



**RULES AND REGULATIONS**  
**OF THE**  
**VICTORIA ARTIFICIAL INTELLIGENCE SOCIETY**

2026



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- 1.1 Creation of the Society and adoption of this constitution
- 1.2 The Society is constituted by resolution dated [date] and adopts this constitution as its constitution.

## **2 Definitions**

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### **2.1 In this constitution:**

- (a) Annual general meeting has the meaning given in cl 27.
- (b) Arm's-length terms means terms between the Society and an officer or a member in relation to a transaction that:
  - (i) would be reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or
  - (ii) are less favourable to the officer or member than the terms referred to in cl 2.1(b)(i); and
  - (iii) do not include providing the officer or member any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society.
- (c) Committee means the officers of the Society acting as a board in accordance with this constitution.
- (d) General meeting means either an annual general meeting or a special general meeting, as the case may be.
- (e) Interests Register means the register of officer interests maintained by the Committee pursuant to cl 17.1 of this constitution.
- (f) Member means an individual or entity that has become a member of the Society, paid any subscriptions due and whose membership has not been terminated in accordance with this constitution.
- (g) Notice means any notice sent by post, courier or email to the most recent physical, postal or email address of the intended recipient that is known to the sender of the notice or, in the case of notices to the Society, to the Society's registered office.
- (h) Objects means the objects of the Society provided for in cl 5 of this constitution.
- (i) Officer means an officer of the Society appointed pursuant to cl 12 of this constitution.
- (j) President means the individual appointed as the Society's President pursuant to cl 12.2 whose duties include those provided for in cl 13.
- (k) Secretary means the individual appointed as the Society's Secretary pursuant to cl 12.2 whose duties include those provided for in cl 14.
- (l) Society means the incorporated society with the name specified in cl 3.1 and governed by this constitution.

- (m) Special general meeting has the meaning given in cl 26.2.
- (n) Treasurer means the individual appointed as the Society's Treasurer pursuant to cl 12.2 whose duties include those provided for in cl 15.
- (o) Vice-President means the individual appointed as the Society's Vice-President pursuant to cl 12.2 whose duties include those provided for in cl 13.
- (p) University means Victoria University of Wellington.

### **3 Name**

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**3.1 The name of the Society is Victoria Artificial Intelligence Society ("VicAI", "the Society").**

### **4 Affiliation**

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**4.1 The Society is in affiliation and/or registered with following organisations:**

- (a) Victoria University of Wellington

### **5 Objects**

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**5.1 Subject to cl 5.2, the objects of the Society are:**

- (a) To promote education, awareness, and understanding of artificial intelligence, machine learning, and related technologies among students and the wider university community;
- (b) To provide a forum for discussion, debate, and collaboration on the technical, ethical, and societal implications of artificial intelligence;
- (c) To organise events related to artificial intelligence and its applications;
- (d) To support members in developing skills in artificial intelligence and machine learning through projects, tutorials, and peer learning;
- (e) To foster connections between students, academics, and industry professionals working in the field of artificial intelligence;
- (f) To encourage and support members pursuing research, careers, or further study in artificial intelligence and related fields;
- (g) To promote the responsible and ethical development and deployment of artificial intelligence technologies; and
- (h) To collaborate with other student organisations, university departments, and external bodies to advance the Society's purposes.

**5.2 Notwithstanding cl 5.1:**

- (a) no member of the Society may derive any personal pecuniary gain from membership of the Society.

## **6 Powers**

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- 6.1 Except as restricted by this constitution, the Society has full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter any transaction required to further or promote the Objects including, without limitation, to:
- (a) make regulations or bylaws to advance the attainment of any of the Objects;
  - (b) do any act or thing incidental or conducive to the attainment of the Objects;
  - (c) use such of its funds to pay the costs and expenses of furthering or carrying out the Objects;
  - (d) employ one or more individuals on such terms approved by the Committee (subject to cl 6.4);
  - (e) purchase, lease, hire or otherwise acquire, exchange and sell, lease or otherwise dispose of property, rights or privileges; and
  - (f) invest in any investment in which a trustee might invest (subject to Trusts Act 2019, s 30).
- 6.2 Notwithstanding cl 6.1, the Society cannot borrow or raise money (or provide any security to borrow or raise money) unless the incurring of the debt is approved by an ordinary resolution at a general meeting.
- 6.3 Regardless of any other provision in this constitution, the Society must not do anything:
- (a) other than to further the Objects; or
  - (b) for the personal or individual financial gain of any member (except as provided for in cl 6.4).
- 6.4 The Society may provide financial benefits to a member or officer, or any associated person but only on arm's-length terms and any payments made in respect of such transactions must be limited to:
- (a) a fair and reasonable reward for services performed;
  - (b) reimbursement of expenses properly incurred;
  - (c) usual professional, business or trade charges; and/or
  - (d) interest at no more than current commercial rates.

## **7 Membership**

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- 7.1 The classes of membership and the method by which members are admitted to different classes of membership are:
- (a) **Student Member:** A Student Member is an individual who is currently enrolled at the University, admitted to membership under cl 7 and who has not ceased to be a member under any other clause. A Student Member has full voting rights.
  - (b) **Alumni Member:** An Alumni Member is an individual who was formerly enrolled at the University, prior to being admitted under this membership class was a student

member and since completed or departed from their course of study, admitted to membership under cl 7 and who has not ceased to be a member under any other clause. An Alumni Member has full voting rights.

- (c) Public Member: A Public Member is an individual, incorporated or unincorporated body admitted to membership under cl 8 and who or which has not ceased to be a member under any other clause who or which has no voting rights.

7.2 Every member must advise the Secretary of any change of the member's contact details.

7.3 The Secretary must keep a register of members recording:

- (a) the name of each member;
- (b) the Student ID issued by the University of each member;
- (c) each member's class of membership;
- (d) the last known contact details of each member;
- (e) the date on which each person became a member; and
- (f) all other information prescribed by the University or the Committee (if any).

7.4 The Secretary must update its register of members as soon as practicable after becoming aware of changes to the information recorded on the register.

7.5 All members (including members of the Committee) must promote the interests and the objects of the Society and must do nothing to bring the Society into disrepute.

7.6 Copies of this constitution must be provided to any member on request.

## **8 Admission of members**

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8.1 Applicants for membership as Student Members, Alumni Members, or Public Members must complete any application form provided by the Committee and supply such information as may be required by the Committee.

8.2 Membership application forms must provide a mechanism for the applicant for membership to confirm their consent to become a member of the Society, which may include:

- (a) a requirement for the applicant to sign the application form; or
- (b) a requirement for the applicant to confirm by verbal means their consent to become a member of the Society.
- (c) a requirement for the applicant to confirm by electronic means their consent to become a member of the Society.

8.3 If the application for membership is completed by an incorporated or unincorporated body seeking Public Membership, the consent required for the purposes of cl 8.2 must be given

on the applicant's behalf in writing by a person acting under the applicant's express or implied authority.

- 8.4 Membership applications must be approved by the Committee who may interview an applicant Student Member, Alumni Member or a Public Member or the representatives of an applicant Public Member.
- 8.5 The Committee has discretion whether or not to admit a membership applicant to membership and must advise the applicant of its decision within a reasonable time of the application being provided to the Secretary.

## **9 Subscriptions and levies**

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- 9.1 The annual subscription payable for different classes of membership for the following financial year must be set by resolution at each annual general meeting.
- 9.2 If no resolution changing subscription amounts is passed at an annual general meeting, the subscription amounts in place at the commencement of that annual general meeting will continue to apply.
- 9.3 The Committee may by resolution choose to not charge subscription or levies.
- 9.4 The Committee may by resolution impose a levy or levies on members in different classes of membership in any financial year up to a maximum totalling 50 per cent of the annual subscription for that year for each class of member.
- 9.5 Any member failing to pay the annual subscription (or any instalment acceptable to the Committee) or any levy within one calendar month of the due date will have their membership suspended and (without being released from the obligation of payment) will have no membership rights and will not be entitled to participate in any Society activity until all the arrears are paid. If such arrears are not paid within six months of the date the subscription or levy became due or such later date as the Committee may determine, the member's membership will end and the member must cease to hold themselves out as a member of the Society, and must return to the Society all material produced by the Society (including any membership certificate, handbooks and manuals) requested by the Committee.

## **10 Cessation of membership**

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- 10.1 **Any member may resign from that member's class of membership by notice to the Secretary and the following terms will then apply:**
- (a) the resignation will take effect from the date of the resignation notice;
  - (b) the member resigning remains liable to pay all subscriptions, levies and any other fees to the end of that financial year;
  - (c) the resigning member must cease to hold themselves out as a member of the Society and must return to the Society all material produced by the Society (including any membership certificate, handbooks and manuals) requested by the Committee, from the date of their resignation.

**10.2 The Committee may give a member notice terminating that member's membership if that member:**

- (a) ceases to be qualified to be a member; or
- (b) is removed as a member pursuant to the provisions of this constitution.

**10.3 When a member's membership is terminated under cl 10.2:**

- (a) the termination will take effect from the date specified in the termination notice;
- (b) the member remains liable to pay all subscriptions, levies and any other fees to the end of that financial year; and
- (c) the member must cease to hold themselves out as a member of the Society and must return to the Society all material produced by the Society (including any membership certificate, handbooks and manuals) requested by the Committee from the date of the termination notice.

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**11 Re-admission of former members**

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11.1 Any former member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted by decision of the Committee.

11.2 However, if a former member's membership was terminated under cl 10.2 the applicant must not be re-admitted by the Committee without the prior approval of a general meeting.

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**12 The Committee**

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12.1 The Committee has all the powers necessary for managing, directing and supervising the management, operation and affairs of the Society, subject to the terms of this constitution.

12.2 The Committee shall consist of the following officers:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer; and
- (e) not less than 0 nor less more 8 other Committee members.

12.3 The officers must be elected annually as follows:

- (a) nominations for appointment as an officer, accompanied by the evidence of consent of each nominee, must be received by the Secretary not less than 14 clear days before the date of the annual general meeting;
- (b) not less than 7 clear days before the date of the annual general meeting, the Secretary must post or email to all members a voting paper listing all officer nominees and such information (not exceeding 500 words) as may be supplied to the Secretary by or on behalf of each nominee in support of their nomination;

- (c) if there are insufficient valid nominations received under cl 12.3(a) above, but not otherwise, further nominations may be received from the floor at the annual general meeting;
  - (d) votes must be cast in such manner as the chairperson of the annual general meeting determines;
  - (e) two members (who are not nominees) designated by the chairperson of the annual general meeting must act as scrutineers for the counting of the votes and destruction of any voting papers; and
  - (f) in the event of any vote being tied the tie must be resolved by the other members of the incoming Committee.
- 12.4 All officers must be members of the Society or representatives of bodies corporate that are members of the Society except the Secretary and the Treasurer.
- 12.5 All officers must be currently enrolled at the University.
- 12.6 The Secretary and the Treasurer do not need to be members and may be the same person.
- 12.7 The Committee must include at least three officers and the majority of the Committee must be either members of the Society or representatives of body corporates that are members of the Society.
- 12.8 If, between annual general meetings, a vacancy arises in the position of President, Vice-President, Secretary or Treasurer or if the Committee fails to meet the requirements of cl 12.7 that vacancy or those vacancies must be filled by the Committee.
- 12.9 The officers appointed at each annual general meeting (or appointed subsequently pursuant to cl 12.8):
- (a) will hold office until the end of the first annual general meeting after their appointment; but
  - (b) they may seek re-appointment at that annual general meeting; provided that
  - (c) no officer may serve more than four consecutive terms as an officer.
- 12.10 Subject to cl 6.4, officers may be paid such remuneration or honorarium as the Committee may from time to time determine.
- 12.11 Any officer may be removed as an officer by a resolution of a general meeting of which prior notice was given in the notice of meeting and which is passed by a two-thirds majority of those present and voting.

### **13 President and Vice-President**

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The Committee is responsible for generally overseeing and directing the affairs and business of the Society, under the leadership of the President (and, in the absence of the President, the Vice-President).

## **14 Secretary**

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- 14.1 The Secretary must record the minutes of all general meetings and Committee meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting will be prima facie evidence that that meeting was duly called and will be deemed to be a true and correct record of what occurred at that meeting.
- 14.2 The Secretary must hold the Society's records, documents, and books.
- 14.3 The Secretary must deal with and answer correspondence and perform such other duties as directed by the Committee.
- 14.4 The Committee may in its discretion suspend or remove the Secretary from office.
- 14.5 The Secretary must keep a membership register of Members recording their names and contact details, the dates each member became a Member and all other information required.
- 14.6 Unless an alternative "contact person" is appointed by the Committee, the Secretary will be the Society's "contact person".

## **15 Treasurer**

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### **15.1 The Treasurer must:**

- (a) prepare or have prepared financial statements;
- (b) provide a true record of the Society's financial position and a report on the Society's financial position to each Committee meeting and present annual financial statements to the Annual General Meeting together with a budget for the next financial year; and

## **16 Finances**

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- 16.1 The Committee must maintain bank accounts in the name of the Society, and all cheques and withdrawal forms must be signed and all electronic transactions must be approved by one member of the Committee and countersigned by another member of the Committee.
- 16.2 All money received on account of the Society must be banked within five working days of receipt.
- 16.3 All accounts paid or for payment must be submitted to the Treasurer who must then present the accounts to the Committee for approval of payment.
- 16.4 The Society's financial year commences on 1st of January of each year and ends on 31st of December in the same year.

## **17 Disclosure of officer interests**

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- 17.1 The Committee must maintain a register in which officer's interests are recorded.
- 17.2 An officer who is interested in a matter relating to the Society (as defined in s 62 of the Act) must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):**
- (a) to the Committee; and
  - (b) in the Interests Register.
- 17.3 Disclosure under cl 17.2 must be made as soon as practicable after the officer becomes aware that they are interested in the matter.

## **18 Officer ceasing to hold office**

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- 18.1 A person ceases to be an officer if the person:**
- (a) resigns in accordance with cl 18.2; or
  - (b) is removed from office in accordance with cl 12.11; or
  - (c) dies; or
  - (d) otherwise vacates office in accordance with this constitution.

- 18.2 An officer may resign by giving notice of resignation to the Secretary and the President and the notice of resignation will take effect when it is received by the Secretary and the President or at any later time specified in the notice.
- 18.3 Each officer must, within one calendar month of submitting a resignation or ceasing to hold office, deliver to that officer's successor or the Secretary all books, papers and other property of the Society possessed by such former officer requested by the Committee.
- 18.4 Despite vacating office as an officer, a person who has held office as an officer remains liable for acts and omissions and decisions made while that person was an officer.

## **19 Management by the Committee and subcommittees**

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- 19.1 From the end of each annual general meeting until the end of the next, the Society must be administered, managed and controlled by the Committee.
- 19.2 Subject to this constitution and the resolution of any general meeting, the Committee may exercise all the Society's powers, other than those required by statute or by this constitution to be exercised by the Society in general meeting.
- 19.3 The Committee must meet at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the President or Secretary.
- 19.4 All Committee meetings must be chaired by the President, or in the President's absence by the Vice-President, or in the absence of both of them by another officer elected for the purpose by the meeting, and any such chairperson does not have a deliberative and casting vote.
- 19.5 The Committee may co-opt any person to the Committee for a specific purpose, or for a limited period, or generally until the next annual general meeting.
- 19.6 The quorum for Committee meetings is at least half the number of the officers.
- 19.7 Only officers elected or appointed under cl12 who are present in person or by telephone or video link may be counted in the quorum and entitled to vote at a meeting of the Committee.
- 19.8 The Committee may appoint subcommittees consisting of such persons (whether or not members of the society) and for such purposes as it thinks fit.
- 19.9 Unless otherwise resolved by the Committee:**
- (a) the quorum of every subcommittee is half the members of the subcommittee;
  - (b) no subcommittee may co-opt additional members;
  - (c) no subcommittee may commit the Society to any financial expenditure without express authority from the Committee; and
  - (d) no subcommittee may delegate any of its powers.

**19.10 The Committee and any subcommittee may act by:**

- (a) a written resolution (which may be in physical or electronic form); or
- (b) a resolution approved verbally in the course of a meeting, telephone conference call or video conference;

approved by not less than two-thirds of the officers or members of the Committee or subcommittee (as the case may be).

19.11 The Committee from time to time may make and amend regulations, bylaws and policies for the conduct and control of Society's activities, but no such regulations, bylaws and policies can be inconsistent with this constitution.

19.12 This constitution, and such regulations, bylaws and policies, must be available at all reasonable times for inspection by members, and copies must be provided (at cost, if required by the Committee) to any member on request.

19.13 This constitution or any bylaw, the Committee may regulate its proceedings as it thinks fit.

**19.14 Members of the Committee and of subcommittees:**

- (a) may receive such honoraria as may be set by resolution of a general meeting, subject to cl 6.4; and
- (b) are entitled to be reimbursed by the Society for any reasonable actual expenses incurred by them on behalf of the Society as approved by resolution of the Committee.

19.15 This constitution and the resolutions of general meetings, the decisions of the Committee on the interpretation of this constitution and all matters dealt with by the Committee in accordance with this constitution shall be final and binding on all members.

19.16 The Committee may employ any person or company to administer or manage the affairs of the Society.

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**20 Indemnity and insurance**

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**20.1 The Society may, with the prior approval of the Committee, effect insurance for an Officer, a member, or an employee of the society in respect of:**

- (a) liability (other than criminal liability) for any act or omission in their capacity as an Officer, a member, or an employee of the Society (including any breach of duties under this constitution);
- (b) costs incurred by the Officer, member, or employee in defending or settling any claim or proceeding relating to that liability; and
- (c) costs incurred by the Officer, member, or employee in defending any criminal proceedings:

- (i) that have been brought against the Officer, member, or employee in relation to any alleged act or omission in their capacity as an Officer, a member, or an employee; and
- (ii) in which they are acquitted.

**20.2 The Officer, member, or employee who is insured is personally liable to the Society for the cost of effecting insurance if:**

- (a) the requirements of this constitution have not been complied with; or
- unless the insurance was fair to the Society at the time the insurance was effected.

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**21 Registered office**

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**21.1 The registered office of the Society will be at such place as the Committee from time to time determines.**

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**22 Privacy**

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22.1 We will share member information with the University. All member information is held securely within the University Clubs Team, in accordance with the University's privacy notice. Personalised member information is used for allocation of University funding to clubs. The University also reports on statistical information to the University community, but only after anonymising and aggregating the data first – no individual members will be identified. There are some other circumstances where the University may use or share personalised member information, for example, responding to student health, safety or wellbeing events. These are all outlined in the University's privacy notice

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**23 Execution of documents**

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**23.1 A contract or other enforceable obligation may be entered into by the Society, when authorised by a resolution of the Committee, on the following basis:**

- (a) an obligation that, if entered into by a natural person, would, by law, be required to be by deed may be entered into on behalf of the Society in writing signed under the name of the society by:
  - (i) 2 or more officers of the society; or
  - (ii) 1 or more attorneys appointed by the Society.
- (b) an obligation that, if entered into by a natural person, is, by law, required to be in writing may be entered into on behalf of the Society in writing by a person acting under the Society's express or implied authority.
- (c) an obligation that, if entered into by a natural person, is not, by law, required to be in writing may be entered into on behalf of the Society in writing or orally by a person acting under the Society's express or implied authority.

## **24 Amending the constitution**

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24.1 This constitution may be amended or replaced by resolution of any general meeting passed by a two-thirds majority of those members present and entitled to vote, provided that no amendment may be made which would alter the rules precluding members from obtaining any personal benefit from their membership.

24.2 Any proposed motion to amend or replace this constitution must be signed by at least three members and given in writing to the Secretary at least 6 clear days before the general meeting at which the motion is to be considered, accompanied by a written explanation of the reasons for the proposal.

24.3 At least 4 clear days before the general meeting at which any such proposal is to be considered, the Secretary must give notice (in accordance with this constitution) to members of the proposed motion, of the reasons for the proposal and of any recommendations from the Committee in respect of that notice.

**24.4 Subject to cl 24.1, the Committee may amend this constitution if the amendment:**

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations.

**24.5 An amendment made pursuant to cl 24.4 is only valid if the Committee sends notice of the amendment to every member of the Society stating:**

- (a) the text of the amendment; and
- (b) the right of the member to object to the amendment; and

the Committee receives no objection from any member within 20 working days after the date on which the notice was sent.

## **25 Dispute Resolution**

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**25.1 If any dispute arises between:**

- (a) two or more members; or
- (b) two or more officers; or
- (c) one or more members or officers and the Society; and

the dispute relates to an allegation that:

- (d) a member or an officer has engaged in misconduct; or
- (e) a member or an officer has breached, or is likely to breach, a duty under this constitution;
- (f) the Society has breached, or is likely to breach, a duty under this constitution;
- (g) a member's rights or interests as a member have been damaged or members' rights or interests generally have been damaged;

then any party involved with the dispute may make a complaint to the Committee.

**25.2 The Committee shall be the decision maker responsible for resolving the dispute provided that:**

- (a) If the complaint relates to one or more officers, that officer or those officers must be excluded from the Committee's management of the dispute resolution process and decision making;
- (b) If the complaint is made by one or more officers, that officer or those officers must be excluded from the Committee's management of the dispute resolution process and decision making; and
- (c) If the Committee is unable to proceed because it will not have a quorum of officers to conduct the dispute resolution process as a consequence of cl 25.2(a) or 25.1(b), the Committee must appoint an individual who is not a member or an officer to manage the dispute resolution process and make a decision about the complaint.

After completing the dispute resolution processes provided for in cl 25.1, the Committee or the independent person appointed pursuant to cl 25.2(b), (the decision maker) may:

- (d) Make a finding considered by the decision maker to be fair and consistent with the evidence provided by the dispute resolution process;
- (e) In the case of a complaint against a member, suspend the member's membership for a defined period or terminate the member's membership; or
- (f) In the case of a complaint against an officer, remove the officer from their role as an officer (and, if the officer is also a member, the penalties in cl 25.2(e) could also be applied).

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**26 General meetings**

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**26.1 The Society's annual general meeting must be held:**

- (a) not later than 6 months after the balance date of the Society; and
- (b) not later than 15 months after the previous annual general meeting; or
- (c) provided that the Society does not have to hold its first annual general meeting in the calendar year of its incorporation but must hold that meeting within 18 months after its incorporation.

26.2 Special general meetings may be called by the Committee or by written requisition to the Secretary signed by not less than a quarter of the Student, Alumni and Public Members.

At least 7 clear days before any general meeting, the Secretary must send to all members notice of the business to be conducted at the meeting and details of the date, time and place of the meeting.

Any irregularity in the manner of calling a general meeting is waived if all the members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all

such members agree to the waiver but in any event the failure for any reason of any member to receive notice of a general meeting does not invalidate the meeting or its proceedings.

26.3 General meetings may be attended by all members of whatever class of membership, but only Student, Alumni and Public Members whose subscription payments are up to date are entitled to vote.

No proxy voting is permitted.

26.4 The quorum for general meetings is 4 members entitled to vote pursuant to cl 0 present in person, by electronic means or by proxy.

26.5 All general meetings must be chaired by the President or, in the President's absence, by the Vice-President or, in the absence of both of them, by some other officer elected for the purpose by the members at the general meeting, and any such chairperson does not have a deliberative and casting vote.

#### **26.6 Voting at general meetings must be exercised as follows:**

- (a) voting must be by voices, by show of hands or, on demand of the chairperson or of any member present, by secret ballot, and on each case each member entitled to vote is entitled to one vote;
- (b) unless otherwise required by this constitution, all questions must be determined by a simple majority of those present and entitled to vote;
- (c) to determine any issue already lawfully before a general meeting (including any election or amendment to this constitution) the meeting may resolve to hold a postal ballot in accordance with the following process:
  - (i) only members with voting rights may vote in any postal ballot;
  - (ii) the resolution to hold a postal ballot must set a closing date and time for ballots to be received by the Secretary, but the closing date must be no earlier than 7 working days after the date ballot papers are sent out to members (excluding the date of posting);
  - (iii) in respect of any motion to amend this constitution by postal ballot, the motion must be accompanied by reasons and recommendations from the Committee;
  - (iv) voting in a postal ballot may be by ballots returned to the Secretary by mail, delivery, email or other electronic means;
  - (v) the Secretary must declare the result of the postal ballot; and
  - (vi) the result of any postal ballot will be as effective and binding on members as a resolution passed at a general meeting.

26.7 A resolution passed by the required majority at any general meeting or by postal ballot binds all members, irrespective of whether they were present at the general meeting where the resolution was adopted or whether they voted.

26.8 The Secretary must keep minutes of each general meeting. If the Secretary is not present at a general meeting, the President must appoint another officer to keep minutes of the meeting.

## **27 Annual general meeting**

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### **27.1 The notice (Notice) for an annual general meeting must include:**

- (a) an annual report from the Committee reporting on the operations and affairs of the Society during the most recently completed accounting period;
- (b) a copy of the financial statements for the Society for that period;
- (c) notice of any disclosures made to the Interests Register since the immediately preceding annual general meeting (including a brief summary of the matters, or types of matters, to which those disclosures relate);
- (d) a list of and information about nominees for officer appointments;
- (e) notice of proposed changes to subscriptions for members (if any);
- (f) notice of any motions and the Committee's recommendations; and
- (g) the Committee's proposed budget for the next year.

### **27.2 The business of the annual general meeting is:**

- (a) approving the minutes of the previous general meeting;
- (b) approving the Committee's annual report provided with the Notice;
- (c) approving the financial statements provided with the Notice;
- (d) election of officers;
- (e) voting on subscription amount changes for the next financial year (if any);
- (f) voting on any motions referred to in the Notice;
- (g) approving a budget for the next financial year; and
- (h) general business.

27.3 Any member wishing to give notice of any motion for consideration at the annual general meeting must forward written notice of the motion to the Secretary not less than 3 clear days before the date of the meeting. The Committee may consider all such notices of motion and provide recommendations to members in respect of those notices.

## **28 Written resolution in lieu of general meeting**

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- 28.1 A written resolution is as valid as if it had been passed at a general meeting if it is approved by no less than 50% of the number of members who are entitled to vote.
- 28.2 A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of one or more of the members who are entitled to vote.
- 28.3 For the purposes of cl 28.2, a member may give their approval by:
- (a) signing the resolution; or
  - (b) giving their approval to the resolution by email or any other electronic means approved by the Committee.

## **29 Winding up**

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- 29.1 If the Society is wound-up or placed into liquidation, its surplus assets, after payment of all debts, costs and liabilities, must be disposed of by resolution to either:
- (a) Distributed equally among current active members;
  - (b) Gifted to the Society's affiliated organisation(s); and, or
  - (c) Gifted to a Society with similar objectives.