

RULES OF THE DANTE ALIGHIERI SOCIETY OF CANBERRA

1. NAME

1. The name of the association shall be the "Dante Alighieri Society of Canberra".

PART I - PRELIMINARY

2. INTERPRETATION

1. In these Rules unless the contrary intention appears:
 - (a) "**Books**" includes any register or other record of information and any accounts or accounting records, however compiled, recorded or stored and any other document;
 - (b) "**Co-ordinator of Italian Language Classes**" means the person appointed by the Committee to be responsible for the co-ordination, organisation and management of the Italian language classes conducted by the Society;
 - (c) "**Financial Year**" means the year ending on 31 December;
 - (d) "**Member**" means a member of the Society as defined in Rule 5;
 - (e) "**Officer**", in relation to the Society, means:
 - (i) an ordinary member of the Committee of the Society;
 - (ii) the Public Officer, Secretary, Treasurer or another Executive Officer of the Society, the holder of any other office of the Society (however described) or a person occupying any of the above-mentioned offices, whether validly appointed or not; or
 - (iii) any other person who is concerned in or takes part in the management of the Society's affairs;but does not include a patron or the holder of an honorary office of the Society if the office does not confer on its incumbent the right to participate in the management of the Society's affairs;
 - (f) "**Public Officer**", in relation to the Society means the person, being a resident of the Australian Capital Territory, appointed to be the Public Officer of the Society in accordance with Section 57 of the Act;
 - (g) "**Register of Members**" means a list of the financial members of the Society;
 - (h) "**Special Resolution**" subject to Section 70 of the Act, means a resolution which:
 - (i) is passed at an Annual General Meeting or an Extraordinary Meeting of the Society, being a meeting of which at least twenty-one (21) clear days' notice, accompanied by notice of the intention to propose the resolution as a special resolution, has been given to members of the Society; and
 - (ii) is passed by at least three-quarters of the members of the Society who, being entitled to vote,
 - (A) on a matter other than one concerning the winding up of the Society - vote in person; and
 - (B) on a matter concerning the winding up of the Society - vote in person or by proxy.

- (i) **"The Act"** means the Associations Incorporation Act 1991;
- (j) **"The Regulations"** means the Associations Incorporation Regulations;
- (k) **"The Society"** means the Dante Alighieri Society of Canberra;
- (l) All words importing the singular or plural number shall include the plural and the singular number respectively;
- (m) All words importing the masculine or feminine gender shall include the feminine and masculine gender respectively.

2. In these Rules:

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

3. The provisions of the *"Interpretation Act 1967"* apply to and in respect in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

3. OBJECTS

1. The objects of the Society shall be the promotion, preservation and diffusion of the Italian language and Italian culture principally in the Australian Capital Territory and its surrounding region.
2. These objects shall be achieved by:
 - (a) the organisation of functions, films and other social events;
 - (b) conducting classes to teach the Italian language;
 - (c) the provision of incentives such as scholarships, bursaries and prizes to students learning Italian at a university, recognised educational institution or a course run by the Society;
 - (d) the provision of assistance and awards;
 - (e) the making of gifts to non-profit, charitable or educational organisations for the purpose of promoting or preserving the Italian language or Italian culture; and
 - (f) organising such other functions and activities as are deemed appropriate to the promotion of the objects of the Society.

4. NON-PROFIT, NON-POLITICAL AND NON-DENOMINATIONAL ORGANISATION

1. The Society shall be a non-profit organisation whose income and property shall be applied solely towards the promotion of its objects.
2. No portion of the Society's income and property shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of any profit to its members or relatives of members of the Society provided that nothing herein shall prevent the reimbursement of legitimate expenditure properly incurred by a member of the Society on behalf of the Society and the payment in good faith of remuneration, including honoraria, to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society, or for reasonable and proper rental of premises let by any member on behalf of or to the Society.
3. The Society shall be a non-political and non-denominational organisation.

PART II - MEMBERSHIP

5. CLASSES OF MEMBERS

1. The Society shall consist of the following classes of members:

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| (a) | Family Members | : | being persons living as a family unit who have paid the prescribed membership fee; |
| (b) | Individual Members | : | being individuals who have paid the prescribed membership fee; |
| (c) | Concessional Member | : | being pensioners, full-time students, persons enrolled in an Italian language course run by the Society or a person who, by reason of special circumstances, is awarded concessional membership by the Committee and who have paid the prescribed membership fee; |
| (d) | Honorary Life Members | : | persons who are elected as Honorary Life Members at an Annual General Meeting, in recognition of outstanding services rendered to the Society. Such members shall enjoy all the privileges of full membership and be exempt from payment of membership fees; |
| (e) | Life Members | : | individuals who have paid the prescribed fee being that for an individual membership multiplied by a factor of 20. |

6. MEMBERSHIP QUALIFICATIONS

1. A person is qualified to be a member if:

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| (a) | the person is a registered financial member of the Society in the previous financial year and has paid the prescribed membership fee for the current financial year. Membership operates from 1 January or the date of payment of the appropriate membership fee for the current financial year, whichever is the later date in the financial year; or |
| (b) | the person - |
| (i) | has applied for membership in accordance with Rule 7.1 of the Rules below; and |
| (ii) | has been approved for membership of the Society by the Committee of the Society. |

7. APPLICATION FOR MEMBERSHIP

1. An application of a person for membership of the Society:

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| (a) | shall be made in writing on the form prescribed by the Committee; |
| (b) | shall be lodged with the Secretary or Treasurer as nominated by the Committee of the Society; and |
| (c) | shall be accompanied by the prescribed membership fee. |

2. As soon as practicable after receiving an application for membership, the Secretary or Treasurer shall refer the application to the Committee which shall determine whether to approve or reject the application.
3. The Secretary or other member of the Society as determined by the Committee shall, on the approval by the Committee of an application for membership, enter the applicant's name in the Register of Members and, upon the name being so entered, the applicant shall become a member of the Society.
4. The Secretary shall as soon as practicable after a person becomes a member, notify the person accordingly. Failure to give notification shall not invalidate membership of the person.
5. Where the Committee rejects an application for membership, the Secretary shall, within 28 days of the Committee's decision notify the applicant of that decision. The Treasurer shall refund any membership fee paid by the applicant.

8. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

1. A right, privilege or obligation which a person has by being a member of the Society:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.

9. RELATION BETWEEN ASSOCIATION AND MEMBERS

1. The Rules of the Society shall be taken to bind the Society and its members from time to time as if the Rules had been signed and sealed by each member and contained covenants on the part of each member to observe all the Rules

10. CESSATION OF MEMBERSHIP

1. A person ceases to be a member of the Society if the person:
 - (a) dies;
 - (b) resigns from membership of the Society;
 - (c) is, subject to the rules of natural justice, expelled from the Society;
 - (d) fails to renew membership of the Society.

11. RESIGNATION OF MEMBERSHIP

1. A member is not entitled to resign from membership of the Society except in accordance with this Rule.
2. A member who has paid all amounts payable by the member to the Society may resign from membership of the Society by giving notice in writing to the Secretary of the member's intention to resign and, after one month of the date of the notice, the member shall cease to be a member.
3. Where a person ceases to be a member, the Secretary or another member of the Society as determined by the Committee shall record in the Register of Members the date on which the member ceased to be a member.

12. FEES, SUBSCRIPTIONS, ETC

1. There shall be no fee to join the Society.

2. The annual membership fees of the Society for each class of members shall be determined by resolution of the Committee and shall remain in force unless and until it is altered by a resolution of members at the next Annual General Meeting or Extraordinary Meeting called specifically to consider the annual membership fees.
3. The annual membership fee shall fall due:
- except as provided by Rule 12.3(b), by the commencement of the Annual General Meeting of each year; or
 - where a person becomes a member on or after 1 January, the membership fee is payable, as provided by Rule 7.1(c), at the time of lodging an application for membership.
4. An individual, family, a person entitled to concessional membership and a corporate or unincorporate body, except an applicant for life membership, who applies for membership on or after 1 August in any financial year shall pay in respect of that financial year the prescribed membership fee for the class of membership applied for divided by 2.

13. LIABILITIES OF OFFICERS AND MEMBERS

1. The liability of an officer or a member of the Society to contribute towards the payment of debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by Rule 12.

14. DISCIPLINING OF MEMBERS

1. Where the Committee is of the opinion that a member:
- has persistently refused or neglected to comply with a provision of these Rules or to respond to a written notice from the Committee; or
 - has persistently and wilfully acted in a manner prejudicial to the interests of the Society
- the Committee may, by resolution -
- expel the member from the Society; or
 - suspend the member from such rights and privileges of membership of the Society as the Committee may determine for a specified period.
2. A resolution under Rule 14.1 is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under Rule 14.3, confirms the resolution in accordance with this Rule.
3. Where the Committee passes a resolution under Rule 14.1, the Secretary shall as soon as practicable, cause a notice in writing to be served on the member -
- setting out the resolution of the Committee and the grounds on which it is based;
 - stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - stating the date, place and time of that meeting; and
 - informing the member that the member may:
 - attend and speak at that meeting;
 - submit to the Committee at or prior to the date of the meeting written representations relating to that resolution; or
 - take no action in which case the member shall be taken to have accepted the resolution of the Committee to expel or suspend the member.
4. Subject to section 50 of the Act, at a meeting of the Committee referred to in Rule 14.2, the Committee shall:
- give to the member mentioned in Rule 14.1, an opportunity to make oral representations;

- (b) give due consideration to any written representations submitted to the Committee by that member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the Committee made under Rule 14.1.
5. Where the Committee confirms the resolution under Rule 14.4, the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under Rule 15.
 6. A resolution confirmed by the Committee under Rule 14.4 does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the Society confirms the resolution in accordance with Rule 15.4.
 7. A decision of the Committee under Rule 14.1 or Rule 14.4 shall not be appealable to a court of law except on a question of law.

15. RIGHT OF APPEAL OF DISCIPLINED MEMBER

1. A member may appeal to the Society in Extraordinary Meeting against a resolution of the Committee which is confirmed under Rule 14.4, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
2. Upon receipt of a notice under Rule 15.1, the Secretary shall notify the Committee which shall convene an Extraordinary Meeting of the Society 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 section 50 of the Act, at an Extraordinary Meeting of the Society convened under Rule 14.2:
 - (a) no business other than the question of the appeal shall be transacted;
 - (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 14.4, is confirmed or revoked.
4. If the meeting passes a special resolution in favour of the confirmation of the resolution made under Rule 14.4, that resolution is confirmed and is effective immediately.

PART III - THE COMMITTEE

16. POWERS OF THE COMMITTEE

1. The Committee, subject to the Act, the Regulations, these Rules, and to any resolution passed by the Society in General Meeting:
 - (a) shall control and manage the affairs of the Society in accordance with these Rules;
 - (b) may exercise all such functions as may be exercised by the Society other than those functions that are required by these Rules to be exercised by the Society in an Annual General Meeting or an Extraordinary Meeting; and
 - (c) has the 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 Society.

17. CONSTITUTION OF AND MEMBERSHIP OF THE COMMITTEE

1. The Committee shall consist of:
 - (a) the Executive of the Society; and
 - (b) four (4) Ordinary Committee Members of the Society; each of whom shall be elected pursuant to Rule 18 or appointed in accordance with Rule 17.6.
2. The Executive of the Society shall be:
 - (a) the President;
 - (b) the two (2) Vice-Presidents;
 - (c) the Treasurer;
 - (d) the Secretary; and
 - (e) the Public Officer.
- X 3. The Society's Co-ordinator of Language Classes shall be an ex-officio member of the Committee but shall have no voting rights in relation to decisions taken by the Committee.
4. Each member of the Committee shall, subject to these Rules, hold office until all positions on the Committee are declared vacant at the next Annual General Meeting, but shall be eligible for re-election.
5. A member of the Committee duly elected at the Annual General Meeting, in accordance with the provisions of these Rules, shall take office after the resolution electing that person as a member of the Committee is passed at that meeting.
6. In the event of a vacancy in the membership of the Committee, the Committee may appoint a member of the Society to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until all positions on the Committee are declared vacant at the Annual General Meeting following the date of the appointment.
7. The Committee may co-opt no more than three (3) additional members of the Society to the Committee. A co-opted member shall have no voting rights at meetings of the Committee.
8. The Committee may, by resolution, invite a duly appointed representative of an association member to attend meetings of the Committee. That member shall have no voting rights on matters discussed at Committee meetings.

18. ELECTION OF COMMITTEE MEMBERS

1. Nomination of candidates for election as members of the Executive of the Society or as Ordinary Committee Members:
 - (a) shall be made in writing, signed by 1 member of the Society, and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) shall be delivered to the Secretary of the Society prior to the commencement of the Annual General Meeting at which the election is to take place.
2. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations to fill any remaining vacancies shall be received at the Annual General Meeting.
3. If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be vacancies.
4. If the number of nominations received is equal to the number of vacancies to be filled, the persons so nominated shall be taken to be elected.

5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
6. The ballot for election of the Executive and Ordinary Committee Members shall be completed at the Annual General Meeting in such a manner as the Committee may direct.
7. A person is not eligible to simultaneously hold more than one (1) position on the Committee except for the positions of Secretary and Public Officer.
8. For the purpose of electing members of the Committee, the Annual General Meeting shall appoint a member of the Society not standing for election, to conduct the elections.

19. ELIGIBILITY TO STAND FOR POSITIONS ON THE COMMITTEE

1. A member shall not be eligible to stand for a position on the Committee unless that member is at least eighteen (18) years of age and has been a member of the Society for at least three (3) months.
2. A corporate or unincorporate body cannot be a member of the Committee.

20. SECRETARY

1. The Secretary of the Society shall, as soon as practicable after being appointed as Secretary, notify the Society of his or her address.
2. The Secretary shall be responsible for the keeping of minutes and details of:
 - (a) all elections and appointments of the Executive and Ordinary Committee Members;
 - (b) the names of members of the Committee present at a Committee Meeting and the names of members of the Society present at an Annual General Meeting and an Extraordinary Meeting; and
 - (c) all proceedings at Committee, Annual General Meetings and Extraordinary Meetings.
3. Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by a person presiding at the next succeeding meeting.
4. The Secretary shall be responsible for receiving and attending to all correspondence except for correspondence requiring the attention of the Treasurer.
5. The Secretary shall be responsible for overseeing the maintenance of the Register of Members of the Society by a member of the Society referred to in Rule 7.3.
6. Any other functions as are determined by the Committee.

21. TREASURER

1. The Treasurer of the Society shall be responsible for:
 - (a) the collection and receipt of all moneys due to the Society and make payments authorised by the Committee; and
 - (b) keeping correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.
2. In addition to preparing the Society's annual statement of accounts as provided for an Annual General Meeting, the Treasurer shall prepare financial statements of the Society as required.

- 3 The Treasurer, with the agreement of at least one other member of the Executive of the Society, is authorised to approve and pay urgent expenditure not exceeding \$100 in respect of any matter. The Treasurer shall table at a next meeting of the Committee a list of urgent expenditure paid.

22. PUBLIC OFFICER

1. Unless the Committee elects another Committee Member to the position of Public Officer, the Secretary shall be the Public Officer having and exercising the duties of Public Officer of the Society.

23. VACANCIES ON THE COMMITTEE

1. For the purposes of these Rules, a vacancy in the office of a member of the Committee occurs if the member:
- (a) dies;
 - (b) ceases to be a member of the Society;
 - (c) resigns from office;
 - (d) is removed from office pursuant to Rule 24;
 - (e) becomes an insolvent under administration within the meaning of the Corporations Law;
 - (f) suffers from mental or physical incapacity;
 - (g) is disqualified from office under sub-section 63(1) of the Act; or
 - (h) is absent without the consent of the Committee for four (4) consecutive meetings of the Committee.

24. REMOVAL OF COMMITTEE MEMBERS

1. The Society in Extraordinary Meeting may by resolution, subject to section 50 of the Act (rules of natural justice), remove any member of the Committee from the office of Member of the Committee before the expiration of the member's term of office.

25. COMMITTEE MEETINGS AND QUORUM

1. The Committee shall meet at least four (4) times in each calendar year at such place as the Committee may determine.
2. Additional meetings of the Committee may be convened at the request of any member of the Committee.
3. Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the Members of the Committee) before the time appointed for holding of the meeting.
4. Notice of a meeting given under Rule 25.3 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, unless the Committee Members present at the meeting otherwise agree.
5. Four (4) members of the Committee, one of whom must be a member of the Executive, shall constitute a quorum for the transaction of the business of a meeting of the Committee.
6. No business shall be transacted by the Committee 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 date, time and place agreed upon by a majority of the Committee members present, being a date not less than seven (7) days after the adjourned Committee meeting.

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 Committee:
 - (a) the President or in the absence of the President, one of the Vice-Presidents shall preside; or
 - (b) if the President and the Vice-Presidents are absent, one (1) of the remaining members of the Committee may be chosen by the members present to preside.

26. DELEGATION BY COMMITTEE TO A SUB-COMMITTEE

1. The Committee may delegate to one (1) or more Sub-Committees, consisting of at least one Committee member and such members of the Society as the Committee thinks fit, the exercise of such of the functions of the Committee as are specified by the Committee, other than:
 - (a) this power of delegation; and
 - (b) a function which is a function imposed on the Committee by the Act, by any other law of the Territory, or by resolution of the Society in Annual General Meeting or Extraordinary Meeting.
2. A function, the exercise of which has been delegated to a Sub-Committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
3. A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function, or as time or circumstances, as may be specified by the Committee.
4. Notwithstanding any delegation under this Rule, the Committee may continue to exercise any function delegated.
5. Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Committee.
6. The Committee may revoke wholly or in part any delegation under this Rule.
7. A Sub-Committee may meet and adjourn as it thinks proper.

27. VOTING AND DECISIONS OF THE COMMITTEE AND SUB-COMMITTEE

1. Questions arising at meetings 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 those meetings.
2. 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) is entitled to one (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 25.5, the Committee may act notwithstanding any vacancy on the Committee.
4. 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 notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

5. Subject to section 65 of the Act, a Committee member shall disclose to the Committee, at an Annual General Meeting or an Extraordinary Meeting the nature and extent of any direct or indirect pecuniary interest in a contract or proposed contract to which the Society is or may be a party. A person with a pecuniary interest may participate in any deliberations of the Committee with respect to the contract or proposed contract but shall not take part in any decisions. This condition applies equally to each member of a Sub-Committee as if he or she was a member of the Committee.

PART IV - GENERAL MEETINGS

28. ANNUAL GENERAL MEETINGS - HOLDING OF

1. With the exception of the first Annual General Meeting of the Society, the Society shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the Society, convene an Annual General Meeting of its members.
2. The Society 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 Society.
3. Rules 28.1 and 28.2 have effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

29. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

1. The Annual General Meeting of the Society shall, subject to the Act, be convened on such date and at such place and time as the Committee 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 Extraordinary Meeting held since that meeting;
 - (b) to receive from the Committee reports on the activities of the Society during the last preceding financial year;
 - (c) to elect members of the Committee, including the Executive;
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to Sub-section 73(1) of the Act;
 - (e) subject to the requirements of the Act, to appoint an Auditor for the ensuing year; and
 - (f) to consider the election of Honorary Life Members recommended by the Committee as provided for under Rule 5.1(d).
3. An Annual General Meeting shall be specified as such in the notice convening it in accordance with Rule 30.
4. An Annual General Meeting shall be conducted in accordance with the provisions of this Part of the Rules.

30. EXTRAORDINARY MEETINGS - CALLING OF

1. The Committee may, whenever it thinks fit, convene an Extraordinary Meeting of the Society.
2. The Committee shall, on the requisition in writing of not less than five (5) members of the Society, convene an Extraordinary Meeting of the Society.

3. A requisition of members for an Extraordinary Meeting:
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one (1) or more of the members making the requisition.
4. If the Committee fails to convene an Extraordinary Meeting within two (2) months after the date on which a requisition of members for the meeting is lodged with the Secretary, any one (1) or more of the members who made the requisition may convene a meeting to be held not more than three (3) months after that date.
5. An Extraordinary Meeting convened by a member or members referred to in Rule 30.4 shall be convened as nearly as practicable in the same manner as Annual General Meetings are convened by the Committee and any member who thereby incurs expense in convening the meeting is entitled to be reimbursed by the Society for any reasonable expense so incurred.

31. NOTICE OF MEETINGS

1. Except where the nature of the business proposed to be dealt with at an Annual General Meeting or an Extraordinary Meeting requires a special resolution of the Society, the Secretary shall, at least fourteen (14) clear days before the date fixed for the holding of the meeting, cause to be sent by pre-paid post, or by electronic mail pursuant to Rule 46.3, 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 an Annual General Meeting or an Extraordinary Meeting requires a special resolution of the Society, the Secretary shall, at least twenty-one (21) clear days before the date fixed for the holding of the meeting, cause notice to be sent to each member in the manner provided in Rule 31.1 specifying, in addition to the matter required under that Rule, the intention to propose the resolution as a special resolution.
3. No business other than that specified in the notice convening an Extraordinary Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 29.2.
4. A member desiring to bring any business before an Extraordinary Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling an Extraordinary Meeting.

32. MEETINGS - PROCEDURE AND QUORUM

1. No item of business shall be transacted at an Annual General Meeting or an Extraordinary Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
2. Ten (10) members present in person (being members entitled to vote at an Annual General Meeting or an Extraordinary Meeting as provided for under Rule 36) shall constitute a quorum for the transaction of the business of an Annual General Meeting or an Extraordinary Meeting.
3. If within half an hour after the appointed time for the commencement of an Annual General Meeting or an Extraordinary Meeting a quorum is not present, the meeting if convened upon the requisition of the members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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 half an hour after the time appointed for the commencement of the meeting, the members (being not less than 5) shall constitute a quorum.

33. PRESIDING MEMBER

1. The President, or in the absence of the President, one of the Vice-Presidents, shall preside at each Annual General Meeting or an Extraordinary Meeting of the Society.
2. If the President and both of the Vice-Presidents are absent from the Annual General Meeting or an Extraordinary Meeting, the members present shall elect one (1) of their number to preside at the meeting.

34. ADJOURNMENT

1. The person presiding at an Annual General Meeting or an Extraordinary Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting to another date, place and time, 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 an Annual General Meeting or an Extraordinary Meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Society 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 Rules 34.1 and 34.2, notice of an adjournment of an Annual General Meeting or an Extraordinary 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 an Annual General Meeting or an Extraordinary Meeting of the Society shall be determined on a show of hands and unless a poll is demanded, a declaration by the member 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 Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution.
2. At an Annual General Meeting or an Extraordinary Meeting of the Society, a poll may be demanded by the member presiding or by not less than three (3) members present in person at the meeting.
3. Where the poll is demanded at an Annual General Meeting or an Extraordinary Meeting, the poll shall be taken:
 - (a) immediately in the case of a poll which relates to the election of the member to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such a manner and at such time before the close of the meeting as the member 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. ELIGIBILITY TO VOTE AT MEETINGS

1. A member is not eligible to vote at an Annual General Meeting or an Extraordinary Meeting of the Society unless that member is at least eighteen (18) years of age.

2. In the case of Family Members, eligibility to vote at an Annual General Meeting or an Extraordinary Meeting shall be limited to two (2) members of that family unit, who attend the meeting in person, provided that they are at least eighteen (18) years of age.
3. A member or a proxy is not entitled to vote at any Annual General Meeting or an Extraordinary Meeting of the Society unless all money due and payable by the member to the Society has been paid.

37. VOTING

1. Subject to Rule 36.2, upon any question arising at an Annual General Meeting or an Extraordinary Meeting of the Society a member has one (1) vote only.
2. On a matter other than one dealing with the winding up of the Society - all votes shall be given personally.
3. On a matter dealing with the winding up of the Society - all votes shall be given personally or by proxy.
4. In the case of an equality of votes on a question at an Annual General Meeting or an Extraordinary Meeting, the member presiding is entitled to exercise a second or casting vote.
5. No member shall hold more than three (3) proxies.

38. PROXIES

1. There shall be no voting by proxy at meetings of the Society except on a matter dealing with the winding up of the Society.
2. Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
3. The notice appointing the proxy shall be in the form prescribed by the Committee.
4. For the purpose of determining whether a resolution has been passed, a proxy is to be taken as being present at the meeting at which the proxy vote is to be counted.

PART V - MISCELLANEOUS

39. FUNCTIONS AND ACTIVITIES OF THE SOCIETY

1. The Society shall conduct, on a regular basis, such functions and activities as are deemed appropriate by the Committee to promote the objects of the Society.
2. No official business of the Society shall be transacted at such functions or activities.

40. FUNDS - SOURCE

1. The funds of the Society shall be derived from Annual membership fees of members, donations, grants, and charges to such fund raising functions and activities as the Society may organise and, subject to any resolution passed by the Society in Annual General Meeting or in Extraordinary Meeting and to section 114 of the Act, such other sources as the Committee may determine.

2. All money received by the Society shall be deposited as soon as practicable without deduction to the Society's bank account.
3. The Society shall, as soon as practicable after receiving any money, issue an appropriate receipt or otherwise record the receipt of money in the books of the Society.

41. FUNDS MANAGEMENT

1. Subject to any resolution passed by the Society in Annual General Meeting or in Extraordinary Meeting, the funds of the Society shall be used solely in pursuance of the objects of the Society in such a manner as the Committee determines.
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Executive of the Society, being members of the Executive authorised to do so by the Committee.

42. ALTERATION OF OBJECTS AND RULES

1. The Objects of the Society referred to in Rule 3 and in Section 29 of the Act, Rule 4 and these Rules shall be altered only by special resolution in accordance with Sections 30 and 33 respectively of the Act.

43. COMMON SEAL

1. The Common Seal of the Society shall be kept in the custody of the Secretary.
2. The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of any two (2) members of the Executive authorised to do so.

44. CUSTODY OF BOOKS

1. Subject to the Act, the Regulations and these Rules, the Secretary shall keep in his or her control all records and other documents relating to the Society except the Society's financial accounts and accounting records which shall be kept by the Treasurer.
2. Subject to the provisions of the Act and its Regulations, no books or records of the Society shall be destroyed without the express approval of the Committee.

45. INSPECTION OF BOOKS

1. The records, books and other documents of the Society shall be open to inspection at a place in the Australian Capital Territory, free of charge, by any member of the Society at any reasonable hour.

46. SERVICE OF NOTICES

1. For the purpose of these Rules, a notice may be served by or on behalf of the Society upon any member 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 the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

- 3 A member may elect to have notices and other correspondence sent by electronic mail, being E-mail or facsimile, in which case the notice or other correspondence shall, unless the contrary is proved, be taken to have been served on the member on the date which is recorded electronically as the date on which the notice or correspondence was sent.

47. DISSOLUTION OR WINDING UP OF SOCIETY

1. Pursuant to Section 88 of the Act, the voluntary winding up of the Society shall be decided upon only by a special resolution passed at an Extraordinary Meeting of the Society convened for this purpose.

48. SURPLUS PROPERTY

1. At an Extraordinary Meeting convened for the purpose of winding up the Society, the Society shall pass a special resolution nominating the transfer of any surplus property, after the satisfaction of the Society's debts and liabilities to:
- (a) another society of the Dante Alighieri or another association having the object of the promotion, preservation and diffusion of Italian language and Italian culture, inside or outside the Australian Capital Territory, and which is not carried on for the purpose of trading or securing pecuniary gain for its members and which has rules prohibiting the distribution of its assets and income to its members, and if such an association cannot be nominated under this paragraph,
 - (b) to a public educational institution listed under section 78 (1)(a) of the Income Tax Assessment Act 1936 for the purpose of funding the conduct of courses in the Italian language or Italian culture, and if an institution cannot be nominated under this paragraph,
 - (c) to a fund, authority or institution as provided for under Section 92(1)(b) of the Act.