

STATEMENT OF PURPOSES OF AUDIO
ENGINEERING SOCIETY MELBOURNE SECTION
INCORPORATED

Effective 28th August 2012

(Approved - AES Board of Governors, October 2011)

Purposes

The purposes of the Association are:

1. the diffusion and increase of educational and scientific knowledge in audio engineering, the promotion and advancement of this science and its allied arts in both theoretical and practical application;
2. the stimulation of interest in audio engineering, the encouragement of the interchange and intercourse of ideas amongst its members and the promotion and maintenance of high professional standards amongst its members;
3. to hold meetings for the reading or discussion of papers, publications, communications for furthering the abovementioned purposes; and

4. for such other professional activities as shall properly fulfil the objectives and purposes of the association.

Solely for the purpose of furthering the purposes set out above the association shall have the power:

(a) To take over the funds and other assets and the liabilities of the present unincorporated association known as AUDIO ENGINEERING SOCIETY MELBOURNE SECTION INCORPORATED.

(b) To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated association become liable to pay any amount by way of damages or otherwise.

(c) To subscribe to, become a member of or co-operate with any other association, club or organisation, whether incorporated or not, whose objectives are altogether or in part similar to those of the Association provided that the Association shall not subscribe or support with funds any organisation which does not inhibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules.

(d) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.

(e) To purchase, take on lease or in exchange, hire and otherwise acquire lands, buildings, easements and property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in association with, any of the objectives of the Association. Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

(f) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objective and the exercise of the power of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(g) To appoint, employ, remove or suspend such managers, clerks, secretaries, workmen and other persons as may be necessary or convenient for the purposes of the Association.

(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 the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

(i) To invest and deal with the money of the Association 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 if any company or body corporate.

(k) To lend and advance money or give credit to any person or body corporate; 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.

(l) 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 Association's property or assets present or future and to purchase, redeem or pay-off any such securities.

(m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(n) 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 the Association.

(o) To take or hold mortgages, liens or charges, to secure payment of purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.

(p) To take any gift of property whether subject to any special trust or not, for any one or more of the objectives of the Association but subject always to the proviso in paragraph (e).

(q) To take such steps by personal or written appeals, public meetings, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.

(r) To print and publicise any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objectives.

(s) To amalgamate with any one or more incorporated associations having objectives altogether or in part similar to those of the Association 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 the Association under or by virtue of the Rules.

(t) 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 the Association is authorised to amalgamate.

(u) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.

(v) To make donations for patriotic, charitable or community purposes.

(w) To do all such other things as are incidental or conducive to the attainment of the objectives and the exercise of the powers of the Association.

THESE ARE THE RULES OF THE AUDIO ENGINEERING SOCIETY MELBOURNE SECTION
INCORPORATED REFERRED TO IN THE DECLARATION ACCOMPANYING THE APPLICATION
FOR INCORPORATION SIGNED BY ME AND

DATED: the day of 201...

.....

Schedule 3

Rules for an incorporated association

1.

The name of the incorporated association is the AUDIO ENGINEERING SOCIETY MELBOURNE SECTION INCORPORATED (in these rules called 'the Association').

2. INTERPRETATION

(1) In these rules, unless the contrary intention appears:

'Committee' means the Committee of Management' of the Association.

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

'General Meeting' means a general meeting of members convened in accordance with Rule 14.

'Member' means a member of the Association in accordance with Rule 5.

'Ordinary Member of the Committee' means a Voting Member of the Committee who is not an officer of the Association under Rule 24.

'The Act' means the Association Incorporation Act 1981.

(2) In these Rules a reference to the Secretary of an Association is a reference:

(a) where a person holds office under these Rules as Secretary of the Association to that person; and

(b) in any other case, to the Public Officer of the Association.

(3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of The Acts Interpretation Act 1984 and the Act as in force from time to time.

3. ALTERATION OF RULES AND STATEMENT OF PURPOSE

These rules and the Statement of Purpose of the Association shall not be altered except in accordance with The Act.

4. APPLICATION FOR MEMBERSHIP

(1) A natural person who is nominated and approved for membership as provided in these rules is eligible to be a Member of the Association under these rules.

(2) A person who is not a Member of the Association at the time of the incorporation (or who was such a Member at the time but has ceased to be a Member) shall not be admitted to membership:

(a) unless he is nominated as provided in sub-clause (3); and

(b) his admission as a Member is approved by the Committee.

(3) A nomination of a person for membership of the Association:

(a) shall be made in writing in the form set out in Appendix 1; or

(b) submitted by an authenticated electronic transaction which the Association may facilitate;
and

(c) shall be lodged with the Secretary of the Association.

(4) As soon as practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee.

(5) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.

(6) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the Association.

(7) The Secretary shall enter the nominee's name in the register of Members kept by him and, upon the name being so entered the nominee becomes a Member of the Association.

- (8) A right, privilege, or obligation of a person by reason of his membership of the Association:
- (a) is not capable of being transferred or transmitted to another person;
 - and
 - (b) terminates upon the cessation of his membership whether by death or resignation or otherwise.

5. MEMBERSHIP

(a) All Members must apply and be accepted as Members of the Audio Engineering Society, Inc. New York, United States of America, before being accepted as Members of the Association.

(b) Members must complete the Membership form attached in Appendix 1 and be accepted by the AUDIO ENGINEERING SOCIETY MELBOURNE SECTION INCORPORATED.

(c) Members must satisfy the requirements specified in Article III, Section 1 of the By-Laws of the Audio Engineering Society, Inc. New York, United States of America.

(d) Membership shall be comprised of the following:

(i) Voting Members

May be either an "Honorary Member", "Fellow", or "Member" as defined by Article III, Section 2(a), (b) and (c) of the By-Laws of the Audio Engineering society, Inc. New York, United States of America.

(ii) Associate Members

A person defined as an "Associate Member" pursuant to Article III, Section 2(d) of the By-Laws of the Audio Engineering Society, Inc. New York, United States of America.

(iii) Student Members

A person defined as a "Student Member" pursuant to Article III, Section 2(e) of the By-Laws of the Audio Engineering Society, Inc. New York, United States of America.

6. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

There shall be no entrance fee and no annual subscription.

7. REGISTER OF MEMBERS

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 at the address of the Public Officer.

8. DISPUTES AND MEDIATION

(1) The grievance procedure set out in this rule applies to disputes under these Rules between -

- (a) a member and another member; or
- (b) a member and the Association.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be -

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement -
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association;
 - or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must -
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9. RESIGNATION AND EXPULSION OF MEMBERS

- (1) A member of the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his intention to resign and upon expiration of that period of notice, the Member shall cease to be a Member.
- (2) Upon the expiration of a notice given under sub-clause (1), the Secretary 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.

10.

- (1) Subject to these rules, the Committee may by resolution:
- (a) expel a Member from the Association;
 - (b) suspend the Member from membership of the Association for a specified period; or
 - (c) fine a Member in accordance with The Regulations if the Committee is of the opinion that the Member:
 - (i) has refused or neglected to comply with these rules; or
 - (ii) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.
- (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 fourteen and not later than twenty-eight days after the service on the Member of a notice under sub-clause (3)
 - (b) confirms the resolution in accordance with this clause;
 - and
 - (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) Where 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 fourteen and not later than twenty-eight days after the service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the Member that he may do one or more of the following:
 - (i) Attend that meeting;
 - (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 twenty-four hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Association 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 the 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) Where the Secretary receives a notice under sub-clause (3), he shall notify the Committee and the Committee shall convene a General Meeting of the Association to be held within twenty-one days after the 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 passing the resolution;
 - (c) the Member shall be given an opportunity to be heard; and
 - (d) the Members present shall vote by secret ballot of the question whether the resolution should be confirmed or revoked.
- (7) If at the General Meeting:
- (a) ten 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.

11. ANNUAL GENERAL MEETING

- (1) The Association 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 determines during July, August and September of each year.
- (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 of any General Meeting held since that meeting;
 - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect officers of the Association and the ordinary Members of the Committee; and
 - (d) to receive and consider the statement submitted by the Association 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.

12. SPECIAL GENERAL MEETINGS

All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

13.

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and where, but for this sub-clause, more than fifteen months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- (2) The Committee shall, on the requisition in writing of a quorum, convene a Special General Meeting of the Association.
- (3) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the Voting Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Voting Members making the requisition.
- (4) If the Committee does not cause a Special General Meeting to be held within one month after the date which the requisition is sent to the address of the Secretary, the Voting 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 Voting 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 and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

(6) Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

14. NOTICE OF MEETING

(1) The Secretary of the Association shall, at least fourteen days before the date fixed for holding a general meeting of the Association, cause to be sent to each Member of the Association at his address appearing in the register of Members, a notice by pre-paid post, or by electronic mail to members who have agreed to receive official mail by this means, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

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

(3) A Voting Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

15. PROCEEDINGS AT MEETINGS

(1) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specifically referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

(2) No item of business shall be transacted at a General Meeting unless a quorum of Voting Members entitled under these rules to vote is present during the time when the meeting is considering that item.

(3) Ten Voting Members personally present (being Members entitled under these rules to vote at a General Meeting) constitutes a quorum for the transaction of the business of a General Meeting. The number of Voting Members constituting a quorum may be increased by the executive Committee with the approval of the voting membership.

(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 Voting 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 Chairman 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 Voting Members present (being not less than 5) shall be a quorum.

16.

(1) The Chairman, or in his absence, the Vice Chairman, shall preside at each General Meeting of the Association.

(2) If the Chairman and the Vice-Chairman are absent from a General Meeting, the Committee Members present shall elect one of their number to preside as Chairman at that Meeting.

17.

(1) 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.

(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-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

18.

A question arising at a General Meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, 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.

19.

(1) Upon any question arising at a General Meeting of the Association, a Voting 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 Chairman of the meeting is entitled to exercise a second or casting vote.

20.

(1) If at a meeting a poll on any question is demanded by no less than three voting 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 that question.

(2) 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 deemed on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

(3) Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands—

(a) a declaration by the Chairperson that a resolution has been—

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost;

and

(b) 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.

21.

A voting member is not entitled to vote at any General Meeting unless all monies due and payable by him to the Association have been paid.

22.

(1) Each Voting Member shall be entitled to appoint another Member as his proxy by notice given to the Secretary up to but no later than the commencement 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.

23. EXECUTIVE COMMITTEE

(1) The affairs of the Association shall be managed by an Executive Committee constituted as provided in Rule 24.

(2) The Committee:

- (a) shall control and manage the business and affairs of the Association;
- (b) may, subject to these rules, The Regulations and The Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by General Meetings of the Members of the Association;

And

(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 the Association.

24.

(1) The officers of the Association shall be:

- (a) A Chairman;
- (b) A Vice-Chairman;
- (c) A Treasurer;
- (d) A Secretary.

The officers of the Association shall be Voting Members.

(2) The offices of Secretary and Treasurer may be combined into one office at the discretion of the Association.

(3) The provisions of Rule 26 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 offices mentioned in sub-clause (1).

(4) Each officer of the Association shall hold office until the Annual General Meeting next after the date of his election.

(5) No officer of the Executive Committee, except the Secretary and Treasurer, shall be eligible to succeed himself in office, nor shall he qualify for the same office for more than two complete terms in succession.

(6) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee shall appoint one of its Voting Members to the vacant office and the Voting Member so appointed may continue up to and including the conclusion of the Annual general Meeting following the date of his appointment.

25.

(1) Subject to section 23 of The Act, the Committee shall consist of:

- (a) the officers of the Association; and
- (b) six ordinary Members { each of whom shall be elected at the Annual General Meeting of the Association in each year.

(2) Each Ordinary Member of the Committee shall, subject to these rules, hold office for one year until the Annual General Meeting next after the date of his 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 Voting Member of the Association 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 his appointment.

26. ELECTION OF OFFICERS AND VACANCY

(1) Nominations of candidates for election as officers of the Association or as Ordinary Members of the Committee:

- (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- (b) shall be delivered to the Secretary of the Association;
- (c) may be announced in the Notice of the Annual general Meeting of the Association;
- (d) may also be made from the floor at the Annual General Meeting of the Association.

(2)

- (a) The election may be conducted at the Annual General Meeting of the association provided a quorum is present;
- (b) if a quorum is not present at the Annual General Meeting or if the Executive Committee of the Association so orders a letter ballot may be taken. If a Letter Ballot is taken, an Election Committee, duly appointed by the Chairman of the Association shall tally the votes and a report must be made to the Secretary. A majority of the votes cast is necessary for the election of officers of the Association and ordinary Members of the Committee.

(3) 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.

(4) 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.

(5) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

(6) The ballot for the election of officers and ordinary Members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

(7) 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.

(8) Upon petition of the Executive Committee, signed by a minimum of ten Members of the Association recommendations may be made for a change in the Executive Committee of the Association. The Executive Committee shall call a Special General Meeting of the Association for the sole purpose of acting upon such recommendations.

(9) A two-thirds vote of members present at such a Special General Meeting shall be required to declare an office vacated. Similarly, upon a vote of two-thirds the Members present, the vacated office may be filled for the unexpired term.

27.

For the purpose of these rules, the office of an officer of the Association or of an Ordinary Member of the Committee becomes vacant if the officer or Member:

- (a) ceases to be a Voting Member of the Association;
- (b) becomes an insolvent under administration within the meaning of the companies (Victoria) Code; or
- (c) resigns his office by notice in writing given to the Secretary.

28. PROCEEDINGS OF COMMITTEE

(1) The Committee shall meet at least three times in each year at such place and times as the Committee may determine.

(2) Special meetings of the Committee may be convened by the Chairman or by any four Members of the Committee.

(3) Notice shall be given to the 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 case it lapses.

(6) At meetings of the Committee:

(a) the Chairman or in his absence the Vice-Chairman shall preside; or

(b) if the Chairman and the Vice-Chairman is 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, if demanded by a Member, 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 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, by delivering or faxing, or emailing it to him five days before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least seven business days before the date of the meeting.

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

(11)

(a) Subject to the provisions herein contained, a Member of the Committee shall be entitled to appoint a Voting Member as his proxy by notice given to the Secretary up to but no later than the commencement of the meeting in respect of which the proxy is appointed.

(b) The notice appointing the proxy shall be on the form set out in Appendix 3

29. SECRETARY

(1) The Secretary of the Association (or if absent any other officer of the Executive Committee or Ordinary Member of the Committee) 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.

(2) The Secretary of the Association shall also conduct the correspondence of the Association for the Executive Committee.

30. TREASURER

(1) The Treasurer of the Association:

(a) shall collect and receive all monies due to the Association and make all payments authorised by the Association; and

(b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

(2) The accounts and books referred to in sub-clause (1) shall be available for inspection by Members.

31. REMOVAL OF MEMBER OF COMMITTEE

(1) The Association in General Meeting may by resolution remove any Member of the Committee before the expiration of his term of office and appoint another Voting Member in his 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 Chairman of the Association (not exceeding a reasonable length) and requests that they be notified to the Members of the Association, the

Secretary or the Chairman may send a copy of the representations to each Member of the Association or, if they are not sent, the Members shall require that they be read out at the meeting.

32. CHEQUES

All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed by two Members of the Committee.

33. SEAL

(1) The common seal of the Association 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 of one Member of the Committee and of the Public Officer of the Association.

34. NOTICES

(1) A notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post to the Member at his address shown in the Register of Members. This does not preclude the use of electronic mail, to the email address recorded in the Register of Members for routine meeting notices.

(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.

(3) A notice may be served by or on behalf of the Association upon any Member by way of facsimile and any such notice shall be deemed to have been given within 5 minutes from the completion of the transmission.

35. WINDING UP OR CANCELLATION

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

36. CUSTODY OF RECORDS

(1) Except as otherwise stated in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.

(2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

(3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

37. FUNDS

The funds of the Association shall be derived from donations and such other sources as the Committee determines.

38. ASSETS

All interests of any Member in the assets belonging to the Association shall ipso facto immediately cease and determine in the event that the membership of such person, corporation, or organisation in the Association shall terminate for any reason. In the event of such termination, such Member shall have no claim on account of such assets against the Association or against the other Members or any of them.

Appendix 1

NOMINATION FOR MEMBERSHIP

The Secretary,
Audio Engineering Society Melbourne Section Incorporated,
P.O. Box 5266,
Wantirna South, Victoria, 3152

PART 1: To be completed by the PROPOSER.

I, _____, of _____,

_____, hereby nominate

for the Audio Engineering Society Melbourne Section Incorporated.

Signed: _____ Date: _____

PART 2: To be completed by TWO VOTING MEMBERS

Seconded: _____ Name: _____

Seconded: _____ Name: _____

PART 3: To be completed by the NOMINEE

I, _____, of _____,

_____ consent to the above nomination

Signed: _____ Date: _____

Office Use

Date Received: _____ Signed: _____

Appendix 2

APPOINTMENT OF PROXY
Annual General Meeting

The Secretary,
Audio Engineering Society Melbourne Section Incorporated,
P.O. Box 5266,
Wantirna South, Victoria, 3152

I, _____,

of _____,
being a Voting Member of the Audio Engineering Society Melbourne
Section Incorporated hereby appoint:

Name of Proxy: _____,

Address: _____
as my proxy to vote for me at the Annual General Meeting of the Au-
dio Engineering Society Melbourne Section Incorporated to be held on
_____, and at any adjournment thereof and to demand
a poll.

Dated this _____ day of _____ 20 .

Signed: _____

Office Use

Date Received: _____ Signed: _____

Appendix 3

APPOINTMENT OF PROXY
Executive Committee

The Secretary,
Audio Engineering Society Melbourne Section Incorporated,
P.O. Box 5266,
Wantirna South, Victoria, 3152

I, _____,

of _____,
being a Committee Member of the Audio Engineering Society Melbourne
Section Incorporated hereby appoint:

Name of Proxy: _____,

Address: _____
as my proxy to vote for me at the Committee Meeting of the Au-
dio Engineering Society Melbourne Section Incorporated to be held on
_____, and at any adjournment thereof and to demand
a poll.

Dated this _____ day of _____ 20 .

Signed: _____

Office Use

Date Received: _____ Signed: _____