

Yoga Association of Mangrove Mountain Inc.

[YAMM]

Association Registration No: Y28909311

CONSTITUTION Version 4

Previously known as
“Rules of Association”
prior to Associations Incorporation Act 2009.

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Yoga Association of Mangrove Mountain Inc.

CONSTITUTION

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NOTES ON CHANGES MADE SINCE ORIGINAL VERSION

28/9/2002: Clause 42(2) was changed.

1. No Distribution of Property.

Clause 42 (2) was resolved to be changed on 28 September 2002 as required to be able to renew the associations tax exempt status from

“In the event of the dissolution or cancellation of the incorporation of the Association, no payments or distribution shall be made to members or former members of the Association or any profit making body. Subject to Sections 53 or 55B of the Act, surplus assets of the Association shall be transferred in accordance with the provisions of the Act to such Association(s) of similar objects as may be selected by the Special Resolution of the members at the General Meeting held for that purpose.”

to

“If upon winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same will not be paid to or distributed among the Members of the Company, but will be given or transferred to some other institution or institutions having objects similar to the objects of the company, and whose constitution or rules prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as imposed on the Company under this Constitution, such institution or institutions to be determined by the Members of the Company at or before the time of the dissolution and in default thereof by application to such court as may have or acquire jurisdiction in the matter.”

27/5/2009

Title change in accordance with incoming legislation.

Formatting changes including addition of contents page at realignment of paragraph numbers to correspond with sub-headings, addition of footer. No content change was made.

2/9/2010

1. Heading be changed from Rules of Association to Constitution (in line with new legislation)
2. end of financial year date mentioned on constitution (in line with new legislation)
3. Clause 3 Nomination for Membership – added subclause (1C) “Can be made verbally or in writing by Bihar School of Yoga preceptor or representative, exempting the nomination to be seconded and is deemed as being granted automatic approval by the Committee of Management and such nominees are exempt from paying fees as outlined in Clause 8 Fees & Subscriptions.”
4. Clause 4 Cessation of Membership – added subclause (f) to include “instructed by Bihar School of Yoga preceptor or representative that the persons membership is to cease”.
5. Clause 8 Fees and Subscriptions – added to (2) “The committee of management may also vote to waive fees”
6. Clause 8 Fees and Subscriptions – added exemption subclause (2C) “except if the member was nominated for membership by Bihar School of Yoga preceptor or representative in which case the member is exempt for paying all fees.
7. Clause 14 Constitution and Membership of the Committee - changed (1b) from maximum of 3 ordinary members to 5 ordinary members.
8. Clause 14 Constitution and Membership of the Committee – added clause (5) “a committee member may hold more than one position on the committee”.
9. Clause 15 Election to the Committee of Management - added to (1) the subclause (d) “Nominations of candidates for elections as office-bearers or committee members may be made verbally or in writing by Bihar School of Yoga preceptor or representative and such nominations of candidates are taken to be elected.
10. Clause 17 Treasurer – under duties add the following clauses (d) nominate limits by which department heads can approve expenditure in their department, (e) approve expenditure beyond department limits, (f) take extraordinary expenditure requests to the YAMM/SYA coordination group
11. Clause 20 meetings and quorum of the committee – changed clause 1 to the committee must meet once each financial year.

12. Clause 34 insurance – changed subclause 1 to The Association may effect and maintain insurance, deleted subclause 2
13. Clause 36 Funds Management – changed subclause 3 to remove the wording “by resolution of the committee”.
14. Clause 37 Alteration of Objects and Rules – added wording “except where changes in legislation allow for updating of Objects and Rules to comply with new legislation requirements”.
15. Appendix 1 – “Application for Membership of Association” amended as follows:-
 - added “To be submitted to Public Officer upon completion”
 - added “legal” to “full legal name of applicant”
 - added “spiritual name” section
 - added “phone number”, “fax” and “email” sections
 - added version number to footer
 - added “office use only” section

YOGA ASSOCIATION OF MANGROVE MOUNTAIN INC.

CONSTITUTION

PART I - PRELIMINARY

NAME

1. The name of the Incorporated Association is YOGA ASSOCIATION OF MANGROVE MOUNTAIN INC. hereinafter referred to as the Association.

REGISTERED ADDRESS

2. The registered office of the Association will be situated at 300 Mangrove Creek Rd, Mangrove Creek NSW 2250, or at such other place in New South Wales as may be decided from time to time.

AIMS AND OBJECTS

3. The aims and objects for which the Association is established are:
To enhance the Quality of life in accordance with the yogic teachings of Paramahansa Satyananda by;
 - a) Providing a source of inspiration and resources,
 - b) Promoting, supporting and educating a healthy, spiritual lifestyle of the broader community,
 - c) Providing a yogic retreat and education centre,
 - d) Supporting scientific research and academic studies into yoga

POWERS

4. The powers of the Association shall include:
 - (a) To purchase, rent, lease, establish, operate, manage and maintain the properties and facilities to further the aims of the Association.
 - (b) To purchase, rent, lease, operate, manage and maintain equipment helpful to further the aims of the Association.
 - (c) To receive grants, donations, assistance and equipment to further the aims of the Association.
 - (d) To employ, associate with and collaborate with individuals, professionals, scientists, doctors and such institutions and organisations, especially the Satyananda Yoga organisations in Australia and overseas, as may further the aims of the Association.
 - (e) To dispose of, lease out, give in rent or sell assets, equipment and properties not required by the Association.
 - (f) To lend free of interest, assist, subsidise, establish, or make donations to other income tax exempt educational and charitable bodies within Australia and without, whose constitutions prohibit the distribution of profits to individuals, directly or indirectly, and whose aims are similar to those of the Association.
 - (g) To act in any such way desirable to further the yoga related objects of the Association.

1. DEFINITIONS

(1) In these rules:

“**ordinary member**” means a member of the committee who is not an office-bearer of the Association, as referred to in rule 14 (2).

“**secretary**” means the person holding office under these rules as secretary of the Association.

“**public officer**” means the secretary of the Association unless otherwise decided by the committee

“**special general meeting**” means a general meeting of the Association other than an Annual general meeting.-

“**the Act**” means the Associations Incorporation Act 1984;

“**the Regulation**” means the Associations Incorporation Regulation 1994.

(2) In these rules :

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

PART 11 - MEMBERSHIP

2. MEMBERSHIP QUALIFICATIONS

A person is qualified to be a member of the Association if, but only if:

- (a) the person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
- (b) the person is a natural person :
 - (i) who has been nominated for membership of the Association as provided by rule 3, and
 - (ii) who has been approved for membership of the Association by the committee of the Association.

3. NOMINATION FOR MEMBERSHIP

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

(a) must be made by a member of the Association in writing in the form set out in Appendix 1 to these rules, and

(b) must be lodged with the secretary of the Association.

(c) Can be made verbally or in writing by Bihar School of Yoga preceptor or representative, exempting the nomination to be seconded and is deemed as being granted automatic approval by the Committee of Management and such nominees are exempt from paying fees as outlined in Clause 8 Fees & Subscriptions

- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee, which is to determine whether to approve or to reject the nomination.
- (3) If the committee determines to approve a nomination for membership, the secretary must, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in clause (3) within the period referred to in that clause, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

4. CESSATION OF MEMBERSHIP

A person ceases to be a member of the Association if :

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the Association; or
- (d) does not pay within three months of the due date the sum payable under these rules by a member as annual subscription.
- (d) does not pay within three months of the due date the sum payable under these rules by a member as annual subscription.
- (e) at the annual review of the persons membership, the committee decides to cease the persons membership. The committee will give an explanation for cessation of membership. If the committee is considering ceasing a persons membership, the member involved will be given the opportunity to discuss their membership with the committee.
- (f) instructed by Bihar School of Yoga preceptor or representative that the persons membership is to cease.

5. MEMBERSHIP ENTITLEMENTS - NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

6. RESIGNATION OF MEMBERSHIP

- (1) A member of the Association is not entitled to resign that membership except in accordance with this rule
- (2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the secretary written notice of at least 14 days (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the Association ceases to be a member under clause (2). and in every other case where a member ceases to hold membership, the secretary must make an appropriate

entry in the register of members recording the date on which the member ceased to be a member.

7. REGISTER OF MEMBERS

- (1) The Secretary of the Association must establish and maintain a register of members of the Association specifying the name and address, including, where applicable, the e-mail address, fax and phone number of each person who is a member of the Association together with the date on which the person became a member
- (2) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

8. FEES AND SUBSCRIPTIONS

- (1) A member of the Association must, on admission to membership, pay to the Association a fee of \$10 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the Association must pay to the Association an annual membership fee of \$10 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year. or
 - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.
 - (c) except if the member was nominated for membership by Bihar School of Yoga preceptor or representative in which case the member is exempt for paying all fees
- (3) The committee of management may also vote to waive fees

9. MEMBERS' LIABILITIES

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 8.

10. RESOLUTION OF INTERNAL GRIEVANCES

Should any grievance arise between members or between any member or members (in their capacity as members) and the Association relative to membership or alleged breach of these rules or otherwise which cannot be satisfactorily settled by other procedures within the Association, the matters in grievance shall be settled with the help of a professional mediation or conciliation body appointed by the Committee.

11. DISCIPLINING OF MEMBERS

- (1) A complaint may be made by any member of the Association that some other member of the Association
 - (a) has refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has acted in a manner prejudicial to the interests of the Association.
- (2) On receiving such a complaint, the committee:
 - (a) may cause notice of the complaint to be served on the member concerned, and

- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
 - (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.
 - (5) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 12 (4), whichever is the later.

12. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the Association in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Association convened under clause (3) :
 - (a) no business other than the question of the appeal is to be transacted; and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III - THE COMMITTEE OF MANAGEMENT

13. POWERS OF THE COMMITTEE OF MANAGEMENT

The committee is to be called the committee of management of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting

- (a) is to control and manage the affairs of the Association: and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of members of the Association, and

- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

14. CONSTITUTION AND MEMBERSHIP OF THE COMMITTEE

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
 - (a) the office-bearers of the Association; and
 - (b) a minimum of 1 ordinary member and a maximum of 5 ordinary members each of whom is to be elected at the annual general meeting of the Association under rule 15.
- (2) The office-bearers of the Association are to be:
 - (a) the president;
 - (b) the vice-president;
 - (c) the treasurer; and
 - (d) the secretary.
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) A committee member may hold more than one position on the committee

15. ELECTION OF THE COMMITTEE OF MANAGEMENT

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee
 - (a) may be made in writing, signed by 2 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) may be delivered to the secretary of the Association before the election at the annual general meeting at which the election is to take place.
 - (c) may be proposed and seconded verbally at the general meeting. The Consent of the candidate must be obtained either verbally or in writing.
 - (d) Nominations of candidates for elections as office-bearers or committee members may be made verbally or in writing by Bihar School of Yoga preceptor or representative and such nominations of candidates are taken to be elected.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected.
- (3) If insufficient nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

16. SECRETARY

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) Unless the committee determines otherwise it is the duty of the secretary to keep minutes of :
- (a) all appointments of office-bearers and members of the committee,
 - (b) the names of members of the committee present at a committee meeting or a general meeting-, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. TREASURER

It is the duty of the treasurer of the Association to :

- (a) ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) ensure that correct books and accounts are kept showing the financial affairs of the Association, including full details of all income and expenditure connected with the activities of the Association; and
- (c) ensure that records showing the financial affairs (including details of all payments and income received) of the Association are tabled at the Annual General Meeting of the Association.
- (d) nominate limits by which department heads can approve expenditure in their department,
- (e) approve expenditure beyond department limits
- (f) take extraordinary expenditure requests to the YAMM/SYA coordination group

18. CASUAL VACANCIES ON THE COMMITTEE

For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies; or
- (b) ceases to be a member of the Association; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office under rule 19; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

19. REMOVAL OF MEMBER OF THE COMMITTEE

- (1) The Association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed,
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. MEETINGS AND QUORUM OF THE COMMITTEE

- (1) The committee must meet at least once in each financial year at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any three members of the committee.
- (3) Oral or written notice of a meeting of the committee must be given to each member of the committee at least 7 days (or such other period as may be agreed on by any 5 members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the majority of the committee members present at the meeting agree.
- (5) A majority of members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside; or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

21. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of one or more persons) the exercise of such of the functions of the committee as are specified in the instrument, other than
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.

- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

22. VOTING AND DECISIONS OF THE COMMITTEE

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 20 (5). the committee may act despite any vacancy, on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART IV -GENERAL MEETINGS

23. ANNUAL GENERAL MEETINGS - HOLDING OF

- (1) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association convene an annual general meeting of its members.
- (2) The Association must hold its first annual general meeting
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the Association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26 (3) of the Act.

24. ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT

- (1) The annual general meeting of the Association is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the committee thinks fit.

- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting.
 - (b) to receive from the committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and ordinary members of the committee;
 - (d) to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act which gives a true and fair view of the following:
 - (i) the income and expenditure of the Association during its last financial year,
 - (ii) the assets and liabilities of the Association at the end of its last financial year,
 - (iii) the mortgages, charges and other securities of any description affecting any of the property of the Association at the end of its last financial year,
 - (iv) the affairs of any trust of which the Association was a trustee during any part of its last financial year
- (3) An annual general meeting must be specified as such in the notice convening it.

25. SPECIAL GENERAL MEETINGS - CALLING OF

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The committee must on the requisition in writing of at least 3 members or 25 percent of the total number of members whichever is greater, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting :
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any three or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by, a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

26. NOTICE OF GENERAL MEETING

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post, hand, e-mail or fax to each member at the member's address appearing in the register of members', a notice specifying the place date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except in the case of an annual general meeting, business which may be transacted under rule 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27. PROCEDURE AT GENERAL MEETING

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Three members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting
 - (a) if convened on the requisition of members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

28. PRESIDING MEMBER AT GENERAL MEETING

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- (2) If the president and the vice-president are absent or unwilling to act the members present must elect one of their number to preside as chairperson at the meeting.

29. ADJOURNMENT OF GENERAL MEETING

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given

30. MAKING OF DECISIONS AT GENERAL MEETING

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried by a particular majority or lost, or an entry, to that effect in the minute book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31. SPECIAL RESOLUTION OF GENERAL MEETING

A resolution of the Association is a special resolution :

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

32. VOTING AT GENERAL MEETING

- (1) On any question arising at a general meeting of the Association a member has one vote only.
 - (2) All votes must be given personally or by proxy but no member may hold more than 3 proxies.
- (2A) A general meeting may be held at two or more venues using any technology that gives each of the associations members a reasonable opportunity to participate."
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
 - (4) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

33. APPOINTMENT OF PROXIES

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary prior to the election at the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

PART V - MISCELLANEOUS

34. INSURANCE

- (1) The Association may effect and maintain insurance.

35. FUNDS - SOURCE

- (1) The funds of the Association are to be derived from the teaching of Satyananda yoga, entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other financial institution account as the committee determines.
- (3) The Association must ensure that proper accounting records are kept which correctly record and explain the transactions of the association and its financial position.

36. FUNDS - MANAGEMENT

- (1) The assets of the Association shall be applied exclusively to the promotion of its aims and objects and no portion shall be paid or distributed directly or indirectly to the members of the Association except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association and at the request of the Association.
- (2) Subject to clause (1) and to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the committee determines.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments for \$500 or more must be signed by any 2 members of the committee or persons delegated to act on the Committee's behalf.

37. ALTERATION OF OBJECTS AND RULES

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association, except where changes in legislation allow for updating of the Objects and Rules to comply with new legislation requirements.

38. COMMON SEAL

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

39. CUSTODY OF BOOKS

Except as otherwise provided by these rules, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

40. INSPECTION OF BOOKS

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

41. SERVICE OF NOTICES

- (1) For the purpose of these rules, a notice made be served by or on behalf of the Association on any member either personally or by sending it by post, hand, mail box delivery, e-mail or fax to the member at the member's address shown in the register of members.
- (2) If a document is served on a person properly the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course.

42. DISSOLUTION OR CANCELLATION

- (1) The Association may be dissolved by a Special Resolution of the members at a General Meeting convened for that purpose.
- (2) If upon winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same will not be paid to or distributed among the Members of the Company, but will be given or transferred to some other institution or institutions having objects similar to the objects of the company, and whose constitution or rules prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as imposed on the Company under this Constitution, such institution or institutions to be determined by the Members of the Company at or before the time of the dissolution and in default thereof by application to such court as may have or acquire jurisdiction in the matter.

43. AMALGAMATION

Where it furthers the objects of the Association to amalgamate with any one or more other associations having similar objectives, the other association(s) must have rules prohibiting the distribution of its (their) assets and income to members. Such Amalgamation(s) must be approved by a special resolution at a general meeting of members.

APPENDIX 1

(Rule 3 (1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

YOGA ASSOCIATION OF MANGROVE MOUNTAIN INCORPORATED

(incorporated under the Associations Incorporation Act, 1984)

To be submitted to the public officer on completion

I..... /
(full legal name of applicant) (Spiritual name)

of.....(address)

Phone number: Fax number:

Email address.....@..... occupation.....

hereby apply to become a member of the above named incorporated Association. In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....
Signature of applicant Date

I....., a member of the Association,
(full name)
nominate the applicant, who is personally known to me, for membership of the Association.

.....
Signature of proposer Date

I....., a member of the Association,
(full name)
second the nomination of the applicant, who is personally known to me, for membership of the Association.

.....
Signature of seconder Date

APPENDIX 2

(Rule 33 (2))

FORM OF APPOINTMENT OF PROXY

I.....

(full name)

of.....

(address)

being a member of **YOGA ASSOCIATION OF MANGROVE MOUNTAIN INCORPORATED**

hereby appoint.....

(full name of proxy)

of.....

(address)

being a member of that incorporated Association, as my proxy to vote for me on my behalf at the (annual or special) general meeting of the Association to be held on theday of 19..... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

To be inserted if desired.

.....

Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the Association.