



Australasia–Pacific Extension Network Inc.

INC. A0029919P

APEN Secretariat

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ASSOCIATION RULES

Version 3, 2011

To be read in conjunction with the Model Rules
for the grievance procedure: *Refer rule 8 of the Model Rules*

STATEMENT OF PURPOSE

Associations Incorporation Act, Victoria 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.

<p><i>ORIGINAL RULES LODGED BY TERRY MAKIN (Interim President), 1994</i></p> <p><i>VERSION 2 LODGED BY JOHN JAMES (President), 2004</i></p> <p><i>VERSION 3 LODGED BY AUSTIN McLENNAN (President), 2011</i></p>	<p><i>OFFICE USE ONLY</i></p> <p><i>CERTIFICATE OF INCORPORATION granted on</i></p> <p><i>9th day of August 1994</i></p> <p><i>Deputy/ Assistant Registrar of Incorporated Associations</i></p>
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POWERS

The powers of APEN are:

- (a) to subscribe to, become a member of, amalgamate with and cooperate with one or more associations, clubs or organisations, 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 12.4;
- (b) in furtherance of the objects of APEN to purchase or otherwise acquire, 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, of the incorporated associations with which APEN is authorised to amalgamate;
- (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 any 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 anyone 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 purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of anyone or more of the incorporated associations with which APEN is authorised to amalgamate;
 - (v) in furtherance of the objects to APEN to transfer all or any part of the property, assets, liabilities and engagements of APEN to anyone or more of the incorporated associations with which APEN is authorised to amalgamate;
 - (w) to make donations for patriotic, charitable or community purposes;
 - (x) 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, VICTORIA 1981 – SCHEDULE 2
PROPOSED RULES FOR
THE AUSTRALASIA-PACIFIC EXTENSION NETWORK

1. NAME

The name of the incorporated association is Australasia-Pacific Extension Network (Inc), in these Rules called %APEN+.

2. INTERPRETATION

2.1 In these Rules, unless the contrary intention appears:

- 2.1.1 %**Management Committee**+means the Management Committee of APEN, which is comprised of the Regional Coordinators and the APEN office bearers.
- 2.1.2 %**Financial Year**+means the year ending on 30 June.
- 2.1.3 %**AGM**+means the annual general meeting of members convened in accordance with Rule 8.
- 2.1.4 %**General Meeting**+means general meeting of members convened in accordance with Rule 9.
- 2.1.5 %**Member**+means an ordinary member of APEN.
- 2.1.6 %**Cluster**+refers to any group of APEN members who identify themselves as, and are prepared to have the Management Committee identify them as, a sub-entity of APEN. These may be geographic or interest based groups.
- 2.1.7 %**Cluster Coordinator**+refers to a person or group within a region who identifies relevant professional development/ networking activities for the members in their cluster, then organises and evaluates these activities and keeps the Regional Coordinator informed of such activities.
- 2.1.8 %**Regions**+are defined by national or state boundaries.
- 2.1.9 %**Regional Coordinator**+refers to a person elected by regions and ratified at the APEN AGM to identify, encourage and support appropriate Cluster Coordinators in their region, represent the interests of the members in their region on the Management Committee and participate as an ordinary member of the Management Committee.
- 2.1.10 %**Secretariat**+refers to an entity that performs professional administrative functions for APEN, assisting the Management Committee and particularly the President, Secretary and Treasurer in their functions.
- 2.1.11 %**The Act**+means the Associations Incorporation Act, Victoria 1981.
- 2.1.12 %**The Regulations**+means Regulations under the Act.

2.2 In these Rules, a reference to the Secretary of APEN is a reference:

- 2.2.1 where a person holds office under these Rules as Secretary of APEN . to that person; and
- 2.2.2 in any other case, to the Public Officer of APEN, who according to the Act must be at least 18 years old and reside in Victoria.

2.3 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.

3. CLASSES OF MEMBERS

- 3.1 The membership of APEN shall consist of ordinary members and any of the following classes of members:
 - 3.1.1 student members;
 - 3.1.2 retired professionals;
 - 3.1.3 life members;
 - 3.1.4 honorary members;
 - 3.1.5 corporate members; and
 - 3.1.6 sponsors.
- 3.2 Only natural persons can become ordinary members.
- 3.3 Only ordinary members shall have voting rights.
- 3.4 The number of ordinary members shall be unlimited.
- 3.5 Members at any General Meeting can bestow life membership and honorary membership.
- 3.6 Members at any General Meeting shall from time-to-time determine the conditions for and rights of the classes of members listed in 3.1.

4. 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.
- 4.2 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 clause 4.3; and
 - (b) the admission as a member is approved by the Management Committee.
- 4.3 A nomination of a person for membership of APEN shall be made in writing and be lodged with the Secretary of APEN and be accompanied by the entrance fee and the first year's annual subscription.
- 4.4 The Management Committee shall determine whether to approve or to reject the nomination.
- 4.5 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.
- 4.6 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.
- 4.7 A right, privilege, or obligation of a person by reason of membership of APEN:
 - 4.7.1 is not capable of being transferred or transmitted to another person; and
 - 4.7.2 terminates upon the cessation of membership whether by death or resignation or default of payment of annual subscription or otherwise.
- 4.8 All members will abide by the code of ethics of APEN as expressed in these rules.

5. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- 5.1 The entrance fee and annual subscription for ordinary members 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.
- 5.2 The entrance fee and the annual subscription for other forms of membership shall be determined from time to time by members at any General Meeting.

6. REGISTER OF MEMBERS

- 6.1 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 Management Committee. The register may contain other relevant information supplied by members.

7. 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.
- 7.2 Upon the expiration of a notice given under clause 7.1, 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.
- 7.3 Subject to these Rules, the Management Committee may by resolution:
 - 7.3.1 expel a member from APEN; or
 - 7.3.2 suspend a member from membership of APEN for a specified period;if the Management Committee is of the opinion that the member:
 - 7.3.3 has refused or neglected to comply with these Rules; or
 - 7.3.4 has been guilty of conduct unbecoming a member or prejudicial to the interest of APEN; or
 - 7.3.5 has failed to pay the annual subscription.
- 7.4 A resolution of the Management Committee under clause 7.3:
 - 7.4.1 does not take effect unless the Management 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 clause 7.5 confirms the resolution in accordance with this clause; and
 - 7.4.2 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.
- 7.5 If the Management Committee passes a resolution under clause 7.3, the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
 - 7.5.1 setting out the resolution of the Management Committee and the grounds on which it is based;
 - 7.5.2 stating that the member may address the Management Committee at a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;
 - 7.5.3 stating the date, place, time and manner of that meeting;

- 7.5.4 informing the member that he or she may do one or more of the following:
 - 7.5.4.1 attend that meeting in person or by tele-conferencing;
 - 7.5.4.2 give to the Management Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - 7.5.4.3 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.
- 7.6 At a meeting of the Management Committee held in accordance with clause 7.4, the Management Committee:
 - 7.6.1 shall give to the member an opportunity to be heard;
 - 7.6.2 shall give due consideration to any written statement submitted by the member; and
 - 7.6.3 shall by resolution determine whether to confirm or to revoke the resolution.
- 7.7 If the Secretary received a notice under clause 7.5, he or she shall notify the Management Committee and the Management Committee shall convene a general meeting of APEN to be held within twenty-one days after the date on which the Secretary received the notice.
- 7.8 At a general meeting of the association convened under clause 7.7:
 - 7.8.1 no business other than the question of the appeal shall be transacted;
 - 7.8.2 the Management Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - 7.8.3 the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 7.9 If at the general meeting:
 - 7.9.1 two-thirds or more of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - 7.9.2 in any other case, the resolution is revoked.

8. ANNUAL GENERAL MEETING

- 8.1 The Management Committee shall in each calendar year convene an AGM of APEN's members.
- 8.2 The AGM shall be held on such a day as the Management Committee determines and in such a way, for instance through face-to-face, tele-conferencing or some other synchronistic electronic means, as the Management Committee decides.
- 8.3 The AGM shall be specified as such in the notice convening it.
- 8.4 The ordinary business of the AGM shall be:
 - 8.4.1 to confirm the minutes of the last preceding AGM and any general meeting held since that meeting;
 - 8.4.2 to receive from the Management Committee reports upon the transactions of APEN during the preceding financial year;
 - 8.4.3 to elect officers of APEN, and Regional Coordinators as the ordinary members of the Management Committee; and

8.4.4 to receive and consider the statement submitted by APEN in accordance with section 30 (3) of the Act.

8.4.5 The AGM may transact special business of which notice is given in accordance with these Rules.

8.5 The AGM shall be in addition to any other general meetings that may be held in the same year.

9. SPECIAL GENERAL MEETING

9.1 All general meetings other than the AGM shall be called special general meetings.

9.2 The Management Committee may, whenever it thinks fit, convene a special general meeting of APEN and, where, but for this sub-clause, more than fifteen months would elapse between AGMs, shall convene a special general meeting before the expiration of that period.

9.3 The Management Committee 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.

9.4 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 and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

9.5 If the Management Committee 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, 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.

9.6 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 Management Committee and, all reasonable expenses incurred in convening the meeting shall be refunded by APEN to the persons incurring the expenses.

9.7 The Secretary of APEN shall, at least 14 days before the date fixed for holding a general meeting of APEN cause to be sent to each member of APEN at the address appearing in the register of members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

9.8 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

9.9 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary of APEN, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

10. PROCEEDINGS AT GENERAL MEETINGS

10.1 Items of business

10.1.1 All business that is transacted at a special general meeting and all business that is transacted at the AGM (with the exception of that specially referred to in these Rules as being the ordinary business of the AGM) shall be deemed to be special business.

- 10.1.2 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.

10.2 Quorum

- 10.2.1 Five members personally present or present through synchronistic communication (such as 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.
- 10.2.2 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, then:
- 10.2.2.1 if the meeting was convened upon the requisition of members it shall be dissolved;
- 10.2.2.2 and in any other case shall stand adjourned to the same day in the next week at the same time and at the same place (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned); 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.

10.3 Chairman

- 10.3.1 The President, or in the President's absence, the Vice-President, shall preside as Chairman at each general meeting of APEN. In their absence, the members present shall elect one of their number to preside as Chairman for the meeting.
- 10.3.2 The Chairman 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.
- 10.3.3 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.
- 10.3.4 Except as provided in clauses 10.3.2 and 10.3.3 it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

10.4 Voting

- 10.4.1 A question arising at a general meeting of APEN shall be determined on a show of hands (or other means appropriate to types of synchronistic communication), and unless, before or on the declaration of the show of hands, a poll is demanded; a declaration by the Chairman that a resolution has 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.
- 10.4.2 Upon any question arising at a general meeting of APEN a member has one vote only.
- 10.4.3 All votes shall be given personally, electronically or by proxy.
- 10.4.4 In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 10.4.5 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 Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on the question.

- 10.4.6 A poll that is demanded on the election of a Chairman 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 Chairman may direct.
- 10.4.7 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.
- 10.4.8 Each member is entitled to appoint another member as a proxy by notice given to the Secretary of APEN no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 10.4.9 The notice appointing the proxy shall be in the form set out in Appendix 1.

11. MANAGEMENT COMMITTEE

11.1 The Management Committee:

- 11.1.1 shall consist of the officers of APEN and at least two Regional Coordinators;
- 11.1.2 the officers will, as much as possible, be elected from amongst the Regional Coordinators, so as to reduce the overall size of the Management Committee;
- 11.1.3 shall control and manage the business and affairs of APEN;
- 11.1.4 may, subject to these rules, create sub-committees to undertake relevant tasks, and the President and Treasurer will be ex-officio members of all such sub-committees;
- 11.1.5 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;
- 11.1.6 subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Management Committee to be essential for the proper management of the business and affairs of APEN; and
- 11.1.7 may delegate its powers and functions in specified regions to duly authorised regions of APEN.

11.2 The officers of APEN shall be:

- 11.2.1 President;
- 11.2.2 Vice-President;
- 11.2.3 Past-President;
- 11.2.4 Treasurer;
- 11.2.5 Secretary; and
- 11.2.6 Editor.

11.3 Election of Officers and Vacancy

- 11.3.1 Each Regional Coordinator is elected by the APEN members in their region. The resultant group of Regional Coordinators is to be ratified at the AGM.
- 11.3.2 The position of President is elected by APEN members and ratified at the AGM.
- 11.3.3 The position of Editor is appointed by other members of the Management Committee.

- 11.3.4 The outgoing President is automatically appointed to the position of Past-President.
- 11.3.5 The remaining officers are elected from amongst the Regional Coordinators at the first management committee meeting after the AGM.
- 11.3.6 Election term and eligibility for re-election**
- 11.3.6.1 The term of election for each officer and Regional Coordinator of APEN is for three years, and each officer and Regional Coordinator is eligible for contiguous re-election for a maximum of two terms or six years, whichever is the greater.
- 11.3.6.2 An elected member of the Management Committee whose position becomes vacant under 11.3.11 in the 12 month period between AGMs will not be eligible for election at the following AGM.
- 11.3.6.3 In the event that a member of the Management Committee was first appointed to the Management Committee to fill a casual vacancy under 11.3.9, 11.3.10 or 11.3.12, his/her original three year term as per 11.3.6.1. shall only commence after his/her election to the Management Committee at an AGM.
- 11.3.7 Nominations of candidates for election as officers of APEN and Regional Coordinators:
- 11.3.7.1 shall be made in writing using the form set out in Appendix 2, 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
- 11.3.7.2 shall be delivered to the Secretary of APEN not less than 30 days before the date fixed for the holding of the AGM.
- 11.3.8 Election of candidates
- 11.3.8.1 If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the AGM.
- 11.3.8.2 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.
- 11.3.8.3 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 11.3.8.4 The ballot for the election of officers and Regional Coordinators shall be conducted by mail, fax, e-mail or some other appropriate method as deemed by the Management Committee before the AGM in such usual and proper manner as the Management Committee may direct.
- 11.3.9 In the event of a casual vacancy in any office referred to in 11.2, the Management 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 AGM next following the date of the appointment.
- 11.3.10 In the event of a casual vacancy occurring in the office of a Regional Coordinator, the Management Committee may appoint a member of APEN from the same region to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the AGM next following the date of the appointment.
- 11.3.11 For the purpose of these Rules, the office of an officer of APEN or of a Regional Coordinator becomes vacant if the member:
- 11.3.11.1 ceases to be a member of APEN;

- 11.3.11.2 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
- 11.3.11.3 resigns from office by notice in writing given to the Secretary.

11.3.12 Leave from the Management Committee

- 11.3.12.1 Any member of the Management Committee is entitled to up to six (6) months leave from the MC within a 3 year term provided:
 - 11.3.12.1.1 The leave period does not span an AGM where the MC member would be due for re-election as per 11.3.5
 - 11.3.12.1.2 The number of leave periods within a 3 year term does not exceed two (2)
 - 11.3.12.1.3 Written notice is provided to the Secretary in advance of the leave period commencing
- 11.3.12.2 In the event of a leave-related casual vacancy in any office referred to in 11.2, the Management Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to the end of the leave period.
- 11.3.12.3 In the event of a leave-related casual vacancy occurring in the office of a Regional Coordinator, the Management Committee may appoint a member of APEN from the same region to fill the vacancy and the member so appointed shall hold office, subject to these Rules, up to the end of the leave period.

11.4 Removal of Member of Management Committee

- 11.4.1 APEN in general meeting may by resolution remove any member of the Management 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.
- 11.4.2 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.

11.5 Proceedings of Management Committee

- 11.5.1 The Management Committee shall meet at least three times in each year in such a manner and at such place and such times as the Management Committee may determine.
- 11.5.2 Special meetings of the Management Committee may be convened by the President or by any three of the members of the Management Committee.
- 11.5.3 Notice shall be given to members of the Management 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.

- 11.5.4 Any four members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- 11.5.5 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 case it lapses.
- 11.5.6 At meetings of the Management Committee, the President, or in the President's absence the Vice-President shall preside as Chairman. In their absence, the members present shall elect one of their number to preside as Chairman at the meeting.
- 11.5.7 Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management 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.
- 11.5.8 Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management 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 Chairman may exercise a second or casting vote.
- 11.5.9 Written notice of each Management Committee meeting shall be served on each member of the Management Committee by delivering it to the member at a reasonable time before the meeting, or by sending it by pre-paid post, facsimile or email (or other method of communication approved by the Management Committee) 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.

12. ROLES AND RESPONSIBILITIES

12.1 President

- 12.1.1 leads the organisation in a responsible but innovative manner;
- 12.1.2 coordinates the Management Committee as a group of volunteers striving for a common goal;
- 12.1.3 ensures administrative functions are achieved in an efficient, effective and timely manner;
- 12.1.4 ensures that appropriate values are upheld (eg participative, responsive, inclusive, interactive, people-focused, and flexible);
- 12.1.5 ensures a president's report is delivered to the AGM.

12.2 Vice-President

- 12.2.1 assists the President undertake his/ her duties;
- 12.2.2 is the primary support for the President when required;
- 12.2.3 undertakes the President's duties in his/ her absence as required.

12.3 Past-President

- 12.3.1 provides advice, support and corporate history to the Management Committee;
- 12.3.2 is not expected to undertake any specific portfolio or project work.

12.4 Treasurer

- 12.4.1 arranges to collect and receive all moneys due to APEN and make all payments

authorised by the APEN;

12.4.2 ensures a budget is prepared and monitored in a timely manner;

12.4.3 arranges to keep correct accounts and books showing the financial affairs of APEN with full details of all receipts and expenditure connected with its activities;

12.4.4 arranges for the said books to be audited and end of year financial reports to be prepared and presented to the AGM.

12.5 Secretary

12.5.1 arranges that minutes are kept of the resolutions and proceedings of each general meeting and each Management Committee meeting, in books provided for that purpose;

12.5.2 arranges a record of the names of persons present at the meetings in the same books.

12.6 Editor

12.6.1 arranges the collection, collation and publishing of material for the APEN newsletter;

12.6.2 ensures the newsletter is produced and distributed in a timely manner in a form and frequency as determined by the Management Committee.

12.7 Regional Coordinator

12.7.1 identifies appropriate Cluster Coordinators in their region;

12.7.2 encourages and supports their Cluster Coordinators by teleconference, email, face-to-face meetings or other appropriate means;

12.7.3 facilitates collaboration between Clusters in their region;

12.7.4 represents the interests of the members in their region on the Management Committee;

12.7.5 participates in Management Committee meetings and portfolio projects.

12.8 Cluster Coordinator

12.8.1 identifies relevant professional development/ networking activities for the members in their area;

12.8.2 organises and evaluates these activities;

12.8.3 may invite a group of interested individuals to assist them with this role;

12.8.4 keeps the Regional Coordinator informed of activities.

12.9 Secretariat

12.9.1 performs professional administrative functions for APEN, supporting the Management Committee with their activities (especially the President, Secretary and Treasurer);

12.9.2 shall be chosen on a tender basis, and each subsequent year submit an estimate of the coming year's expenses for approval by the Management Committee.

13. REGIONS

13.1 Members living in the same region may request in writing authority to form a region of APEN.

13.2 The request shall include:

- 13.2.1 the name of the state or nation;
- 13.2.2 the name of an appropriate Regional Coordinator;
- 13.2.3 proposed clusters in that region.

13.3 Upon acceptance by the Management Committee, a Regional Coordinator will be appointed to fill the casual vacancy and will become a member of the Management Committee until the next AGM, as per Rule 11.3.9.

13.4 Regions are not required to conduct AGMs or maintain their own accounts.

14. CLUSTERS

14.1 A cluster of APEN refers to any group of APEN members that:

- 14.1.1 identify themselves as having common geographic location or interests;
- 14.1.2 identify themselves as a cluster (sub-entity) of APEN;
- 14.1.3 nominates a Cluster Coordinator to liaise with the relevant Regional Coordinator.

14.2 Members who are living in a similar geographic area or working in a similar discipline or who share similar interests may create their own cluster, in consultation with their Regional Coordinator.

14.3 Clusters are not required to conduct AGMs or maintain their own accounts.

15. FINANCES

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

15.2 The funds will be held centrally in accounts managed by the Management Committee.

15.3 The funds may be distributed to Clusters for professional development activities upon receipt of a suitable proposal via the relevant Regional Coordinator.

15.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two people approved by the Management Committee.

16. NOTICES

16.1 A notice may be served by or on behalf of APEN upon any member either personally, by sending it by post, or some other means approved by the Management Committee, to the member at the address shown in the Register of Members.

16.2 Where a document is properly addressed, prepaid and posted to a person as a letter, or by some other means approved by the Management Committee, 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.

17. CUSTODY OF RECORDS

17.1 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.

17.2 All accounts, books, documents and securities of APEN shall be available for inspection and copying by any member of APEN upon request.

18. SEAL

18.1 The Common Seal of APEN shall be kept in the custody of the Secretary.

18.2 The Common Seal shall not be affixed to any instrument except by the authority of the Management Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Management Committee or one member of the Management Committee and of the Public Officer of APEN.

19. WINDING UP OR CANCELLATION

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.

20. ALTERATION OF RULES AND STATEMENT OF PURPOSES

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

APPENDIX 1

Proxy Voting Form

Australasia-Pacific Extension Network (Inc)

A0029919P ABN: 81 760 842 687

I, the undersigned, being a financial member of APEN,
wish to register a vote in my absence from the 200__ Annual General Meeting.

I wish to vote for/ against _____
(please state position/ person/ motion)

I wish to vote for/ against _____
(please state position/ person/ motion)

I wish to vote for/ against _____
(please state position/ person/ motion)

Name (please print) _____

Address: _____

Membership number (if known): _____

Signature _____ Date _____

Return to Rosemary Currie at the APEN Secretariat
PO Box 1239, WODONGA VIC 3689, AUSTRALIA
OR Fax to 02 6056 1967

APPENDIX 2

Nomination for Management Committee Positions

Australasia-Pacific Extension Network (Inc)

A0029919P ABN: 81 760 842 687

We, the undersigned, being financial members of APEN, nominate:

for the position of (select one only):

___ President

___ Editor

___ Regional Coordinator (state which Region): _____

Name _____ Signature _____ Date _____

Name _____ Signature _____ Date _____

Consent of nominee

I, _____, am a financial member of APEN

and I accept the above nomination.

Signature _____ Date _____

Return to Rosemary Currie at the APEN Secretariat

PO Box 1239, WODONGA VIC 3689, AUSTRALIA

OR Fax to 02 6056 1967