

# **Rules of the Incorporated Association**

**I A T G**

**Institute of Australian Tour Guides**

**Issued December 2010**

**Institute of Australian Tour Guides Incorporated**  
**Rules of the Incorporated Association**

First Issue: 07 December, 1993

Second Issue:

Third Issue: December, 1999

Fourth Issue: December, 2000

Fifth Issue: December 2002

This edition: December, 2010

# Rules of the Institute of Australian Tour Guides Incorporated

## Contents

## Contents

Part One -Preliminary	1
Name	1
Definitions	1
Objects	1
Part Two: Membership	1
Membership Classes	1
Professional Membership Criteria and Categories	2
Corporate Membership Criteria	2
Affiliate Membership Criteria	3
Honorary Membership	3
Application for Membership	3
Right of Appeal Against Membership Decisions	4
Cessation of Membership	5
Membership Entitlements Not Transferable	5
Resignation of Membership	5
Register of Members	5
Application and Membership Fees	6
Members' Liabilities	6
Disciplining of Members	7
Right of Appeal of Disciplined Member	8
Part Three: The Committee	9
Powers of the Committee	9
Constitution of the Committee	9
Election of Committee Members	10
Secretary - Duties	11
Treasurer - Duties	11
Membership Secretary - Duties	11
Public Officer	12
Casual Vacancies	12
Removal of Committee Member from Office	13

Committee Meetings - Notice and Quorum	14
Delegation by Committee to Sub-Committee	15
Voting and Decisions at Committee and Sub-Committee Meetings	16
Part Four: Annual General Meetings and Special General Meetings	16
Annual General Meetings – Holding Of	16
Annual General Meetings – Mandatory Business At	17
Special General Meetings - Holding Of	17
Notice of Annual General and Special General Meetings	18
Procedure & Quorum for Annual General and Special General Meetings	18
Presiding Member at Annual General and Special General Meetings	19
Adjournment of Annual General and Special General Meetings	19
Making of Decisions at Annual General and Special General Meetings	19
Special Resolutions	20
Voting Rights at Annual General and Special General Meetings	21
Appointment of Proxies	21
Part Five: Miscellaneous	21
Funds - Source of Income	21
Funds - Management of Expenditure	21
Alteration of Objects and Rules and Other Matters Requiring a Special Resolution	22
Common Seal	22
Minutes	22
Custody of Books	23
Inspection of Books	23
Service of Notice	23
Financial Year	24
Appendix 1	24
Form of Appointment of Proxy	24

## Part One -Preliminary

### 1. Name

The name of the association shall be the Institute of Australian Tour Guides Incorporated.

### 2. Definitions

In these rules:

"the Association" means the Institute of Australian Tour Guides.

"Committee" means the committee of management of the association.

"Secretary" means the person holding office as secretary of the association, or if no such person holds that office – the Public Officer of the association.

"Special general meeting" means a general meeting of the association other than an annual general meeting.

"The Act" means the Associations Incorporation Act 1984.

"The regulation" means the Associations Incorporation Regulation 1999.

### 3. Objects

The objects of the association are to:

promote and maintain throughout Australia the highest standards of competence integrity and professional conduct on the part of all persons engaged in the profession of Tour Guide; and

promote continuing professional development of Tour Guides; and

promote and encourage recognition of the professional status of the Tour Guide; and

ensure that all members adhere to the association's prescribed Code of Ethics; and

liaise with Tourism Industry operators and industry associations on matters of common concern; and

be a representative body of Tour Guides in developing national competency standards and programmes of training; and

purchase or take on lease or hire or use real or personal property necessary or convenient for the purposes of the association; and

maintain an office for answering enquiries and disseminating information useful to Members, visitors or others; and

do all such other lawful matters and things as are incidental or conducive to the attainments all or any of the above objects.

## Part Two: Membership

### 4. Membership Classes

(1) There will be several classes of membership which will be reviewed and

determined from time to time by the Committee. Until such review, the classes will be known as:

Professional Membership; and

Corporate Membership; and

Affiliate Membership.

5. Professional Membership Criteria and Categories

(1) Any individual person, no matter where resident in Australia, may apply to be a Professional Member of the association if that person:

is a permanent resident of Australia; and

is sufficiently experienced in working as a Tour Guide (the Membership Assessment Panel will determine what level of experience shall be appropriate on a case by case basis); and

currently works regularly in a full or part time capacity as a professional Tour Guide or Tour Manager and Guide and receives remuneration for that work.

(2) Applicants who achieve Professional membership will be categorised according to their skills, knowledge and area of work. Categories will be reviewed and determined from time to time by the Committee. Until such review, the categories for Professional Members will be known as:

Tour Guide - Indicates that the Guide is generally proficient in all areas in his/her locality and/or city and/or state or territory; and

Site Guide - indicates that the Guide normally works at one particular tourist site, attraction, cultural or historic venue; and

Specialist Guide - indicates that the Guide has specialist knowledge of a particular destination, tourist precinct, topic or subject matter or has specialist skills.

6. Corporate Membership Criteria

(1) An organisation can apply to be a Corporate Member of the association if they are engaged in the tourism or a related industry and if the business is associated with the work of Tour Guides. This may include, but is not limited to, organisations such as tour operators, hotels, travel agencies, state, regional or national tourism offices, museums, other Tour Guide associations, Tour Guide employment agencies, travel operators, retailers and restaurateurs.

(2) Any firm or unincorporated body wishing to become a Corporate Member must nominate one of its directors or employees to:

act as its representative to apply in its name for membership of the

association; and  
sign the application form as its representative; and  
exercise the rights of Corporate membership on its behalf.

7. Affiliate Membership Criteria

Any individual person may apply to be an Affiliate Member of the association if they are engaged in or intend to be engaged in an occupation within the tourism or a related industry and if they are unable to qualify for Professional membership. This may include, but is not limited to, those people who are currently undertaking training to be a Guide; have recently graduated from such training; have not yet gained sufficient work experience as a Guide; are interested in seeking work as a Guide; work as volunteer guides and receive no remuneration for their Guiding activities; are retired Guides.

8. Honorary Membership

Honorary membership may be conferred upon individual persons who have rendered exceptional service to the association or to the profession of Guiding. The Committee will make such a determination.

9. Application for Membership

- (1) An application for membership of the association:  
must be made in writing in the form set out by the Committee; and  
must be accompanied by such information and evidence relevant to a determination by the association; and  
must be lodged with the Membership Secretary of the association along with any application fee.
- (2) As soon as practicable after receiving an application for membership, the Membership Secretary must make a determination or refer the application to the Membership Assessment Panel for its determination as follows:  
applications for Professional membership will be subject to a formal assessment process undertaken by the Membership Assessment Panel and that Panel will determine whether to approve or to reject the application; and  
applications for Corporate membership will be reviewed by the Committee which will determine whether to approve or to reject the application; and

applications for other membership classes will be reviewed by the Membership Secretary and he or she will determine whether to approve or to reject the application.

- (3) As soon as practicable after the determination is made, the Membership Secretary must:  
notify the applicant, in writing, that the association has approved or rejected the application for membership; and  
if the association approved the application, request the applicant to pay, by issuance of an invoice, the sum determined from time to time by the Committee as an annual membership fee.
- (4) The Membership Secretary must, on payment by the applicant of the amount invoiced within the period referred to in that invoice, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

#### 10. Right of Appeal Against Membership Decisions

- (1) An applicant or member may appeal to the Committee against a membership decision within 7 days after notice of the decision is served on the applicant or member, by lodging with the Membership Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the applicant or member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice of appeal from an applicant or member, the Committee must convene a Committee meeting to be held within 28 days after the date on which the Membership Secretary received the notice.
- (4) At a Committee meeting convened to hear a membership decision appeal: no business other than the question of the appeal is to be transacted; and the Membership Secretary and the applicant or member must be given the opportunity to state their respective cases orally or in writing, or both; and the Committee members present are to vote on the question of whether the membership decision should be confirmed or revoked; and any Committee member who has participated in the original decision may attend the meeting but may not vote.

- (5) If at the Committee meeting the association passes a resolution in favour of the confirmation of the membership decision, the decision shall be confirmed.

#### 11. Cessation of Membership

- (1) A person ceases to be a member of the association if the person:  
dies, or  
resigns membership  
allows membership to lapse by non payment of the annual renewal fee within 30 days of that fee falling due, or  
is expelled from the association.
- (2) An organisation ceases to be a Corporate Member of the association if the organisation:  
resigns membership, or  
allows membership to lapse by non payment of the annual renewal fee within 30 days of that fee falling due, or  
is expelled from the association.
- (3) A member who or organisation which has allowed membership to lapse but then makes a late payment, may be reinstated by a resolution of the Committee.

#### 12. Membership Entitlements Not Transferable

A right, privilege or obligation which a person or organisation has by reason of being a member of the association:  
cannot be transferred or transmitted to another person or organisation;  
and  
terminates on cessation of the membership.

#### 13. Resignation of Membership

A member of the association who has paid all amounts due to the association may resign at any time by providing written notice to the Membership Secretary.

#### 14. Register of Members

- (1) The Public Officer of the association must establish and maintain a register of members of the association specifying the name and address of each person or organisation who is a member of the association together with

the date on which the person or organisation became a member.

- (2) If a member of the association ceases to be a member, the Membership Secretary must keep an accurate record of the date on which the membership ceased.
- (3) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied, or if the Committee determines some other amount, that other amount.

#### 15. Application and Membership Fees

- (1) An applicant for Professional membership of the association must, on application, pay to the association an application fee determined by the Committee.
- (2) All classes of members must pay to the association an annual membership fee determined by the Committee.
- (3) The Committee will review and determine the amount of the application fee and the annual membership fee for each class of membership annually in April of each year.
- (4) Annual membership fees fall due as follows:  
for Professional and Corporate membership, if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year; and  
for other classes of membership - on acceptance and on the anniversary of that acceptance in each succeeding calendar year.

#### 16. Members' Liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs of the winding up of the association is limited to the amount of any unpaid membership fee.

## 17. Disciplining of Members

- (1) A complaint may be made to the association by any person against any member of the association who has:  
persistently refused or neglected to comply with a provision or provisions of these rules, or  
persistently and willfully neglected to comply with the association's Code of Ethics, or  
persistently and willfully acted in a manner prejudicial to the interests of the association.
- (2) The complaint must be made in writing to the Membership Secretary and must provide a statement of the grounds on which the complaint is based.
- (3) On receiving such a complaint, the Committee must:  
form a complaints sub-committee consisting of at least 4 Professional Members of the association and any other persons or members of the association as the Committee thinks fit and convene a meeting of that sub-committee to be held within 28 days after the date on which the Membership Secretary received the notice; and  
give written notice of the complaint to the member concerned; and  
give the member at least 14 days from the time the notice is served to make written submissions to the complaints sub-committee in connection with the complaint.
- (4) The member must be given the opportunity to attend the meeting and to state their case orally or in writing, or both.
- (5) The complaints sub-committee must take into consideration any submissions made by the member in connection with the complaint.
- (6) The complaints sub-committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the

complaint have been proved.

(7) If the complaints sub-committee expels or suspends a member, the Membership Secretary must, within 7 days after the resolution is passed, cause written notice to be given to the member of the action taken, of the reasons for the sub-committee having taken that action and of the member's right of appeal.

(8) The expulsion or suspension does not take effect:  
until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or  
if the member exercises the right of appeal, unless and until the association confirms the resolution through its disciplinary appeals process.

#### 18. Right of Appeal of Disciplined Member

(1) A disciplined member may appeal to the association against a resolution of the complaints sub-committee within 7 days after notice of the resolution is served on the member, by lodging with the Membership Secretary a written notice to that effect.

(2) The notice must be accompanied by a statement of the grounds on which the disciplined member intends to rely for the purposes of the appeal.

(3) On receipt of a notice from a disciplined member, the Committee must convene a Committee meeting to be held within 28 days after the date on which the Membership Secretary received the notice.

- (4) At a Committee meeting convened to hear a disciplinary appeal:  
no business other than the question of the disciplinary appeal is to be transacted; and  
the chairperson of the complaints sub-committee and the disciplined member must be given the opportunity to state their respective cases orally or in writing, or both; and  
the Committee members present shall vote on the question of whether the disciplinary decision should be confirmed or revoked; and  
any Committee member who has participated in the original decision may attend the meeting but may not vote.
- (5) If at the Committee meeting the association passes a resolution in favour of the confirmation of the disciplinary resolution, the resolution shall be confirmed.

### Part Three: The Committee

#### 19. Powers of the Committee

The Committee is the managing body of the association and shall:  
control, manage and direct the affairs of the association with power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the association; and  
administer all functions in relation to membership including the review and determination of:

- (i) a Code of Ethics to which members must subscribe; and
- (ii) membership criteria, application and assessment processes; and
- (iii) application and annual membership fees; and
- (iv) any appeals against membership decisions; and
- (v) any appeals against disciplinary actions, and elect office-bearers of the association.

#### 20. Constitution of the Committee

- (1) The Committee which shall be elected at the annual general meeting of the association shall consist of:  
the office-bearers of the association; and  
5 ordinary Committee members.
- (2) The office-bearers of the association which shall be elected by the

Committee shall be:  
the Chair; and  
the Vice-Chair; and  
the Treasurer; and  
the Membership Secretary; and  
the Secretary.

- (3) Each member of the Committee shall hold office from the time of their election for a period of two years, but shall be eligible for re-election.
- (4) No person shall hold a position on the Committee for more than four consecutive years. Any person retiring from a position on the Committee after four year's service, shall be eligible for re election after an absence of one year.
- (5) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Professional Member of the association to fill the vacancy and the member is to hold office from the time of their appointment until the conclusion of the next annual general meeting.

21. Election of Committee Members

- (1) The election of Committee members shall be conducted at the annual general meeting by secret ballot.
- (2) Nominations of candidates for election as Committee members of the association:  
must be made in writing, signed by 2 Professional Members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and  
must be delivered to the Secretary of the association at least 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place; and  
can only be accepted if they are Professional Members of the association. Members other than Professional Members are not eligible for election to the Committee.

- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be automatically elected and no ballot shall be required.
- (4) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be automatically elected and further nominations may be received at the annual general meeting.
- (5) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be casual vacancies.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

## 22. Secretary - Duties

It is the duty of the Secretary of the association to:

keep the minutes of Committee meetings and general meetings; and  
collect and keep on file, minutes of any sub-committee meeting at which he or she is not present; and  
provide notice of meetings as detailed throughout these rules; and  
produce an agenda for each meeting which specifies the general nature of the business to be transacted at the meeting.

## 23. Treasurer - Duties

- (1) It is the duty of the Treasurer of the association to ensure that:  
all money due to the association is collected and received and that all payments authorised by the association are made; and  
correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association. This responsibility may be delegated to another Committee member or employee or contractor.
- (2) The Treasurer must keep in his or her custody all financial records and books relating to the association. This responsibility may be delegated to another Committee member or employee or contractor.

## 24. Membership Secretary - Duties

- (1) It is the duty of the Membership Secretary of the association to:

accept and process applications for all classes of membership; and  
keep the register of members; and  
produce reports on membership decisions and disciplinary decisions and  
provide these to the Committee; and  
accept complaints against members; and  
accept applications for appeals against membership decisions and  
disciplinary actions; and  
make reports to any meeting convened to hear an appeal against a  
decision of the Membership Assessment Panel.

- (2) The Membership Secretary must keep in his or her custody all membership records and the membership register.
- (3) Any of the duties and responsibilities of the Membership Secretary may be delegated to another Committee member, employee or contractor.

#### 25. Public Officer

- (1) The Committee shall appoint a Public Officer for the association. The Public Officer must be a Committee member and must be a resident of NSW.
- (2) The duties of the Public Officer shall be those required of a Public Officer under the Act.
- (3) The position of a Public Officer shall become vacant if the Public Officer:  
ceases to be a resident of New South Wales, or  
dies, or  
becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or  
becomes a mentally incapacitated person, or  
becomes directly or indirectly involved in any paid employment or contract or proposed paid contract with the association, or  
ceases to be a member of the association, or  
resigns office by notice in writing given to the association, or  
is removed from office by a decision of the Committee.
- (4) In the event of a vacancy in the position of Public Officer the Committee shall appoint a new Public Officer within fourteen days.

#### 26. Casual Vacancies

A casual vacancy in the office of a member of the Committee occurs if the Committee member:

dies, or  
becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or  
becomes a mentally incapacitated person, or  
becomes directly or indirectly involved in any paid employment or contract or proposed paid contract with the association, or  
ceases to be a member of the association, or  
resigns office by notice in writing given to the association, or  
is removed from office by a decision of the Committee, or  
is absent without the consent of the Committee from all Committee meetings held during a period of 6 months.

27. Removal of Committee Member from Office

- (1) The association in general meeting may, by special resolution, remove any Committee member before the expiration of the Committee member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) A Committee member can be removed if he or she has:  
persistently refused or neglected to comply with a provision or provisions of these rules, or  
persistently and willfully neglected to comply with the association's Code of Ethics, or  
persistently and willfully acted in a manner prejudicial to the interests of the association.
- (3) Any member of the Committee who is subject to a proposed resolution for removal from office may make written representations to the association. These representations must be made in writing to the Secretary or Chair. The Committee member may request that the representations be notified to the members of the association and the Secretary or the Chair may send a copy of the representations to each member of the association. If the representations are not so sent, the Committee member may require that they be read out at the meeting at which the resolution is to be considered.

28. Committee Meetings - Notice and Quorum

- (1) The Committee must meet at least 6 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the Chair or by any member of the Committee.
- (3) Written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 7 days before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given by the secretary must include an agenda which specifies the general nature of the business to be transacted at the meeting. No business other than that business nominated by the agenda is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the Committee constitute a quorum for the transaction of the business of a Committee meeting.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand 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 of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:  
the Chair or, in the Chair's absence, the Vice-Chair is to preside, or  
if the Chair and the Vice-Chair are not present within fifteen minutes after the time appointed for the holding of the meeting or they are unwilling to act, the Committee members present shall choose one of their number to preside.

29. Delegation by Committee to Sub-Committee

- (1) The Committee may, by notice in writing, delegate to one or more sub-committees (consisting of such persons or members of the association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the notice, other than:  
this power of delegation, and  
a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) The Committee may at any time remove any person appointed as a member of such sub-committee.
- (3) Without limiting the generality of clause (1), the Committee shall appoint a sub-committee known as the Membership Assessment Panel to act on behalf of the Committee in relation to the following matters:  
the assessment of written applications for Professional membership; and  
the conduct of interviews with applicants for Professional membership; and  
the assessment of guiding skills and knowledge through a formal assessment process of applicants for Professional membership.
- (4) A delegation 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 notice of delegation.
- (5) Despite any delegation granted to a sub-committee, the Committee may continue to exercise any function delegated.
- (6) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation has the same force and effect as it would have if it had been done or suffered by the Committee.
- (7) The Committee may, by notice in writing, revoke wholly or in part any delegation to a sub-committee.

(8) A sub-committee may meet and adjourn, as it thinks proper.

30. Voting and Decisions at Committee and Sub-Committee Meetings

(1) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) may speak on any question and is entitled to one vote. In the event of an equality of votes on any question, the person presiding as chairperson may exercise a second or casting vote.

(2) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.

(3) A question arising at a Committee or sub-committee meeting shall be determined on a show of hands. The chairperson may declare that a resolution has, on a show of hands, been carried or lost.

(4) The Committee may act despite any vacancy on the Committee, provided that a quorum exists.

(5) Members of the Committee shall not vote on any question in which they have pecuniary interest or other conflict of interest and shall declare such interest.

(6) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

Part Four: Annual General Meetings and Special General Meetings

31. Annual General Meetings – Holding Of

(1) The association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, hold an annual general meeting of its members.

- (2) Clause (1) has effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.
- (3) The annual general meeting of the association is, subject to the Act, to be held on such date and at such place and time as the Committee thinks fit.

32. Annual General Meetings – Mandatory Business At

In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting must include the following:

confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting; and  
presentation and acceptance of Committee reports on the activities of the association during the previous financial year; and  
presentation and acceptance of the income and expenditure financial statement for the previous financial year; and  
election of the Committee members for the association.

33. Special General Meetings - Holding Of

- (1) The Committee may, whenever it thinks fit, hold a special general meeting of the association.
- (2) The Committee must, on the requisition in writing of at least 5 per cent of the total number of Professional Members, convene a special general meeting of the association.
- (3) A requisition of Professional Members for a special general meeting:  
must state the purpose or purposes of the special general meeting; and  
must be signed by each member making the requisition; and  
must be lodged with the Secretary; and  
may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to hold a special general meeting within 28 days after the date on which a requisition of members for the meeting is lodged, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after the date of lodgment.
- (5) A special general meeting convened by a member or members must be

convened in the same manner as special general meetings are convened by the Committee. Any member who consequently incurs expenses is entitled to be reimbursed by the association for any reasonable expenses incurred in notifying members of the special general meeting.

34. Notice of Annual General and Special General Meetings

- (1) The Secretary must, at least 21 days before the date fixed for the holding of a general meeting, give written notice to each member specifying the place, date and time of the meeting and the nature of the business to be transacted at the meeting. The notice must specify that the meeting is either an annual general meeting or a special general meeting.
- (2) If the nature of the business to be dealt with at a general meeting requires a special resolution of the association, the Secretary must specify, in the notice, 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.
- (4) A member who wishes to bring any business before a general meeting may give notice in writing of that business to the Secretary. The Secretary must include that business in the next notice calling a general meeting. If the request is made within 21 days of the notified date of a general meeting, the business shall be dealt with at the next subsequent general or special general meeting.

35. Procedure & Quorum for Annual General and Special General Meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled to vote is present during the time the meeting is considering that item.
- (2) At least 25% of the Professional Members, being members entitled to vote at a general meeting of the association, must be present in person or by proxy to constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:  
if convened on the requisition of members, is to be dissolved; and  
in any other case, is to stand adjourned to the same day in the following week at the same time and at the same place (unless another place is

advised by written notice to members before the day to which the meeting is adjourned).

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10% of the Professional membership) will constitute a quorum.

36. Presiding Member at Annual General and Special General Meetings

- (1) The Chair or, in the Chair's absence, the Vice-Chair, shall preside as chairperson at each general meeting of the association.
- (2) If the Chair and the Vice-Chair are absent or unwilling to act, the members present must elect, by show of hands, one of their number to preside as chairperson at the general meeting.

37. Adjournment of Annual General and Special General Meetings

- (1) The chairperson of 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must 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 clauses (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.

38. Making of Decisions at Annual General and Special General Meetings

- (1) Except in the case of election of Committee members which must be resolved by secret ballot, a question arising at a general meeting of the association is to be determined on a show of hands. Unless before or on the declaration of the show of hands a count is demanded, the chairperson may declare that a resolution has, on a show of hands, been carried or lost. An

entry to that effect in the minutes, is evidence of the fact without proof of the number of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of the association, a count of votes cast may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.

If a count is demanded at a general meeting, the count must be taken immediately. The resolution of the count on the matter is taken to be the resolution of the meeting on that matter.

- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

### 39. Special Resolutions

A special resolution shall only be passed by a three-fourths majority vote at a special general meeting or an annual general meeting.

40. Voting Rights at Annual General and Special General Meetings
- (1) A Professional Member has one vote only and only Professional Members may vote on a question arising at a general meeting of the association. Any other class of member is not entitled to vote.
  - (2) Although not entitled to a vote at general meetings, members other than Professional Members are entitled to attend meetings.
  - (3) All votes must be given personally or by proxy but no Professional member may hold more than 5 proxies.
  - (4) A Professional Member is not entitled to vote personally or appoint or execute a proxy vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
41. Appointment of Proxies
- (1) Each Professional member is entitled to appoint another Professional 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 is to be in the form set out in Appendix 1 to these rules.

#### Part Five: Miscellaneous

42. Funds - Source of Income
- (1) The funds of the association shall be derived from application fees and annual membership fees for members, donations and, such other sources as the Committee determines.
  - (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.
  - (3) The association must, as soon as practicable after receiving any money, issue an appropriate invoice and/or receipt.
43. Funds - Management of Expenditure
- (1) Subject to any resolution passed by the association in general meeting, the

funds of the association shall be used in pursuance of the objects of the association in such manner as the Committee determines.

- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the association, being Committee members or employees authorised to do so by the Committee.

44. Alteration of Objects and Rules and Other Matters Requiring a Special Resolution

- (1) The following decisions may only be enacted by a special resolution of the association at a general meeting:

alteration and/or additions to the statement of objects and these rules, or changing the association's name, or

removal of a Committee member during their term of office, or

voluntary winding up of the association and distributing its property in accordance with the Act and these rules.

- (2) In the event of the association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall not be paid to or distributed amongst members, but shall be paid to a registered charity. This allocation by the association of surplus funds shall be made in accordance with the objects of the association.

45. Common Seal

- (1) The common seal of the association must be kept in the custody of the Public Officer.

- (2) The common seal must not be affixed to any document except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of the Public Officer or Secretary plus one other Committee member.

46. Minutes

- (1) The Committee shall cause minutes to be made of:

all appointments of office-bearers, ordinary Committee members and sub-committee members; and

the names of Committee members present at Committee meetings, sub-committee meetings and general meetings; and

all proceedings at Committee meetings, sub-committee meetings and

general meetings.

- (2) Minutes of proceedings at meetings must be signed by the chairperson of the next meeting, or where a secondary meeting will not be convened, by the chairperson of the meeting within 28 days of the holding of the meeting.
- (3) The minutes of all meetings shall be kept in a suitable book and must be open to inspection, free of charge, by any member of the association at any reasonable hour.

#### 47. Custody of Books

The Public Officer must keep in his or her custody all documents relating to the management of the association. This responsibility may be delegated to another Committee member, employee or contractor.

#### 48. Inspection of Books

The records, books and other documents of the association must be open to inspection, free of charge, by any member of the association at any reasonable hour.

#### 49. Service of Notice

- (1) A notice may be served on or given to a person by :  
delivering it to the person personally, or  
sending it by pre-paid post to an address specified by the person, or  
sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person.
- (2) A notice is taken, unless the contrary is proved, to have been given or served:  
in the case of a notice given or served personally, on the date on which it is received by the addressee; and  
in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and  
in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

50. Financial Year

The Financial year shall conclude on the 30<sup>th</sup> day of June of each calendar year.

## Appendix 1

### Form of Appointment of Proxy

I,  
(full name)  
of  
(address)

hereby appoint  
(insert name of proxy)

of  
(address)

being an Professional Member of The Institute of Australian Tour Guides as my proxy to vote for me on my behalf at the general meeting of the association to be held on

(insert date)

and any adjournment of that meeting.

(Date)

(Signature)

Notes:

This instrument of proxy will not be valid unless provided to the Secretary 24 hours prior to the commencement of the meeting. A proxy vote must not be given to a person who is not a Professional Member of the association.

This instrument of proxy will not be valid unless both the Professional Member appointing a proxy and the Professional Member acting as proxy have paid all moneys due to the association.