

**THE JANE AUSTEN SOCIETY  
OF AUSTRALIA, INCORPORATED**

**R U L E S**

**March 1996**

**(as amended March 2002)  
(as amended March 2004)  
(as amended August 2015)**

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# THE JANE AUSTEN SOCIETY OF AUSTRALIA, INCORPORATED

## RULES

### PART I – PRELIMINARY

#### **Name:**

1. The name of the Association shall be “The Jane Austen Society of Australia, Incorporated”.

#### **Objects:**

2. The objects of the Association shall be to bring together scholars, enthusiasts, amateurs and professionals on equal terms to study and celebrate the genius of Jane Austen, her life and works and the era that gave shape to both.

#### **Definitions:**

3. (1) In these Rules:

“Secretary” means:

- (i) The person holding office under these Rules as Secretary of the Association; or
- (ii) If no such person holds that office, the Public Officer of the Association;

“the Act” means The Associations Incorporation Act 1984;

“the Regulation” means The Associations Incorporation Regulation 1994;

“person” means a natural person.

- (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, if a function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretations Act 1987 apply to and in respect of these Rules in the manner as those provisions would so apply if these Rules were an instrument made under the Act.

## **PART II – MEMBERSHIP**

### **Membership categories:**

4. Membership of the Association shall be open to all persons wishing to support the objects of the Association and shall be in one of the following categories:
  - (a) Individual;
  - (b) Couple/Family;
  - (c) Pensioner/Student;
  - (d) Overseas

### **Membership Qualifications:**

5. (1) A person is qualified to be a member of the Association if, but only if:
  - (a) the person was a member of the Association as at 1 January 1996 and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
  - (b) the person has applied for membership as required under Rule 6.
- (2) A person is qualified for Honorary Life Membership, if, but only if
  - (a) the person has made some outstanding contribution to the Association; and
  - (b) the person has been nominated at a general meeting of the Association and approved by a three quarters majority of those voting.
- (3) The founder of the unincorporated Association shall be known as the Foundation Past President.

### **Application for Membership:**

6. An application for membership shall be in accordance with the form shown in Appendix I and shall be accompanied by the prescribed application fee and annual fee for the appropriate membership category referred to in Rule 4.

### **Cessation of Membership:**

7. A person ceases to be a member of the Association if the person:
  - (i) dies;
  - (ii) resigns membership
  - (iii) is expelled from the Association; or
  - (iv) has been an unfinancial member of the Association for more than six months.

### **Membership entitlements not transferrable:**

8. A right, privilege or obligation which a person has by reason of being a member of the Association:
  - (i) is not capable of being transferred or transmitted to another person; and
  - (ii) terminates on cassation of the person's membership.

### **Resignation of Membership:**

9. (a) A member of the Association is not entitled to resign that membership except in accordance with this Rule.
  - (b) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or any other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
  - (c) If a member of the Association ceases to be a member under clause 9(b) and in every other case where a member ceases to hold membership, the membership secretary must make appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

### **Register of Members:**

- 10.(a) The membership secretary of the Association must establish and maintain a Register of Members of the Association specifying:
  - (i) the name and address of each person who is a member of the Association; and
  - (ii) the date on which the person became of member of the Association.

(b) 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.

### **Fees and Subscriptions:**

11.(1) A person must, on application for membership pay to the Association a fee of \$1 or, if some other amount is determined by the committee, that other amount.

(2) In addition to any amount payable under clause 11(1), a member of the Association must pay to the Association an annual fee, as determined in respect of the relevant category of membership by an Annual General Meeting:

(a) except as provided by paragraph 11(2)(b), before 1 January in each calendar year; or

(b) if the member becomes a member on or after 1 July in any calendar year, the fee payable on becoming a member shall be one half of the annual fee.

(3) A member of the Association whose annual fees for the current year remain unpaid as at 31 March will be deemed unfinancial.

### **Members' liabilities:**

12. The liability of a member of the Association to contribute towards payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 11.

### **Resolution of internal disputes:**

13. Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

### **Disciplining of members:**

14. (1) A complaint may be made by any member of the Association that some other member of the Association:

- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

(2) On receiving such a complaint, the committee:

- (a) must cause notice of the complaint to be served on the member concerned; and
- (b) must give the member at least fourteen days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

(3) The 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.

(4) If the committee expels or suspends a member, the secretary must, within seven days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under Rule 15.

(5) The expulsion or suspension does not taken effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 15(4) whichever if the later.

### **Right of appeal of disciplined member:**

15. (1) A member may appeal to the Association in general meeting against a resolution of the committee under Rule 14, within seven days after notice of the resolution is served on the member, by lodging with the secretary, a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purpose of the appeal.

(3) On receipt of a notice from a member under Clause 15(1), the secretary may notify the committee which is to convene a general meeting of the Association to be held within twenty-eight days after the date on which the secretary received the notice.

(4) At a general meeting of the Association convened under Clause 15(3):

- (a) no business other than the question of the appeal is to be transacted; and
- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) If at the general meeting of the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **PART III – THE COMMITTEE**

#### **Powers of the committee:**

16. (1) The committee, subject to the Act, the Regulations and these Rules, and to any resolution passed by the Association in general meeting:
- a) Is to control and manage the affairs of the Association; and
  - b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these Rules to be exercised by a general meeting of members of the Association; and
  - c) has power to perform all such acts and to do all things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

## **Constitution and membership:**

17. (1) The committee is to consist of:
  - (a) The office bearers of the Association
  - (b) Membership Secretary
  - (c) Publicity Officer; and
  - (d) No more than four other members of the Associationeach of whom is to be elected at the annual general meeting of the Association under Rule 18.
  
- (2) The office bearers of the Association are to be:
  - (a) The President
  - (b) The Vice-President
  - (c) The Treasurer; and
  - (d) The Secretary
  
- (3) Each member of the committee is, subject to these Rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
  
- (4) At the expiration of their term of office, each member of the committee shall deliver to their successor within four weeks, the books and records belonging to their office.
  
- (5) If a member of the committee resigns or is removed from office, or if a successor is not elected at the expiration of the term of office, the member shall deliver to the secretary within four weeks, the books and records belonging to their office.
  
- (6) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
  
- (7) If a member possesses special skills or expertise, the committee may invite that member to join the committee, and the member so appointed is to hold office with full voting rights as a committee member, subject to these Rules, until the expiration of the annual general meeting next following the date of appointment



### **Election of members:**

18. (1) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee:
  - (a) must be made in writing by a financial member of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) must be delivered to the secretary of the Association at least seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) Nominees for office must be financial members of the Association.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (7) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such a usual and proper manner as the committee may direct.

### **Secretary:**

19. (1) The secretary of the Association must, as soon as practicable after being elected as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the committee;

(b) the names of members of the committee present at a committee meeting or general meeting; and

(c) all proceedings at committee meetings and general meetings.

(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

(4) The secretary shall keep in his or her custody all records and correspondence relating to the Association except financial records.

**Treasurer:**

20. (1) It is the duty of the treasurer the Association to ensure:

(a) that all money due to the Association is collected and received and that all payments authorised by the Association are made;

(b) that 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;

(c) that brief report showing the condition of the Association's funds be presented at each committee meeting of the Association;

(d) that at each annual general meeting of the Association an audited statement of income and expenditure of the Association during the preceding financial year shall be presented; and

(e) that the committee appoint a person, other than a member of the Association or the Public Officer, to audit the books as referred to in Clause 20 (1) (d).

(2) The treasurer shall:

(a) keep in his or her custody all financial records of the Association; and

(b) shall, upon request and at a mutually convenient time and place, make all financial records available for inspection by any member.

21. Deleted

### **Public Officer:**

22. (1) The committee shall appoint a Public Officer who must be a resident of New South Wales;
- (2) The Public Officer shall perform all of the duties of a Public Officer as set out in and required by the Act.
- (3) In the event that the office of Public Officer becomes vacant, the committee must appoint a person resident in New South Wales, to fill the position.

### **Casual vacancies on the committee:**

23. For the purposes of these Rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies; or
- (b) ceases to be a member of the Association; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office under Rule 24; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of six months.

### **Removal of member of the committee:**

24. (1) The Association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the 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) If a member of the committee to whom a proposed resolution referred to in Clause 24(1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not sent, the

member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### **Committee meetings and quorum:**

25. (1) The committee must meet at least three times in each period of twelve months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least forty-eight hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) 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 a time and place to be fixed by the president.
- (6) 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.
- (7) At a meeting of the committee:
- (a) the president or, in the president's absence, the vice-president is to preside; or
  - (b) if the president and vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

### **Voting and decisions at committee meetings:**

26. (1) Questions arising at a meeting of the committee are to be determined by a majority of the votes of members of the committee present at the meeting;

(2) Each member present at a meeting of the committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes, the status quo will prevail.

(3) Subject to Rule 25(4), the committee may act despite any vacancy on the committee.

(4) Any act or thing done or suffered, or purporting to be done or suffered, 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.

## **PART IV – GENERAL MEETINGS**

### **Annual general meetings – holding of**

27. (1) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within a period of six months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (2) The Association must hold its first annual general meeting:
- (a) within the period of eighteen months after its incorporation under the Act; and
  - (b) within the period of six months after the expiration of the first financial year.
- (3) Clauses 27(1) and 27(2) have effect subject to any extension or permission granted by the Commissioner under Section 26(3) of the Act.

### **Annual general meetings – calling of and business at**

28. (1) The annual general meeting of the Association is, subject to the Act and to Rule 27, to 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 is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any extraordinary general meeting since that meeting;
- (b) to receive from the committee reports on the activities of the Association during the last preceding financial year;
- (c) to elect office bearers of the Association and ordinary members of the committee;
- (d) to receive and consider the statement which is required to be submitted to members under Section 26(6) of the Act.

(2) An annual general meeting must be specified as such in the notice convening it.

### **Extraordinary general meetings – calling of**

29. (1) The committee may, whenever it thinks fit, convene an extraordinary general meeting of the Association.
- (2) The committee must, on the requisition in writing of at least five percent of the total number of members, convene an extraordinary general meeting of the Association.
- (3) A requisition of members for an extraordinary general meeting:
- (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by the members making the requisition;
  - (c) must be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene an extraordinary general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene an extraordinary general meeting to be held not later than three months after that date.
- (5) An extraordinary general meeting convened by a member or members as referred to in Clause 29(4) must be convened as nearly as is practicable

in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

### **General meetings – calling of and business at**

30. (1) General meetings will be held at regular intervals during the year.

(2) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the dates and venues for such meetings shall be advised through the Association's Newsletters distributed to all members.

(3) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least twenty-one days before the date fixed for the holding of the general meeting, cause notice to be sent by pre-paid post 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 intention to propose the resolution as a special resolution.

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next general meeting held after receipt of the notice from the member.

### **Procedure**

31. (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

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

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved;  
and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the 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 present (being at least three) is to constitute a quorum.

### **Presiding member**

32. (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.

(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **Adjournment**

33. (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 fourteen 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.

### **Making of decisions**

34. (1) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on the show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that



effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least three members present in person at the meeting.

(3) If a poll is demanded at a general meeting, the poll must be taken:

(a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **Special resolution**

:

35. A resolution of the Association is a special resolution;

(a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these Rules so to do, vote in person at a general meeting of which at least twenty-one days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or

(b) where it is made to appear to the Commissioner that it is not practicable for this resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

### **Voting**

36. (1) On any question arising at a general meeting of the Association a member has one vote only.

(2) All votes must be given personally.

(3) In the case of an equality of votes on a question at a general meeting the status quo will prevail.

(4) A member is not entitled to vote at any general meeting of the Association unless all moneys due and payable by the member of the Association have been paid.

## **PART V – MISCELLANEOUS**

### **Insurance**

37. (1) The Association must effect and maintain insurance under Section 44 of the Act.

(2) In addition to the insurance required under Clause 37(1), the Association may effect and maintain other insurance.

### **Funds source**

38. (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolutions passed by the Association in general meeting, 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 possible after receiving any money, issue an appropriate receipt.

### **Management of funds**

39. (1) The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objectives of the Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association provided that nothing herein shall prevent payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association, or

reasonable and proper rent for premises lent by any member to the Association.

(2) All functions organised for members shall endeavour to be self-sustaining.

(3) The committee shall approve the amount by which budget for a function of the Association shall be subsidised from general funds.

(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee of the Association, being members authorised to do so by the committee.

### **Dissolution of the Association**

40. The Association shall not be dissolved except at a general meeting of the Association specially convened for the purpose and by a resolution carried by a majority of four-fifths of the votes recorded in respect of the same. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the Association and which shall also prohibit the distribution of its or their property among its or their members, such institution or institutions to be determined by the members of the Association at or before the time of dissolution or in default thereof by the Chief Judge of such Court as may have or acquire jurisdiction in the Matter.

### **Alteration of objects and rules**

41. The statement of objects and these Rules may be altered, rescinded or added to only by a special resolution of the Association.

### **Common seal**

42. (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 instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or of one member of the committee and of the Public Officer or secretary.

### **Custody of books**

43. Except as otherwise provided by the Rules, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

### **Inspection of books**

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

### **Service of notices**

45. (1) For the purpose of these Rules, a notice may be served by or on behalf of the Association on any member either personally or by sending it by post to the member at the member's address shown in the Register of Members.

(2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of the Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

**APPENDIX I**

**APPLICATION FOR MEMBERSHIP OF ASSOCIATION**

**The Jane Austen Society of Australia, Incorporated**  
(Incorporated under the Associations Incorporation Act 1984)

I,.....  
(full name of applicant)

of.....  
.....  
(address)

hereby apply to become a member of the above named Association.

In the event of my admission as a member, I agree to be bound by the Rules of the Association for the time being in force.

.....  
(signature)

.....  
(date)