting of such member or members of the Society as the Executive Committee thinks fit) the exercise of such functions of the Executive Committee as are specified in the delegation other than-
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Executive Committee by the Act or any other law.
- (9) Any delegation under sub-rule (8) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Executive Committee may continue to exercise any function delegated.
- (10) The Executive Committee may, in writing, revoke wholly or in part any delegation under sub-rule (8).
- (11) The Committee may submit matters to members and conduct a poll through the mail or electronically.
- (12) Payments to the Executive Committee, including any individual member of the Committee, from the Society's funds, can only occur if such payments are (a) authorised under a policy approved by a resolution of the Society at a General Meeting, and (b) will be at the discretion of the Treasurer, in all cases through re-imburement of receipts, and (c) all such payments will be reported to the Executive Committee.

11. President and Vice-President

- (1) Subject to this rule, the President must preside at all general meetings and Executive Committee meetings.
- (2) In the event of the absence from a general meeting of-
 - (a) the President,
 - (b) the Vice-President; or
 - (c) both the President and the Vice-President, a member elected by the other members present at the general meeting must preside at the general meeting.
- (3) In the event of the absence from a Executive Committee meeting of-
 - (a) the President, the Vice-President; or
 - (b) both the President and the Vice-President,an Executive Committee member elected by the other Executive Committee members present at the Executive Committee meeting must preside at the Executive Committee meeting.

12. Secretary

- (1) The Secretary must-
 - (a) co-ordinate the correspondence of the Society;
 - (b) keep full and correct minutes of the proceedings of the Executive Committee and of the Society;
 - (c) comply on behalf of the Society with-
 - (i) section 27 of the Act with respect to the register of members of the Society, as referred to in rule 6;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Society and, upon the request of a member of the Society, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) section 29 of the Act by maintaining a record of -
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Society provided for by these rules, including all offices held by the persons who constitute the Executive Committee and persons who are authorised to use the common seal of the Society under Rule 23; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Society,

and the Secretary must, upon the request of a member of the Society, make available the

- record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Society, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
 - (e) perform such other duties as are imposed by these rules on the Secretary.

13. Treasurer

(1) The Treasurer must-

- (a) be responsible for the receipt of all moneys paid to or received by, or by them on behalf of, the Society and must issue receipts for those moneys in the name of the Society;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Society as the Executive Committee may from time to time direct;
- (c) make payments from the funds of the Society with the authority of a general meeting or of the Executive Committee. Changes to the banking arrangements will need to be authorized by another committee member as well as the treasurer. ;
- (d) comply on behalf of the Society with sections 25 and 26 of the Act with respect to the accounting records of the Society by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Society;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Society to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Society to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Society accounts of the Society showing the previous year's financial performance and the financial position of the Society at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the President, submit to the Executive Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Society, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

14. Casual vacancies in membership of Executive Committee

(1) A casual vacancy occurs in the office of an Executive Committee member and that office becomes vacant if the Executive Committee member-

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Executive Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Executive Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) 3 consecutive Executive Committee meetings; or
 - (ii) 3 Executive Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Executive Committee meetings;
- (f) of which meetings the member received notice, and the Executive Committee has resolved to declare the office vacant;
- (g) ceases to be a member of the Society; or
- (h) is the subject of a resolution passed by a general meeting of members terminating their appointment as an Executive Committee member.

15. Proceedings of Executive Committee

(1) The Executive Committee must meet together or electronically for the dispatch of business not

less than twice in each year and the President, or at least half the members of the Executive Committee, may at any time convene a meeting of the Executive Committee.

- (2) Each Executive Committee member has a deliberative vote.
- (3) A question arising at an Executive Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Executive Committee meeting will have a casting vote in addition to their deliberative vote.
- (4) At an Executive Committee meeting four Executive Committee members participating constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at an Executive Committee meeting must be determined by the Executive Committee members present at the Executive Committee meeting.
- (6) As required under sections 21 and 22 of the Act, an Executive Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Executive Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Executive Committee is a member of a class of persons for whose benefit the Society is established), must-
 - (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Executive Committee; and
 - (b) disclose the nature and extent of their interest at the request of the Executive Committee; and
 - (c) not take part in any deliberations or decision of the Executive Committee with respect to that contract.
- (7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Executive Committee is an employee of the Society.
- (8) The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Executive Committee to be recorded in the minutes of the meeting of the Executive Committee at which it is made.

16. Educational Philosophy and Theory (EPAT) editorial committee

- (1) The editorial committee of *Educational Philosophy and Theory* shall comprise-
 - (a) EPAT Executive Editor;
 - (b) Deputy Editor/s and several Associate Editors appointed by the EPAT Executive Editor; and
 - (c) President of PESA (*ex officio*).
- (2) The Executive Editor shall be responsible for appointing Editorial Consultants and all aspects of editing and promoting the journal. In these tasks the Executive Editor shall act in the interests of the Society.
- (3) The Executive Editor must be a member of the Society of good standing, and suitably qualified, and be appointed by election at an annual general meeting, or in the case of a casual vacancy, appointed by the Executive Committee subject to ratification by the next annual general meeting. The Executive Editor shall be appointed for a renewable term of five years, and shall provide a report on the year's activities to the Annual General Meeting.

17. Journals (other than EPAT) owned by PESA.

- (1) The Editor of the journal must be appointed by election at an annual general meeting, or in the case of a casual vacancy, appointed by the Executive Committee subject to ratification by the next annual general meeting. The Editor shall be appointed for a renewable term of two years.
- (2) The Editor shall be responsible for all aspects of editing and promoting the journal. In these tasks the Editor shall act in the interests of the Society. The Editor shall provide a report on the year's activities to the Executive Committee.

18. General meetings

- (1) The Executive Committee-
 - (a) may at any time convene a special general meeting;
 - (b) must convene Annual General Meetings at a Conference of the Society within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Society's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first

- annual general meeting which may be held at any time within 18 months after incorporation;
and
- (c) must, within 30 days of-
 - (i) receiving a request in writing to do so from not less than 10% of the members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.
 - (d) must, after receiving a notice under rule 5 (4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Society at that next annual general meeting in relation to the Executive Committee's rejection of their application and the Society at that meeting must confirm or set aside the decision of the Executive Committee.
- (2) The members making a request referred to in sub-rule (1) (c) (i) must-
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
 - (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
 - (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Executive Committee; or
 - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may themselves convene a special general meeting as if they were the Executive Committee.
 - (4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Society must pay the reasonable expenses of convening and holding the special general meeting.
 - (5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify-
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
 - (6) Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-
 - (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows-
 - (i) first, the consideration of the accounts and reports of the Executive Committee;
 - (ii) second, the election of Executive Committee members to replace outgoing Executive Committee members; and
 - (iii) third, any other business requiring consideration by the Society at the general meeting.
 - (7) A special resolution may be moved either at a special general meeting or at an annual general meeting. However, the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
 - (8) The Secretary must give a notice under sub-rule (5), (6) or (7) by-
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6; or
 - (c) sending it by email to a member at the email address of the member.
 - (9) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
 - (10) When a notice is sent by email under sub-rule (8) (c), sending of the notice will be deemed to be properly effected if the notice is sent to the email address appearing in the register of members

19. Quorum and proceedings at general meetings

- (1) At a general meeting ten members participating constitute a quorum.

- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under Rule 17 (5) or (6)-
 - (a) as a result of a request or notice referred to in Rule 17 (1) (c) or as a result of action taken under Rule 17 (3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are participating may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under Rule 17 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting-
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes, subject to sub-rule (9); and
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).
- (8) A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- (9) At a general meeting, a poll may be demanded by the President or by three or more members participating and, if so demanded, must be taken in such manner as the President directs.
- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

20. Minutes of meetings of the Society

- (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Executive Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Executive Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The President must ensure that the minutes taken of a general meeting or Executive Committee meeting under sub-rule (1) are checked and signed as correct by the President of the general meeting or Executive Committee meeting to which those minutes relate or by the President of the next succeeding general meeting or Executive Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
 - (a) the general meeting or Executive Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

21. Voting rights of members of the Society

- (1) Subject to these rules, each member participating at a general meeting is entitled to a deliberative vote.

22. Proxies of members of the Society

- (1) A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person, to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting, providing the appointing member give a written and signed proxy authoratiation to the Secretary not less than 10 days before the day on which the general meeting is to be held.

23. Rules of the Society

- (1) The Society may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
 - (a) Subject to sub-rule (1) (d) and (1) (e), the Society may alter its rules by special resolution but not otherwise;
 - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Society), the Society must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Executive Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Society as so altered conform to the requirements of this Act;
 - (c) An alteration of the rules of the Society does not take effect until sub-rule (1) (b) is complied with;
 - (d) An alteration of the rules of the Society having effect to change the name of the Society does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
 - (e) An alteration of the rules of the Society having effect to alter the objects or purposes of the Society does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (2) These rules bind every member and the Society to the same extent as if every member and the Society had signed and sealed these rules and agreed to be bound by all their provisions.

24. Common seal of the Society

- (1) The Society must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Society must not be used without the express authority of the Executive Committee and every use of that common seal must be recorded in the minute book referred to in Rule 19.
- (3) The affixing of the common seal of the Society must be witnessed by any two of the President, the Secretary and the Treasurer.
- (4) The common seal of the Society must be kept in the custody of the Secretary or of such other person as the Executive Committee from time to time decides.

25. Inspection of Society records

- (1) A member may at any reasonable time inspect without charge the books, documents, records and securities of the Society.

26. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between-
 - (a) a member and another member; or
 - (b) a member and the Society; or
 - (c) if the Society provides services to non-members, those non-members who receive services from the Society, and the Society.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person

appointed by the Executive Committee of the Society;

- (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Society, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Society can be a mediator.
 - (6) The mediator cannot be a member who is a party to the dispute.
 - (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - (8) The mediator, in conducting the mediation, must-
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party;
and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - (9) The mediator must not determine the dispute.
 - (10) The mediation must be confidential and without prejudice.
 - (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
 - (12) Complaints not dealt with under this rule are dealt with under the relevant PESA policies.

27. Distribution of surplus property on winding up of the Society

- (1) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

