

ASSOCIATIONS INCORPORATION ACT 1981

Section 7

Registered no. : A0029919P

CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY THAT

AUSTRALASIA-PACIFIC EXTENSION NETWORK INC.

9TH AUGUST 1994

IS ON AND FROM THE

INCORPORATED UNDER THE ASSOCIATIONS INCORPORATION ACT 1981

Given under my hand at Melbourne this 9TH DAY OF AUGUST 1994.



Deputy/~~Assistant~~ Registrar of Incorporated Associations

FORM 1-APPLICATION FOR INCORPORATION/DECLARATION
Associations Incorporation Act 1981 - Sections 5.5(e)

INCORPORATION FEE
\$

Office of Fair Trading and Business Affairs
471 Little Bourke Street, Melbourne 3000
GPO Box 4567, Melbourne 3001

"USE BLOCK LETTERS"

Monday-Friday 9am - 4pm Telephone 603 4229

1. Registration No. **A** (Office use only)

2. I, Terry Makin, of 6 Banyule Road, ROSANNA VICTORIA 3084
have been authorised by a majority of members to make application for the incorporation of an
association, under the *Associations Incorporation Act 1981*, to be called the:

Australasia-Pacific Extension Network (INC)

3. I am a resident of the State of Victoria and have attained the age of 18 years but not the age of 72
years.

4. The places where the association, (a) was formed, and (b) is carried on, are:

(a) Melbourne, Victoria

(b) All states of the Commonwealth of Australia, all Pacific nations, and other nations in the
region.

Note: The applicant shown in item 1 will be recorded as the first Public Officer unless a Form 9 to
appoint another person is lodged with this application.

Signature of applicant

Date

"The Statement of Purpose overleaf MUST also be completed"

STATUTORY DECLARATION

I, Terry Makin. of 6 Banyule Road, ROSANNA VICTORIA 3084 declare that-

1. I am authorised to apply for the incorporation of the *Australasia-Pacific Extension Network
(INC)* under the *Associations Incorporation Act 1981*.

2. The particulars contained in the above application signed by me and dated the **23.1.6.94**
are true and correct.

3. The copies of the proposed *statement of purpose, rules, and any trusts, deeds and instruments*
signed by me for the purpose of identification and accompanying the application are true copies of
the documents of which they purport to be copies.

I acknowledge that this declaration is true and correct and I make it in the belief that a person making a
false declaration is liable to penalties for perjury.

Declared at (place) **TRAIASSIS PHARMACY**
in the State of Victoria

Signature

on (date) **23.1.6.94**

Before:

Alex Arnoukous
a person authorised under section 107A
of the *Evidence Act 1958* to witness the
signing of a statutory declaration.

(Name and address in legible writing, typing
or stamp below signature)

ALEX ARNOUKOUS

(PHARMACIST)

TRAIASSIS PHARMACY
GPO Box 4567, Melbourne 3001

603 4229
FAX 603 4229

STATEMENT OF PURPOSE

Associations Incorporation Act 1981 - Section 5(b)

1. The name of the proposed incorporated association is *Australasia-Pacific Extension Network (INC)*
2. The purposes for which the proposed incorporated association is established are:-
 - (1) to improve the practice and profession of extension by:
contributing to the training and education of extension practitioners, researchers and educators; and
contributing to the setting of professional standards;
 - (2) to raise the public profile of extension by lobbying governments, universities, industry organisations and other non-government groups and individuals employing extension skills and knowledge;
 - (3) to act as an information resource by sharing, pooling and accessing skills, knowledge and experiences of members and others;
 - (4) to provide communication, reduce isolation, establish linkages and form networks between individual members and institutions across Australia and the Pacific through the use of printed and electronic media, workshops, conferences and other suitable means;
 - (5) to contribute to improved extension practices, projects and proposals through publications, workshops, conferences, networking and other means;
 - (6) to promote the use of new skills, methodologies and approaches to extension, and support the development of innovations in extension;
 - (7) to contribute to increased awareness of new issues and trends effecting extension;
 - (8) to contribute to a wider debate in areas where extension can make a contribution;
 - (9) to contribute to a common understanding amongst people involved in or with extension of its' functions, diversity and potential contributions across a wide range of human activities.

Signature of applicant: *(Same person that signed overleaf)*



Date: *23.1.6.94*

<p>LODGED BY</p> <p>ADDRESS</p> <p>PHONE No. <i>(Business Hours)</i></p>	<p>OFFICE USE ONLY</p> <p>CERTIFICATE OF INCORPORATION granted on</p> <p>Deputy/Assistant Registrar of Incorporated Associations</p>
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POWERS

The powers of APEN are:

- (a) to subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of APEN, but APEN shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on APEN under or by virtue of rule 28(10);
- (b) in furtherance of the objects of APEN to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of APEN or persons frequenting APEN's premises;
- (c) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of APEN, but in case APEN shall take or hold any property which may be subject to any trusts APEN shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (d) to enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of APEN;
- (e) to obtain from any such government or authority any rights, privileges and concessions which APEN may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (f) to appoint, employ, remove or suspend such managers, clerks, secretaries, employees and other persons as may be necessary or convenient for the purpose of APEN;
- (g) to remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (h) to construct, improve, maintain develop, work manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance APEN's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvements, maintenance, development, working, management, carrying out, alterations or control thereof;
- (i) to invest and deal with the money of APEN not immediately required in such manner as may from time to time be thought fit;
- (j) to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (k) in furtherance of the objects of APEN to lend and advance money or give credit to nay person or body corporate;
- (l) to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;



- (m) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off such securities;
- (n) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (o) in furtherance of the objects of APEN to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of APEN;
- (p) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of APEN's property of whatsoever kind sold by APEN, or any money due to APEN from purchasers and others;
- (q) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of APEN but subject always to the exception in paragraph (c).
- (r) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of APEN, in the shape of donations, annual subscriptions or otherwise;
- (s) to print and publish any newspaper, periodicals, books or leaflets that APEN may think desirable for the promotion of its objects;
- (t) to publish and distribute through computer, audio/visual recording and electronic media any material that APEN may think desirable for the promotion of its purposes;
- (u) in furtherance of the objects of APEN to amalgamate with any 1 or more incorporated associations having objects altogether or in part similar to those of APEN and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon APEN under or by virtue of rule 28(10);
- (v) in furtherance of the objects of APEN to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which APEN is authorised to amalgamate;
- (w) in furtherance of the objects to APEN to transfer all or any part of the property, assets, liabilities and engagements of APEN to any one or more of the incorporated associations with which APEN is authorised to amalgamate;
- (x) to make donations for patriotic, charitable or community purposes;
- (y) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of APEN.



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ASSOCIATIONS INCORPORATION ACT 1981 - SCHEDULE 2

**PROPOSED RULES FOR
THE AUSTRALASIA-PACIFIC EXTENSION NETWORK****NAME**

1. The name of the Incorporated Association is *Australasia-Pacific Extension Network* (in these Rules called "APEN").

INTERPRETATION

2. (1) In these Rules, unless the contrary intention appears -

"Committee" means the Committee of Management of the Australasia-Pacific Extension Network abbreviated as APEN.

"Regional Chapter" means a chapter of APEN duly authorised by the Committee to carry out APEN business.

"Regional Management Groups" means the Committee of Management of a regional chapter of APEN.

"Financial Year" means the year ending on 30 June.

"General Meeting" means a general meeting of members convened in accordance with Rule 12.

"Member" means an ordinary member of APEN.

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of APEN under Rule 22.

"The Act" means the *Associations Incorporation Act 1981*.

"The Regulations" means Regulations under the Act.

- (2) In these Rules, a reference to the Secretary of APEN is a reference-
 - (a) where a person holds office under these Rules as Secretary of APEN - to that person; and
 - (b) in any other case, to the Public Officer of APEN.

- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the *Interpretation of Legislation Act 1984* and the Act as in force from time to time.

CLASSES OF MEMBERS

3. (1) The membership of APEN shall consist of ordinary members and any of the following classes of members.
 - (a) student members;
 - (b) life members;
 - (c) corporate members;
 - (d) sponsors.
- (2) Only natural persons can become ordinary members.
- (3) Only ordinary members shall have voting rights.
- (4) The number of ordinary members shall be unlimited.



- (5) Members at any General Meeting can bestow life membership and honorary membership.
- (6) Members at any General Meeting shall from time to time determine the conditions for and rights of student members, corporate members and sponsors.

APPLICATION FOR ORDINARY MEMBERSHIP

- 4. (1) A natural person who applies and is approved for membership as provided in these Rules is eligible to be a member of APEN on payment of the entrance fee and annual subscription payable under these Rules.
- (2) A person who is not a member of APEN at the time of the incorporation of APEN (or who was a member at the time but has ceased to be a member) shall not be admitted to membership -
 - (a) unless he or she has re-applied for membership as provided in sub-clause (3); and
 - (b) the admission as a member is approved by the Committee.
- (3) A nomination of a person for membership of APEN within Australia and New Zealand shall be made in writing in the form set out in Appendix 1, shall be lodged with the Secretary of APEN and be accompanied by the entrance fee and the first year's annual subscription.
- (4) The Committee shall determine whether to approve or to reject the nomination.
- (5) A nomination of a person for membership of a chapter outside Australia and New Zealand shall be made in writing to a nominated person of the chapter in accordance with procedures established by that chapter and be accompanied by the annual subscription as determined by that chapter.
- (6) Upon a nomination being approved the Secretary of APEN shall, with as little delay as possible, notify the nominee in writing of the approval for membership of APEN. A copy of the application form and the letter of approval shall be forwarded to the Secretary of the relevant Chapter.
- (7) The Secretary shall enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of APEN.
- (8) A right, privilege, or obligation of a person by reason of membership of APEN -
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or default of payment of annual subscription or otherwise.
- (9) All members will abide by the code of ethics of APEN as expressed in these rules and in possible by possible by-laws.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- 5. (1) The entrance fee for Australia and New Zealand Chapters will be determined from time to time by the Annual General Meeting.
- (2) The annual subscription for ordinary members in Australia and New Zealand will be determined from time to time by the Annual General Meeting and is payable in advance on or before 1 September in each year.
- (3) The entrance fee and the annual subscription for other forms of membership in Australia and New Zealand shall be determined from time to time by members at any General Meeting.



REGISTER OF MEMBERS

6. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members upon request for designated purposes as determined by the Committee. The register may contain other relevant information supplied by members.

REGISTRATION AND EXPULSION OF MEMBER

7. (1) A member of APEN who has paid all moneys due and payable by the members to APEN may resign from APEN by first giving one months notice in writing to the Secretary of APEN of his or her intention to resign and upon the expiration of the period of notice, the member ceases to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the Secretary of APEN shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
8. (1) Subject to these Rules, the Committee may by resolution-
- (a) expel a member from APEN; or
 - (b) suspend a member from membership of APEN for a specified period;
- if the Committee is of the opinion that the member-
- (d) has refused or neglected to comply with these Rules; or
 - (e) has been guilty of conduct unbecoming a member or prejudicial to the interest of APEN; or
 - (f) has failed to pay the annual subscription.
- (2) A resolution of the Committee under sub-clause (1)-
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to APEN under this clause, does not take effect unless APEN confirms the resolution in accordance with this clause.
- (3) If the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing-
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;
 - (c) stating the date, place, time and manner of that meeting;
 - (d) informing the member that he or she may do one or more of the following:
 - (i) attend that meeting in person or by tele-conferencing;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) not later than 24 hours before the date of the meeting lodge with the Secretary a notice to the effect that he or she wishes to appeal to APEN in general meeting against the Resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee-
- (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) If the Secretary received a notice under sub-clause (3), he or she shall notify the Committee and the Committee shall convene a general meeting of APEN to be held within twenty-one days after the

Handwritten signature/initials

date on which the Secretary received the notice.

- (6) At a general meeting of the Association convened under sub-clause (5)-
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting-
 - (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

ANNUAL GENERAL MEETING

- 9. (1) APEN and each regional chapter shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Committee or the Regional Management Group determines and in such a way, for instance through tele-conferencing, as the Committee or the Regional Management Group decides.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be-
 - (a) to confirm the minutes of the last preceding annual general meeting and any general meeting held since that meeting;
 - (b) to receive from the Committee or the Regional Management Group reports upon the transactions of APEN or the regional chapter during the last preceding financial year;
 - (c) to elect officers of APEN and the regional chapter and the ordinary members of the Committee or the Regional Management Group; and
 - (d) to receive and consider the statement submitted by APEN or the regional chapter in accordance with section 30 (3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

- 10. All general meetings other than the annual general meeting shall be called special general meetings.
- 11. (1) The Committee or the Regional Management Group may, whenever it thinks fit, convene a special general meeting of APEN or the regional chapter and, where, but for this sub-clause, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Committee or the Regional Management Group shall, on the requisition in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the APEN or the regional chapter.



- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary of APEN or the Regional Management Group and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (4) If the Committee or the Regional Management Group does not cause a special general meeting to be held within the month after the date on which the requisition is sent to the address of the Secretary of APEN or the Regional Management Group, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee or the Regional Management Group and, all reasonable expenses incurred in convening the meeting shall be refunded by APEN or the regional chapter to the persons incurring the expenses.

NOTICE OF MEETING

- 12. (1) The Secretary of APEN or the Regional Management Group shall, at least 14 days before the date fixed for holding a general meeting of APEN or the regional chapter cause to be sent to each member of APEN or the regional chapter at the address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meetings.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary of APEN or the Regional Management Group, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

- 13. (1) All business that is transacted at a special general meetings and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
 - (2) No items of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
 - (3) Five members personally present or present through tele-conferencing (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.
 - (4) 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 upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the 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 3) shall be a quorum.
- 14. (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at



each general meeting of APEN or a regional chapter.

- (2) If the President, and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
15. (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (3) Except as provided in sub-clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. A question arising at a general meeting of APEN or the regional chapter shall be determined on a show of hands and a count of voices by tele-conferencing, 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 a show of hands and a count of voices, been carried or carried unanimously or carried by a particular majority or lost, and 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.
17. (1) Upon any question arising at a general meeting of APEN or a regional chapter a member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
18. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on the question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.
19. A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to APEN have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
20. (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary of the regional Management Group or the Secretary of APEN no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2.

COMMITTEE OF MANAGEMENT

21. (1) The affairs of APEN shall be managed by the Committee of Management constituted as provided in Rule 22.
- (2) The Committee-



- (a) shall control and manage the business and affairs of APEN;
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by APEN other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of APEN;
 - (c) subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of APEN; and
 - (d) may delegate its powers and functions in specified regions to duly authorised regional chapters.
22. (1) The officers of APEN shall be-
- (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer; and
 - (d) a Secretary.
- (2) The provisions of Rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the officers mentioned in sub-clause (1).
- (3) Each officer of APEN shall hold office until the second annual general meeting next after the date of his or her election but is eligible for one re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
23. (1) Subject to section 23 of the Act, the Committee shall consist of-
- (a) the officers of APEN; and
 - (b) two or more ordinary members-
each of whom shall be elected at the annual general meeting of APEN for a period of two years.
- (2) Each ordinary member of the Committee shall, subject to these Rules, hold office until the second annual general meeting next after the date of election but is eligible for one re-election.
- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of APEN to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

ELECTION OF OFFICERS AND VACANCY

24. (1) Nominations of candidates for election as officers of APEN or as ordinary members of the Committee-
- (a) shall be made in writing, signed by two members of APEN and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary of APEN not less than seven days before the date fixed for the holding of the annual general meeting.
- (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 shall be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.



- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
 - (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted by mail before the annual general meeting in such usual and proper manner as the Committee may direct.
 - (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
25. For the purpose of these Rules, the office of an officer of APEN or of an ordinary member of the Committee becomes vacant if the officer or member-
- (a) ceases to be a member of APEN;
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code or similar legislation in other Australian States or territories or in other nations; or
 - (c) resigns from office by notice in writing given to the Secretary; or
 - (d) holds or accepts another office in one of the Regional Management Groups.

PROCEEDINGS OF COMMITTEE

26. (1) The Committee shall meet at least 3 times in each year in such a manner and at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any four of the members of the Committee.
 - (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
 - (4) Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
 - (5) No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which cases it lapses.
 - (6) At meetings of the Committee-
 - (a) the President or in the President's absence the Vice-President shall preside; or
 - (b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
 - (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or a count of voices, or if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
 - (8) 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 vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
 - (9) Written notice of each committee meeting shall be served on each member of the Committee and on the Presidents of all Regional Management Groups by delivering it to the member at the reasonable time before the meeting or by sending it by pre-paid post or facsimile addressed to him or her at his or her usual or last known place or abode at least ten business days before the date of the meeting.



(10) The comments from the Presidents of the Regional Management Groups shall be taken into account by the Committee when making decisions.

(11) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy of the Committee.

SECRETARY

27. The Secretary of APEN shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

TREASURER

28. The Treasurer of APEN

- (a) shall arrange to collect and receive all moneys due to APEN and make all payments authorised by the APEN; and
- (b) shall arrange to keep correct accounts and books showing the financial affairs of APEN with full details of all receipts and expenditure connected with the activities of APEN.

REMOVAL OF MEMBER OF COMMITTEE

29. (1) APEN in general meeting may by resolution remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of APEN (not exceeding a reasonable length) and requests that they be notified to the members of APEN, the Secretary or the President may send a copy of the representations to each member of APEN or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES

30. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two officers approved by the management committee of APEN.

SEAL

31. (1) The Common Seal of APEN 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 either of two members of the Committee or one member of the Committee and of the Public Officer of APEN.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

32. These Rules and the Statement of Purposes of APEN shall not be altered except in accordance with the Act.



NOTICES

33. (1) A notice may be served by or on behalf of APEN upon any member either personally or by sending it by post to the member at the address shown in the Register of Members.
- (2) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

34. In the event of the winding up or the cancellation of the incorporation of APEN, the assets of APEN shall be disposed of in accordance with the provisions of the Act.

CUSTODY OF RECORDS

35. (1) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of APEN.
- (2) All accounts, books, documents and securities of APEN shall be available for inspection and copying by any member of APEN upon request.

FUNDS

36. The funds of APEN shall be derived from entrance fees, annual subscriptions, sponsorships, donations and such other sources as the Committee determines.

REGIONAL CHAPTERS

37. (1) Members living in the same region may request in writing authority to form a regional chapter of APEN.
- (2) The request shall include:
- (a) the approximate boundaries of the proposed regional chapter.
 - (b) the names of interim officers and members of the Regional Management Groups
 - (c) the timetable for election of permanent officers and members of the Regional Management Group.
- (3) The Committee shall consult in any manner it may decide and authorise the formation of a chapter or reject the application.

REGIONAL MANAGEMENT GROUPS

Clauses 24 to 35 apply to the regional chapters and the Regional Management Groups.

