



The Mini Car Club of Tasmania Inc  
PO Box 611  
Moonah Tas 7009  
[www.minitas.org.au](http://www.minitas.org.au)

# Constitution

- 1 The name of the association shall be THE MINI CAR CLUB OF TASMANIA INC (in these rules called “the Association”).
2. (1) In these rules, unless the contrary intention appears –  
“committee” means the committee of management of the Association;  
“general meeting” means a general meeting of members convened in accordance with rule 13.  
“ordinary committee member” means a member of the committee to whom paragraph (b) of sub-rule (1) of rule 23 relates.  
(2) In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.  
(3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1931 and the Act as in force on the date on which these rules are adopted by the Association.
3. The office of the Association shall be at 25 Apsley Street, South Hobart or such other place as the committee may, from time to time, determine.

#### OBJECTS

4. (1) The basic objects for which the Association is established are to encourage Motor Sport by the promotion of events and the giving of prizes, and by other means, either alone or with any other recognised club as may be determined by the members and/or a duly elected Committee of the Association.

In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include -

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- (b) the buying, selling, and supplying of, and dealing in, goods of all kinds;
- (c) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- (e) the taking of such steps from time to time as the committee or the members in general meeting may deem expedient for the purpose or procuring contributions to the funds of the Association whether by way of donations, subscriptions, or otherwise;

- (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
  - (g) the borrowing and raising of money in such manner and on such terms as the committee may think fit or as may be approved or directed by resolution passed at a general meeting;
  - (h) subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the committee may from time to time determine;
  - (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (1) of section 78 of the Income Tax and Social Services Contribution Assessment Act 1936-1964 of the Commonwealth relates;
  - (j) the establishment and support, or aiding in the establishment and support of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
  - (k) the establishment and support, or aiding in the establishment or support of any other association formed for any of the basic objects of the Association;
  - (l) the purchase or acquisition, and undertaking of all or any part of the property, assets, liabilities and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association; and
  - (m) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.
- (2) In this rule, “basic objects of the Association” means the objects and purposes of the Association, as stated in the application under subsection (2) of section 7 of the Act for the incorporation of the Association lodged with the Registrar pursuant to that section.

## MEMBERSHIP

5. (1) A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription prescribed in, or fixed under, these rules. The Committee may at its discretion exempt any member from the payment of the annual subscription for any year.

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- (2) A person who is not a member of the Association at the time of the incorporation of the Association shall not be admitted to membership -
- (a) unless he is nominated as provided in sub-rule (3) of this rule; 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, signed by two members of the Association;
  - (b) shall be accompanied by the written consent of the person nominated (which may be endorsed on the form of nomination); and
  - (c) shall be lodged with the Public Officer of the Association.
- (4) At the next meeting of the Committee after the receipt of any application for membership, such application shall be considered by the Committee who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Committee be required to give any reason for the rejection of an applicant.
- (5) Upon a nomination being approved by the committee, the Public Officer shall, with as little delay as possible, notify the nominee, in writing, that he has been approved for membership of the Association and, upon receipt of the sum payable by or on behalf of the nominee as his first year's subscription, shall enter the nominee's name in a register of members to be kept by the Public Officer, whereupon the nominee becomes a member of the Association.
- (6) A member of the Association may, at any time, resign from the Association by delivering or sending by post to the Public Officer a written notice of resignation.
- (7) Upon receipt of a notice under sub-rule (6) of this rule, the Public Officer shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.
- (8) A right, privilege, or obligation of a person by virtue of his membership of the Association -
- (a) is not capable of being transferred to transmitted to another person; and
  - (b) terminates upon the cessation of his membership, whether by death, resignation, or otherwise.
- (9) In the event of the Association being wound up -
- (a) every member of the Association; and
  - (b) every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Association,

is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges, and expenses of the winding up

and for the adjustment of the rights of the contributories among themselves such sum, not exceeding \$2 as may be required, but a former member is not liable so to contribute in respect of any debt or liability of the Association contracted after he ceased to be a member.

## ACCOUNTS

6. (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise to any member of the Association.
- (2) The Association shall not -
- (a) appoint a person who is a member of the committee to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
  - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of -
- (a) remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;
  - (b) interest at a rate not exceeding seven and one-quarter per cent on moneys lent to the Association by the servant or member; or
  - (c) a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.
7. (1) True accounts shall be kept -
- (a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
  - (b) of the property, credits, and liabilities of the Association,

and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association.

(2) The Treasurer of the Association shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the committee may direct.

(3) The accounts, books, and records referred to in sub-rules (1) and (2) of this rule shall be kept at the Association's office or at such other place as the committee may decide.

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8. (1) The Treasurer of the Association shall, on behalf of the Association, receive all moneys paid to the Association and forthwith after the receipt thereof issue official receipts therefor.
- (2) The committee shall cause to be opened with such bank as the committee selects a banking account in the name of the Association into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
- (3) The committee may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- (4) Except with the authority of the committee, no payment of a sum exceeding \$10.00 shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account, but the committee may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the committee may impose.
- (5) No cheques shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the committee.
- (6) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by two of either the Treasurer, President or Public Officer.
9. (1) At each annual general meeting of the Association, the members present shall appoint a person as the auditor of the Association.
- (2) A person so appointed shall hold office until the annual general meeting next after that at which he is appointed, and is eligible for re-appointment.
- (3) The first auditor of the Association may be appointed by the committee before the first annual general meeting, and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the members at a general meeting, in which case the members at that meeting may appoint an auditor to act until the first annual general meeting.
- (4) If an appointment is not made at an annual general meeting the committee shall appoint an auditor of the Association for the then current financial year of the Association.
- (5) Except as provided in sub-rule (3) of this rule, the auditor may only be removed from office by special resolution.
- (6) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

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10. (1) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.
- (2) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the annual general meeting.
- (3) In his report, and in certifying to the accounts the auditor shall state:
- (a) whether he has obtained the information required by him;
- (b) whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his disposal and the explanations given to him and as shown by the books of the Association; and
- (c) whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The Public Officer of the Association shall cause to be delivered to the auditor a list of all the accounts, books, and records of the Association.
- (5) The auditor -
- (a) has a right of access to the accounts, books, records, vouchers, and documents of the Association;
- (b) may require from the servants of the Association such information and explanation as may be necessary for the performance of his duties as auditor;
- (c) may employ persons to assist him in investigating the accounts of the Association; and
- (d) may, in relation to the accounts of the Association, examine any member of the committee or any servant of the Association.

#### GENERAL MEETINGS

11. (1) The Association shall, in each year, hold an annual general meeting.
- (2) The annual general meeting shall be held on such day (being not later than three months after the close of the financial year of the Association) as the committee may determine.
- (3) The annual general meeting shall be in addition to any other general meeting that may be held in the same year.
- (4) The annual general meeting shall be specified as such in the notice convening it.
- (5) The ordinary business of the annual general meeting shall be -

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- (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, auditor, and servants of the Association, reports upon the transactions of the Association during the last preceding financial year;
    - (c) to elect those officers of the Association and the ordinary committee members whose term of office has expired;
    - (d) to appoint the auditor and determine his remuneration; and
    - (e) to determine the remuneration of servants of the Association.
  - (6) The annual general meeting may transact special business of which notice is given in accordance with these rules.
  - (7) All general meetings other than the annual general meeting shall be called special general meetings.
  12.
    - (1) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
    - (2) The committee shall, on the requisition in writing of no fewer than ten members, convene a special general meeting of the Association.
    - (3) A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
    - (4) If the committee does not cause a special general meeting to be held within twenty-one days from the date on which a requisition therefor is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
    - (5) A special general meeting convened by requisitionists 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 them.
  13. The Public Officer of the Association shall, at least fourteen days before the date fixed for holding a general meeting of the Association, cause to be inserted in at least one newspaper published in this State, an advertisement specifying the place, day, and time for the holding of the meeting, and the nature of the business to be transacted thereat.
  14.
    - (1) All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
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- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Fifteen members personally present (being members entitled under these rules to vote thereat) constitutes a quorum for the transaction of the business of a general meeting.
- (4) If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case it 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 a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.
15. (1) The President, or in his absence, the Secretary, or in the absence of both the President and the Secretary, the Treasurer, shall preside as chairman at every general meeting of the Association.
- (2) If the President, Secretary and Treasurer are absent from a general meeting, the members present shall elect one of their number to preside as chairman thereat.
16. (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, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. 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 result 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, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
18. (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally.
- (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.
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19. If at a meeting a poll on any question is demanded it shall be taken at that meeting in such a manner as the chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.
20. A poll that is demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.

#### THE COMMITTEE

21. (1) The affairs of the Association shall be managed by a committee of management constituted as provided in rule 23.
  - (2) The committee -
    - (a) shall control and manage the business and affairs of the Association;
    - (b) may, subject to these rules, 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 members of the Association; and
    - (c) subject to the Act and these rules, 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.
22. (1) The officers of the Association shall be -
  - (a) a President;
  - (b) an Editor;
  - (c) a Treasurer;
  - (d) a Secretary; and
  - (e) a Club Captain.
  - (2) The provisions of sub-rules (2), (3) and (4) of rule 24, so far as they are applicable and with the necessary modifications, apply to, and relate to the election of persons to any of the offices mentioned in sub-rule (1) of this rule.
  - (3) The normal term of office on the committee is two years. At the Annual General Meeting to be held in odd numbered years, the President, shall retire, and at the Annual General Meeting to be held in even numbered years, the Editor, Treasurer, and Secretary shall retire. In addition, at every annual general meeting the three committee-men who have been longest in office shall retire. The length of time a Committee member has been in office shall be computed from his last election or if he had been elected to fill a casual vacancy, then from the date of election of the Committee member he had replaced. A retiring Committee member shall act as a Committee member throughout the meeting at which he retires.

(4) In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the committee may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

23. (1) The committee shall consist of -
- (a) the officers of the Association; and
  - (b) five other members,

all of whom shall be elected according to rule 24.

(2) Each ordinary committee member shall, subject to these rules, hold office according to rule 22 (3).

(3) In the event of a casual vacancy refer to rule 22 (4).

24. (1) Nominations of candidates for election as officers of the Association or as ordinary committee members -
- (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 nomination; and
  - (b) shall be delivered to the Public Officer of the Association at least 48 hours before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected, and further nominations shall be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and ordinary committee members shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

25. For the purposes of these rules, the office of an officer of the Association or of an ordinary committee member becomes vacant if the officer or committee member -
- (a) dies;
  - (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors, or makes any assignment of his estate for their benefit;
  - (c) becomes of unsound mind;

- (d) resigns his office by writing under his hand addressed to the committee;
- (e) ceases to be resident in the State;
- (f) fails, without leave granted by the committee, to attend three consecutive meetings of the committee;
- (g) ceases to be a member of the Association; or
- (h) fails to pay all arrears of subscription due by him within fourteen days after he has received a notice in writing signed by the Public Officer stating that he has ceased to be a financial member of the Association.

#### COMMITTEE MEETINGS

26. (1) The committee shall meet at least once in each month at such place and at such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President, or any four of its members.
- (3) Notice shall be given to members of the committee of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- (4) Any five 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 President, or in his absence the Secretary, or in the absence of both the President and the Secretary, the Treasurer; or
  - (b) if the President, Secretary and Treasurer are absent, such one of the remaining members of the committee as may be chosen by the members present,
- shall preside.
- (7) Questions arising at meetings of the committee or of any subcommittee appointed by the committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled

to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

27. (1) A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his interest at the first meeting of the committee at which the contract or arrangement is first taken into consideration, if his interest then exists, or, in any other case, at the first meeting of the committee after the acquisition of his interest.
- (2) If a member of the committee becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the committee after he becomes so interested.
- (3) No member of the committee shall vote as a member of the committee in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall not be counted.
28. (1) The committee may at any time appoint a subcommittee as it may think fit and shall prescribe the powers and functions thereof.
- (2) The committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.
- (3) Two appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- (4) The President, the Treasurer, and the Secretary constitute an executive committee, which may issue instructions to the Public Officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the committee, and where any such instructions are issued shall report thereon to the next meeting of the committee.

#### SUBSCRIPTION & EXPULSION

29. (1) Until otherwise fixed pursuant to sub-rule (2) of this rule, the annual subscription payable by members shall be determined by the Committee of the time.
- (2) The annual subscription of a member is due and payable on or before the first day of the financial year of the Association.
30. The financial year of the Association is the period beginning on 1st January in each year and ending on the 31st December next following.
31. A notice may be served by or on behalf of the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at his usual or last-known place of abode.
32. (1) Subject to this rule, the committee may expel a member from the Association if, in the opinion of the committee the member has been guilty of conduct detrimental to the interests of the Association.

- (2) The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect -
- (a) until the expiration of fourteen days after the service on the member of a notice under sub-rule (3) of this rule; or
  - (b) if the member exercises his right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal,
- whichever is the later date.
- (3) Where the committee expels a member from the Association, the Public Officer of the Association shall, without undue delay, cause to be served on the member a notice in writing -
- (a) stating that the committee has expelled the member;
  - (b) specifying the grounds for the expulsion; and
  - (c) informing the member that if he so desires he may, within fourteen days after the service of the notice on him, appeal against the expulsion as provided in this rule.
- (4) A member on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the Public Officer of the Association, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing his appeal.
- (5) Upon receipt of a requisition under sub-rule (4) of this rule, the Public Officer shall forthwith notify the committee of its receipt and the committee shall thereupon cause a special general meeting of members to be held within twenty-one days after the date on which the requisition is received by the Public Officer.
- (6) At a special general meeting convened for the purpose of this rule -
- (a) no business other than the question of the expulsion shall be transacted;
  - (b) the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion;
  - (c) the expelled member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (7) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his membership of the Association.

- (8) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.

#### MISCELLANEOUS

33. (1) Subject to this rule, a dispute between a member of the Association, in his capacity as a member, and the Association shall be determined by arbitration in accordance with the provisions of the Arbitration Act 1892.
- (2) Nothing in this rule affects the operation or effect of rule 32.
34. The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal".

[Converted from an old photocopy in November 2004. Minor corrections were made to grammar, paragraph numbering and formatting.]

Headings added Jan 2006.

February 2006 AGM: modified Clause 28 of the Constitution to facilitate the formation of the Northern Branch. The Clause read: The committee may at any time appoint a subcommittee from the committee as it may think fit and shall prescribe the powers and functions thereof. The clause was modified to read: The committee may at any time appoint a subcommittee as it may think fit and shall prescribe the powers and functions thereof.