

# CONSTITUTION OF THE AUSTRALIAN PILATES METHOD ASSOCIATION INCORPORATED

(INCORPORATION NO. Y2448710)



AUSTRALIAN  
PILATES METHOD  
ASSOCIATION

## RULES

### PART 1 - PRELIMINARY

#### 1. NAME

- 1.1 The name of the incorporated Association is "Australian Pilates Method Association Incorporated".

#### 2. AIMS AND OBJECTS

- 2.1 The Objects for which the Association is established include the advancement of the Pilates Method and to represent the Pilates Method profession in Australia and also includes the objects described in Schedule 1.

#### 3. ASSOCIATION OFFICE

The principal place of administration of the Association shall be in any Australian State or Territory as the Council determines from time to time.

The official address of the Association shall be the business address of the Association in New South Wales or (if the Association does not have a business address in New South Wales) the residential address of the public officer of the Association from time to time of the Association.

### PART 2 - MEMBERSHIP

#### 4. MEMBERSHIP QUALIFICATIONS

- 4.1 A person is qualified to be a member of the Association if:
- 4.1.1 the person is a person referred to section 15(1) (a), (b) or (c) of the Act and has not ceased to be member of the Association at any time after incorporation of the Association under the Act, or
- 4.1.2 the person is a natural person who:
- (a) has complied with the requirements for membership pursuant to the Rules and as prescribed from time to time by the Council;
  - (b) has been nominated for membership of the Association as provided by Rule 5;
  - (c) has been approved for membership of the Association by the Council of the Association; and
  - (d) has agreed to comply with continuing education requirements as may be determined from time to time by the Council.

4.2 Classes of Members:

4.2.1 There are six (6) classes of Members;

Level 4 Professional Practitioner, as described in Schedule 2;

Level 3 Professional Practitioner; as described in Schedule 2

Level 2 Teacher as described in Schedule 2

Level 1 Associate Teacher as described in Schedule 2

Student Member, as defined herein;

(d) Associate Member, as defined herein.

4.2.2 The qualifications for Level 3 Professional Practitioner, Level 4 Professional Practitioner, Level 2 Teacher and Level 1 Associate Teacher, are described in Schedule 2 or as prescribed from time to time by the Council.

### 4.3 VOTING RIGHTS

4.3.1 Voting rights are as follows;

A Level 3 Professional Practitioner has full voting rights and may be elected to the Council and may also be an office bearer of the Association.

A Level 4 Professional Practitioner has full voting rights and may be elected to the Council and may also be an office bearer of the Association.

A Level 2 Teacher has full voting rights and may hold office on the Council but is not eligible to be an office bearer of the Association.

A Level 1 Associate Teacher has no voting rights but may, at the invitation of the Council, attend Council and General meetings.

A Student Member has no voting rights but may, at the invitation of the Council, attend Council meetings and General meetings of the Association.

An Associate Member has no voting rights but may attend general meetings of the Association and may, at the invitation of the Council, attend Council meetings.

4.3.2 There is no obligation on the Council to issue an invitation to any level of Membership to attend any meeting of Council or general meeting of the Association.

### 4.4 CODE OF ETHICS

4.4.1 The Association may in General Meeting adopt and from time to time amend a Code of Ethics.

4.4.2 If the Association adopts a Code of Ethics it binds all Members according to its terms as amended from time to time. The Association shall provide Members with a copy of its Code of Ethics upon their joining the Association and shall promptly advise Members of any amendments to the Code of Ethics.

### 5 APPLICATION FOR MEMBERSHIP

5.1 An application of a person for membership of the Association:

5.1.1. Must be made in writing in the form (set out as Appendix 1 to these Rules or as amended by the Council from time to time in its discretion) and shall be lodged with the Secretary of the Association.

5.1.2. As soon as practicable after receiving an application for membership, the Secretary must refer the nomination to the Council. The Council may at its discretion establish a sub-committee of the Council for the purpose of examining applications for membership and making recommendations to the Council as to whether those applications should be approved or to be rejected. If such a subcommittee has been established then the Secretary shall first refer applications for membership to it and the said sub-committee shall assess each application and make a recommendation to Council upon it. Council shall then determine whether to approve the application.

- 5.1.3. If the Council determines to approve an application for membership, the Secretary must as soon as practicable after that determination notify the applicant of that approval and request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum(s) payable under these Rules by a Member as a joining fee and the annual membership fee.
- 5.1.4. The Secretary must, on payment by the applicant of the amounts referred to in Rule 5.1.3 within the period referred in that Rule, enter the applicant's name in the register of Members and, on the name being so entered, the applicant becomes a Member.

## 6. CESSATION OF MEMBERSHIP

- 6.1 A person ceases to be a Member if the person:
  - 6.1.1 Dies; or
  - 6.1.2 Is found to be of unsound mind or the personal estate of such person is liable to be dealt with in any way under the laws relating to mental health; or
  - 6.1.3 Becomes bankrupt or makes any arrangement or composition with creditors generally; or
  - 6.1.4 Resigns membership, or
  - 6.1.5 Is expelled from the Association; or
  - 6.1.6 Fails to pay membership fees or other monies due to the Association 28 days after notice from the Association that fees or other amounts are due and that failure to pay such fees will result in the loss of membership; or
  - 6.1.7 Fails (without reasonable cause) in the Association's reasonable opinion to have met such Continuing Education Criteria as the Association may from time to time determine should be undertaken by a Member.

## 7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 7.1 A right, privilege or obligation which a person has by reason of being a member of the Association:
  - 7.1.1 Is not capable of being transferred or transmitted to another person; and
  - 7.1.2 Terminates on cessation of the person's membership.

## 8. RESIGNATION OF MEMBERSHIP

- 8.1 A Member is not entitled to resign that membership except in accordance with this Rule.
- 8.2 A Member 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 one month (or such other period as the Council may determine) of the Member's intention to resign and, on the expiration of the requisite period of notice, the Member ceases to be a Member.
- 8.3 If a Member ceases to be a Member under Rule 8.2, 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.
- 8.4 Membership fees paid by the Member for the year in which the member resigns or ceases to be a Member are not refundable in whole or in part.

## 9. REGISTER OF MEMBERS

- 9.1 The public officer of the Association must establish and maintain a register of Members specifying the name and address of each person who is a Member together with the date on which the person became a Member.
- 9.2 The register of Members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association upon giving fourteen days written notice to the Secretary or Public Officer.

## 10. FEES AND SUBSCRIPTIONS

- 10.1 A Member, on admission to membership, shall pay any joining fee as determined by the Council from time to time.
- 10.2 In addition to any amount payable under Rule 10.1 a Member shall pay an annual membership fee as determined by the Council from time to time.
- 10.3 Annual membership fees are payable on or before March 31st in each calendar year.
- 10.4 The Council may, in its sole discretion, permit the pro-rata payment of membership fees where a member joins during the calendar year.

## 11. MEMBERS' LIABILITIES

- 11.1 The liability of a Member 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 10.

## 12. RESOLUTIONS OF INTERNAL DISPUTES

- 12.1 Disputes between Members (in their capacity as Members) of the Association, and disputes between Members and the Association, shall be resolved by the Association. The Association may from time to time in General Meeting adopt rules for the resolution of disputes.

## 13. DISCIPLINING OF MEMBERS

- 13.1 Each Member is obliged to comply with this Constitution, the Code of Ethics and any standards of practice approved by the Association from time to time.
- 13.2 A complaint may be made by any Member to the Council that some other Member:
  - 13.1.1 Has persistently refused or neglected to comply with a Rule or Rules, a provision or provisions of the Code of Ethics or a standard of practice approved by the Association from time to time; and/ or
  - 13.1.2 Has persistently and willfully acted in a manner prejudicial to the interest of the Association.
- 13.2 On receiving such a complaint, the Council:
  - 13.2.1 Must cause notice of the complaint to be served on the Member concerned, and
  - 13.2.2 Must give the Member at least 21 days from the time the notice is served within which to make submissions to the Council in connection with the complaint; and
  - 13.2.3 Must take into consideration any submissions made by the Member in connection with the complaint.
- 13.3 The Council 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.
- 13.4 If the Council expels or suspends a member, the Secretary must within 14 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 Council for having taken that action and of the Member's right of appeal under Rule 14.
- 13.5 The expulsion or suspension does not take effect:
  - 13.5.1 Until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
  - 13.5.2 If within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 14.5 whichever is the later.

#### 14. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 14.1 A Member may appeal to the Association in general meeting against a resolution of the Council under Rule 13, within 21 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 14.2 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.
- 14.3 On receipt of a notice from a Member under Rule 14.1, the Secretary must notify the Council 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.
- 14.4 At a general meeting of the Association convened pursuant to Rule 14.3: no business other than the question of the appeal is to be transacted; and
  - 14.4.2 The Council and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - 14.4.3 The Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 14.5 If at the general meeting the Association passes a special resolution in favor of the confirmation of the resolution, the resolution is confirmed.

### PART 3 - COUNCIL, COMMITTEES AND SUB-COMMITTEES

#### 15. POWERS OF THE COUNCIL

- 15.1 The Council shall be the Council of the Association.
- 15.2 Subject to the Act, the Regulations, these Rules, and to any resolution passed by the Association in general meeting, the Council:
  - 15.2.1 Shall control and manage the affairs of the Association;
  - 15.2.2 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 the Members of the Association;
  - 15.2.3 Has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Association including but not limited to:
    - (a) at any time and from time to time to make any By-laws not inconsistent with these Rules and may alter or revoke such By-laws provided that any such By-laws may be altered or revoked by the Members in general meeting;
    - establishment and maintenance of a bank account or accounts on behalf of the Association; and
    - (c) may employ the services of any person as it thinks fit;
  - 15.2.4 May from time to time co-opt one or more Members to be a Councilor and shall determine the powers, duties and term of appointment of the Member so appointed;
  - 15.2.5 May establish an ethics sub-committee on such terms and conditions as it may think fit and consisting of such personnel as the Council in its wisdom shall determine;
  - 15.2.6 Shall decide from time to time suitable categories of membership of the Association and shall determine the requisite requirements for each of such categories of membership; and
  - 15.2.7 Shall have power to perform all such acts and do all such things as appear to the Council to be desirable for the proper management of the affairs of the Association.
  - 15.2.8 May set and conduct examinations and or assessments for the purpose of registration of Members with the Association; and for that purpose may fix from time to time a fee for such examinations.

15.2.9 May from time to time determine Continuing Education Credits for Members required as a condition of renewing their membership of the Association each calendar year.

## 16. CONSTITUTION AND MEMBERSHIP

16.1 Subject in the case of the first Members of the Council to section 21 of the Act, the Council is to consist of:

16.1.1 The office-bearers of the Association; and

16.1.2 Three ordinary Members, each of whom is to be elected at the annual general meeting of the Association.

16.2 The office-bearers of the Association are:

16.2.1 The President;

16.2.2 The Vice-President;

16.2.3 The Treasurer; and

16.2.4 The Secretary.

16.3 Subject to these Rules, each Councilor, holds office until the conclusion of the annual general meeting next following the date of the Councilor's election, but is eligible for re-election.

16.4 The office-bearers are to be nominated only from Members who are qualified by the Association as a Level 3 Professional Practitioner or a Level 4 Professional Practitioner.

16.5 In the event of a casual vacancy pursuant to Rule 20 occurring in the membership of the Council, the Council may appoint a Member (who is qualified by the Association as a Level 3 Professional Practitioner or a Level 4 Professional Practitioner or (if none are willing or able to act so to) then a Level 2 Teacher) to fill the vacancy and the Member so appointed holds office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

16.6 The Council is prohibited from paying fees to any of the Councilors.

16.7 Subject to the Act and approval by the Council, the Council may pay a Councilor's traveling and other expenses which the Councilor properly incurs including expenses incurred in attending Council meetings, annual general meetings and in connection with the Association's business.

16.8 If the Council requests a Councilor to perform services in addition to those required by the Act or these Rules, the Council, may subject to approval by the Councilors, remunerate the Councilor for such services. Any such remuneration is in addition to remuneration paid under Rule 16.7.

16.9 Despite the foregoing, a member may be nominated for Council, and may remain a Councilor only so long as that Member is not a member of any organisation (other than the Association) which is deemed not to conflict with the interests and advancement of the Association.

### Public Officer

16.10 The Association shall appoint a public officer who shall be responsible for filing relevant documentation with the Director General as required by the Act. The public officer need not be a Councilor or a member of the Association. The public officer shall be over the age of 18 years and reside in New South Wales.

## 17. ELECTION OF MEMBERS

17.1 Nominations of candidates for election as office-bearers of the Association or as ordinary Members of the Council:

17.1.1 Must be made in writing signed by one (1) Member of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

17.1.2 Must be delivered to the Secretary of the Association at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- 17.2 If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 17.3 If insufficient further nominations are received, any vacant positions remaining in the Council are taken to be casual vacancies.
- 17.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 17.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 17.6 The ballot for the election of Councilors is to be conducted at the annual general meeting in such usual and proper manner as the Council may direct.

#### **18. SECRETARY**

- 18.1 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.
- 18.2 It is the duty of the Secretary to keep minutes of:
  - 18.2.1 All appointments of Councilors;
  - 18.2.2 The names of Members of the council present at a Council meeting or a general meeting; and
  - 18.2.3 All proceedings at Council meetings and general meetings.
- 18.3 Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

#### **TREASURER**

- 19.1 It is the duty of the Treasurer of the Association to ensure:-
  - 9.1.1 That all money due to the Association is collected and received and that all payments AuthoriSed by the Association are made; and
  - 19.1.2 That correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

#### **20. CASUAL VACANCIES**

- 20.1 For the purposes of these Rules, a casual vacancy occurs if a Councilor:
  - 20.1.1 Dies; or
  - 20.1.2 Ceases to be a Member; or
  - 20.1.3 Becomes bankrupt or makes any arrangement or composition with creditors generally; or
  - 20.1.4 Resigns office by notice in writing given to the Secretary; or
  - 20.1.5 Is removed from office under Rule 21; or
  - 20.1.6 Is found to be of unsound mind or their personal estate is liable to be dealt with in any way under the laws relating to mental health; or
  - 20.1.7 Is absent without the consent of the Council from all meetings of the Council held during a period of 6 months.

#### **21. REMOVAL OF COUNCILLOR**

- 21.1. The Association in general meeting may by resolution remove any Councilor from that position before the expiration of the Councilor's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Councilor so removed.
- 21.2. Grounds on which a Councilor may be removed include but are not limited to failure to abide by the Objects of the Association.

- 21.3. If a Councilor to whom a proposed resolution referred to in Rule 21.1 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, the Secretary or the President may send a copy the representations to each Member or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the general meeting at which the resolution is considered.

## 22. MEETINGS AND QUORUM

- 22.1 The Council must meet at least 4 times in each period of 12 months at such place and time as the Council may determine.
- 22.2 Additional meetings of the Council may be convened by the President or by any Councilor.
- 22.3 Written notice of a meeting of the Council must be given by the Secretary to each Councilor at least 7 days (or such shorter period as may be reasonably necessary in the circumstances) before the time appointed for the holding of the meeting. For the purposes of this Rule notice may be given by fax or email.
- 22.4 Notice of a meeting given under Rule 22.3 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 Councilors present at the meeting unanimously agree to treat as urgent business.
- 22.5 Any 4 Councilors constitute a quorum for the transaction of the business of a meeting of the Council.
- 22.6 No business is to be transacted by the Council 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.
- 22.7 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.
- 22.8 At a meeting of the Council:-
- 22.8.1 The President or, in the President's absence, the Vice-President is to preside; or
- 22.8.2 If the President and the Vice-President are absent or unwilling to act, such one of the remaining Councilors as may be chosen by the Councilors present at the meeting is to preside.
- 22.9 For the purposes of this Rule 22, Council meetings may be held using any technology which reliably permits each Councilor to contemporaneously communicate with each other Councilor, including, but not limited to telephone or other audio communication. The linking together of a quorum of Councilors pursuant to this Rule 22.9:
- 22.9.1 Constitutes a Council meeting and the provisions of these Rules regarding Council meetings apply as if all the Councilors were present together and are all to be taken as being present; and
- 22.9.2 The meeting is to be taken to be held at the place determined by the President provided that at least 1 of the Councilors present was at that place during the meeting.

## 23 DELEGATION BY COUNCIL TO SUB-COMMITTEE

- 23.1 The Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such persons as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than;
- 23.1.1 This power of delegation; and
- 23.1.2 A function which is a duty imposed on the Council by the Act or by any other law.
- 23.2 A function the exercise of which has been delegated to a subcommittee may, while the delegation remains un-revoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 23.3 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.



- 23.4 Despite any delegation under this Rule, the Council may continue to exercise any function delegated.
- 23.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation from Council must be referred to and ratified by Council.
- 23.6 The Council may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

#### **24. VOTING AND DECISIONS**

- 24.1 Questions arising at a meeting of the Council or of any sub-committee are to be determined by a majority of the votes of Councilors or Members of the subcommittee present at the meeting.
- 24.2 Each Councilor or Member present at a meeting of the Council or of any sub-committee appointed by the Council (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.
- 24.3 Subject to Rule 22.5, the Council may act despite any vacancy on the Council.
- 24.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a sub-committee appointed by the Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Councilor or sub-committee Member.

#### **25. Education Committee**

- 25.1 The Council may from time to time establish a sub-committee or subcommittees in respect to education and training in the Pilates Method and delegate to that sub-committee or sub-committees upon such terms as Council may determine from time to time and consisting of such personnel as the Council in its wisdom shall determine from time to time.

### **PART 4 - GENERAL MEETINGS**

#### **26. HOLDING OF ANNUAL GENERAL MEETINGS**

- 26.1 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.
- 26.2 The Association must hold its first annual general meeting:
  - 26.2.1 Within the period of 18 months after its incorporation under the Act, and;
  - 26.2.2 Within the period of 6 months after the expiration of the first financial year of the Association.
- 26.3 Rules 26.1 and 26.2 have effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the Act.

#### **27. CALLING OF AND BUSINESS AT ANNUAL GENERAL MEETINGS**

- 27.1 The annual general meeting of the Association is, subject to the Act and to Rule 26, to be convened on such date and at such place and time as the Council thinks fit.
- 27.2 In addition to any other business which may be transacted at an annual general meeting, the business of annual general meeting is to include the following:
  - 27.2.1 To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - 27.2.2 To receive from the Council reports on the activities of the Association during the last preceding financial year;

- 27.2.3 To elect Office-bearers of the Association and ordinary Members of the Council;
- 27.2.4 To receive and consider the statement which is required to be submitted to Members under section 26 (6) of the Act.
- 27.3 An annual general meeting must be specified as such in the notice convening it.

## 28. CALLING OF SPECIAL GENERAL MEETINGS

- 28.1 The Council may, whenever it thinks fit, convene a special general meeting of the Association.
- 28.2 The Council must, on the requisition in writing of at least 6 per cent of the total number of Members, convene a special general meeting of the Association.
- 28.3 The requisition of Members for a special general meeting:
  - 28.3.1 Must state the purpose or purposes of the meeting; and
  - 28.3.2 Must be signed by the Members making the requisition; and
  - 28.3.3 Must be lodged with the Secretary; and
  - 28.3.4 May consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 28.4 If the Council 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 one 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.
- 28.5 A special general meeting convened by a Member or Members as referred to in Rule 28.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Council.

## 29. NOTICE

- 29.1 Subject to Rule 29.2, the Secretary must at least 21 days before the date fixed for the holding of general meeting, cause to be sent by pre-paid post or electronically transmitted 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.
- 29.2 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 Rule 29.1 specifying, in addition to the matters required under Rule 29.1 the intention to propose the resolution as a special resolution.
- 29.3 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 27.2.
- 29.4 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.

## 30. PROCEDURE

- 30.1 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.
- 30.2 Seven 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.
- 30.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - 30.3.1 If convened on the requisition of Members, is to be dissolved; and

- 30.3.2 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. For the purposes of this rule notice may be given electronically.
- 30.4 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.

### 31. PRESIDING MEMBER

- 31.1 The President or, in the President's absence, the Vice-President, is to preside as Chairperson at each general meeting of the Association.
- 31.2 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.

### 32. ADJOURNMENT

- 32.1 The Chairperson of a general meeting at which a quorum is present may, with 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.
- 32.2 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.
- 32.3 Except as provided in Rules 32.1 and 32.2, notice of and adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### 33. MAKING OF DECISIONS

- 33.1 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 unanimously 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 favor of or against that resolution.
- 33.2 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.
- 33.3 If a poll is demanded at a general meeting the poll must be taken:
- 33.3.1 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
- 33.3.2 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.

### 34. SPECIAL RESOLUTION

- 34.1 A resolution of the Association is a special resolution:
- 34.1.1 If it is passed by 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
- 34.1.2 Where it is made to appear to the Commissioner 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 Commissioner.

### 35. VOTING

- 35.1 On any question arising at a general meeting of the Association a Member, being entitled under these Rules so to do, has one vote only.
- 35.2 All votes must be given personally or by proxy.
- 35.3 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.
- 35.4 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.

### 36. APPOINTMENT OF PROXIES

- 36.1 Each Member is to be entitled to appoint another Member (who must be a fully paid up member) as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 36.2 The notice appointing the proxy is to be in the form set out in Appendix 2 to these Rules.
- 36.3 A fully paid up Member in attendance at a general meeting or special general meeting may hold and act upon no more than five proxies for each resolution.

## PART 5 - MISCELLANEOUS

### 37. INSURANCE

- 37.1 The Association must effect and maintain insurance under section 44 of the Act.
- 37.2 In addition to the insurance required under Rule 37.1 the Association may effect and maintain other insurance.

### FUNDS – SOURCE

- 38.1 The funds of the Association are to be derived from fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Association in general meeting and such other sources as the Council determines from time to time.
- 38.2 All monies received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 38.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### 39. FUNDS – MANAGEMENT

- 39.1 The Council will establish and maintain a bank account or accounts on behalf of the Association and such other banking facilities as the Council determines from time to time including EFTPOS facilities.
- 39.2 Subject 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 Council determines.
- 39.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be executed by any 2 Councilors or Members authorised to so by the Council.

### 40. ALTERATION OF OBJECTS AND RULES

- 40.1 The statement of Objects and these Rules may be altered, rescinded or added to only by a special resolution of the Association.

### 41. THE COMMON SEAL

- 41.1 The common seal of the Association must be kept in custody of the Public Officer.
- 41.2 The common seal must not be affixed to any instrument except by the authority of the Council and the affixing of the common seal must be attested by the signatures either of 2 Members of the Council or of 1 Member of the Council and of the Public Officer or Secretary.

#### 42. CUSTODY OF BOOKS

- 42.1 Except as otherwise provided by these Rules, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

#### 43. INSPECTION OF BOOKS

- 43.1 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. A Members request must be in writing and must give 21 days notice.

#### 44. SERVICE OF NOTICES

- 44.1 For the purpose of these Rules, a notice may be served by or on behalf of the Association on any Member personally, by sending it by post to the Member at the Member's address shown in the register of Members or by faxing it to the Member's fax number shown in the register of Members or by transmitting it electronically by e-mail to the Member at the Member's e-mail address shown in the register of Members.
- 44.2 Unless the contrary is proved, a notice is deemed to be served for the purpose of these Rules at the time of service if served personally, three (3) days after the date of posting if posted and the following day if transmitted by fax or email.

#### 45 INTERPRETATION

- 45.1 In these Rules, except in so far as the context or subject matter indicates or otherwise requires:
- 5.1.1 "The Act" means the Associations Incorporation Act 1984 (NSW) as amended from time to time;
- 45.1.2 "Associate Member" any person interested in the Pilates Method;
- 45.1.3 "The Association" means the Australian Pilates Method Association Incorporated;
- 45.1.4 "Association" or "Associations" includes: a society, club, institution or other body; and an association or other body incorporated under the Act;
- 45.1.5 "Australian Pilates Method Instructor Training Program" means a process developed and approved by the Association for accrediting Pilates Method instructors and practitioners and agreed on by the Association;
- 45.1.6 "Code of Ethics" means the code of ethics formulated by the Council from time to time and to which all Members are bound to comply in order to remain a Member;
- 45.1.7 "Constitution" means this document as amended from time to time;
- 5.1.8 "Continuing Education Credits" means the requirements determined by the Association from time to time for ensuring that Members are trained and up to date with current developments and training methods in Pilates Method.
- 45.1.9 "The Council" means the National Council for the time being of the Association constituted as herein after provided;
- 45.1.10 "Councilor" means each of the Members and office bearers appointed to and comprising the Council for the time being;
- 45.1.11 "Director General" means the Director General of the Office of Fair Trading
- 45.1.12 "Office of Fair Trading" means and includes that Office and any other competent body performing substantially the same function as that Office;
- 45.1.13 "Member" means a person, body or organisation that is, under these Rules, a member of or admitted to membership of the Association.
- 45.1.14 "Objects" means the objects of the Association as described in Rule 2;
- 45.1.15 "Ordinary Member" means a member of the Council who is not an office bearer of the Association, as referred to in Rule 16.

45.1.16 "Pilates Method" means a total body and mind conditioning system of prescribed exercise and/or movement therapy adhering to the six basic principles as devised by Joseph H. Pilates with their modifications and adaptations to various requirements

45.1.17 In respect to the practice and teaching of the Pilates Method:

Level 1 Associate Teacher.

Level 2 Teacher

Level 3 Professional Practitioner

Level 4 Professional Practitioner

Each definition has the meaning given to it in Schedule 2 save as it may be amended by Council from time to time.

45.1.18 "The Regulations" means the Associations Incorporation Regulations 1999 (NSW) as amended from time to time or the regulations made pursuant to the relevant statute as provided in Rule 1.1.15;

45.1.19 "Rules" means the Rules of this Constitution;

45.1.20 "Secretary" means

a) A member holding office under these rules as Secretary of the Association for the time being; or

b) If no such person holds that office, the Public Officer of the Association;

45.1.21 "Special General Meeting" means a general meeting of the Association other than an annual general meeting;

45.1.22 "Student Member" means any person enrolled in a Pilates Method training program recognised by the Council (or a program under consideration by the Council for accreditation) leading to a Pilates Method qualification recognized by the Association.

45.1.23 "To Instruct" means instructing either alone or in conjunction with some other profession or calling and includes instructing or teaching in a school, clinic, hospital or other institution recognised and approved by the Association.

46. In these Rules:

46.1 A reference to a function includes a reference to a power, authority and duty; and

46.2 A reference to the exercise of a function includes if the function is a duty, a reference to the performance of the duty.

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 the Rules were an instrument made under the Act.

Words importing one gender include other words importing the singular number include the plural and vice versa.