

# Rules of MICA - Part 1 Preliminary

## 1. Name

The name of the Association is the “Mineral Industry Consultants Association Incorporated”

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## 2. Definitions

### 2.1 In these Rules:

- "AusIMM" means The Australasian Institute of Mining and Metallurgy.
- "Association" means Mineral Industry Consultants Association Incorporated.
- "Board" means the Board of Management of the Association.
- "Chairman" means the Chairman of the Association.
- "Code for Consultants" means the Code for Consultants of the Association as varied from time to time and which must be adopted by each member upon becoming a member of the Association.
- "Consultant" is a person, whether or not meeting the criteria for membership of the Association, who is hired by a client primarily to provide independent counsel and expert professional opinion to the client, and who accepts full responsibility for the advice given.
- "Contractor" is a person with or without the qualification and level of experience for membership of the Association, who is hired primarily to apply professional skills in undertaking a program of work set out and directed by the client.
- "Director" means a member of the Board of Management of MICA.
- "Member" means a person who has been admitted to membership of the Association and who is financial.
- "Presiding Member" means the person elected by the members present to preside as Chairman of any general meeting if the Chairman and the Vice-Chairman are absent or unwilling to act.
- "Register" means the Register of Consultants maintained and published by the Association which lists all Individual Members of the Association and the field or fields of consulting for which each Member is registered.
- "Rules" means the Rules of the Association.
- "Secretary" means the person holding office under these Rules as Secretary of the Association; and until otherwise determined shall be the person who was appointed public officer of the Association. Thereafter upon the Secretary being appointed that person shall also be the public officer of the Association.
- "Senior Consultant" means a consultant as defined above, who is a member of the Association and who, in the opinion of the Board, has rendered meritorious service to the consulting profession over a period of 25 years.
- "the Act" means the Associations Incorporation Act 1984 of New South Wales.
- "the Regulation" means the Associations Incorporation Regulation 1994 of New South Wales.
- "Vice-Chairman" means the person holding office under these Rules as Vice-Chairman of the Association.

2.2 A reference to a function includes a reference to a power, authority and duty.

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

2.4 The provisions of the Interpretation Act 1987 of New South Wales apply to these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

### **3. Objectives**

The objectives of the Association, an organisation in partnership with the AusIMM, are to further the aims and purposes of its members who practise as Consultants and for that purpose:

- 3.1 To provide a service to those persons or organisations requiring competent, reputable, reliable and unbiased professional advice in the mineral, extractive and resource related Industries.
- 3.2 To protect its members from the actions of persons or organisations that might erode its standards of professional conduct and/or the ability of its members to consult.
- 3.3 To maintain a Register of its members.
- 3.4 To act for members in matters of common concern.
- 3.5 To promote the interests of its members by maintaining and enhancing their status.
- 3.6 To work with kindred organizations on matters of mutual interest and to enhance the public standing of the profession.
- 3.7 To undertake on behalf of its members such commercial or financial activities that are for the benefit of the membership.

### **4. Membership**

#### **5. CESSATION OF MEMBERSHIP**

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

- 5.1. Dies.
- 5.2. Resigns membership.
- 5.3. Does not pay the subscriptions as prescribed in Clause 11 within the period of time prescribed by the Board from time to time.
- 5.4. Fails to demonstrate that he/she has continuously maintained his/her professional competence and continued to develop, professionally, in such manner as determined from time to time by the Board.
- 5.5. Is expelled or otherwise removed from the Association.

#### **6. MEMBERSHIP ENTITLEMENTS**

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

- 6.1. Is not capable of being transferred or transmitted to another person.
- 6.2. Terminates on cessation of the person's membership.

## **7. RESIGNATION OF MEMBERSHIP**

7.1. A member of the Association is not entitled to resign membership except in accordance with these Rules.

7.2. 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 giving to the Secretary written notice of his/her resignation upon which such notice, the member ceases to be a member.

7.3. If a member of the Association ceases to be a member under Rule 5, 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. REGISTER OF MEMBERS**

8.1. The Association must establish and maintain an up to date Register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.

8.2. 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 at any reasonable hour.

8.3. The Register will be maintained and published in such form as the Board determines.

8.4. The Register will list all Individual Members of the Association as at the time of publishing.

8.5. The Register will indicate the field or fields of consulting for which each member is registered.

8.6. Members will be entitled to describe themselves as being a "Member, MICA".

8.7. Members will be permitted to use the post nominal, "MMICA".

8.8. Honorary Members will be permitted to use the post nominal, "HonMMICA".

8.9. Members will be permitted to affix the authorised seal attesting MICA membership and use the MICA logo on appropriate letterhead and promotional material.

## **9. ADMISSION TO MEMBERSHIP**

### **9.1. APPLICATIONS FOR MEMBERSHIP**

9.1.1. applications for admission to membership will be made on the prescribed form which shall include an undertaking that, if admitted, the person will abide by these Rules, the Code for Consultants and any other Code the Association adopts from time to time.

9.1.2. each Applicant for admission will specify the main category and the field or fields of consulting for which registration is sought.

9.1.3. each Applicant must furnish with the application form the names and addresses of three Sponsors who should be:

9.1.3.1. corporate members of the AusIMM or,

9.1.3.2. professionals who, in the opinion of the Board, are of comparable standing to Corporate members of the AusIMM, and

9.1.3.3. in a position to assess the Applicant's work.

9.1.4. these Sponsors may be approached by the Board for a confidential written report on the applicant.

9.1.5. the application form, together with supporting documents, will be submitted to the Board.

## **9.2. ACCEPTANCE OF APPLICATIONS**

9.2.1. if the Board is satisfied that the Applicant is eligible for membership, the Applicant will be admitted to membership and notified accordingly.

9.2.2. upon the payment of the prescribed fees the name and field of consulting of the member will be entered in the Register of Members.

9.2.3. the Board will have discretion to admit or refuse admission to membership.

## **9.3. REJECTION OF APPLICATIONS**

9.3.1. any Applicant rejected will be advised accordingly.

9.3.2. any rejected Applicant may re-apply, after a lapse of twelve months, by submitting additional supporting information.

## **9.4. ADMISSION TO HONORARY MEMBERSHIP**

Any member of MICA supported by three referees, who are members of the Association, may nominate a Senior Consultant to become an Honorary Member of the Association.

9.4.1. the nomination will be considered by the Board and may require written statements from the nominating member, and all referees, regarding the suitability of the candidate.

9.4.2. the Board will make such other enquiries as it deems proper before making a decision regarding the candidate's suitability.

9.4.3. no membership fees will be payable by the Honorary Member who will otherwise enjoy the rights and privileges of membership.

9.4.4. not more than two Honorary Members may be appointed in any calendar year.

## **9.5. AFFILIATE OF MICA**

9.5.1. members who are no longer engaged in significant consulting work may apply for transfer to Affiliate status.

9.5.2. the Board will have discretion in granting or refusing admission to Affiliate status.

9.5.3. affiliates must be described as Affiliates of MICA.

## **10. DISPUTES AS TO ADMISSION TO MEMBERSHIP**

Any dispute as to membership of the Association shall be submitted to dispute resolution in accordance with Rule 12 hereof.

## **11. SUBSCRIPTIONS**

### **11.1. ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS**

11.1.1. the Board will, from time to time, prescribe such entrance fees and annual subscriptions as will be payable for the forthcoming calendar year.

11.1.2. the entrance fee and annual subscription will be payable on notice of admission to membership. The annual subscription will be payable on 1 January of each year.

11.1.3. where a person is admitted after 1 September the annual subscription for that year only may be waived.

11.1.4 members may furnish with their annual subscription a statement updating their fields of consulting and should there be any change required, supply the necessary support documentation. The statement will include a formal confirmation that the member has complied with the Continuing Professional Development (CPD) requirements for the previous year. The Board may at its discretion audit, in respect of a member, his CPD activities during previous years in such form as determined by the Board.

### **11.2. LIABILITY OF MEMBERS**

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 these Rules.

## 12. RESOLUTION OF DISPUTES

12.1. Any dispute between members of the Association or prospective members of the Association and the Association shall, in the first instance, be referred to a committee of the Board for resolution by mediation. Any person or member in a dispute against the Association may be granted leave to be legally represented in which case, if they lose or withdraw from their case or appeal, they will be responsible for the legal costs, if any, of MICA.

12.2. In the event that the Board is unable to resolve the dispute or if the dispute remains unresolved for 30 days after the referral date, then:

12.2.1. the Board of MICA will choose three accredited Alternative Dispute Resolution (ADR) Professionals, who should preferably be MICA members or, otherwise, suitably qualified independent ADR professionals, who must certify that they have no conflict of interest and they must disclose any matter that may give rise to an apprehension of bias. The Board will nominate them to the claimant who must choose one of them to determine the dispute.

12.2.2. the decision of the chosen ADR professional will be final and binding upon all parties to the dispute.

12.2.3. the decision must be in writing with reasons.

12.2.4. both MICA and the other parties to the dispute, will agree in writing that all parties to a dispute, jointly and severally, will release and discharge MICA and the ADR Professional from, and indemnify them against, any liability whatsoever in respect to anything done or omitted to be done, including negligence but excluding fraud, arising out of or that may be in connection with the ADR Professional's nomination or conduct, or in relation to the resolution of the dispute.

## 13. DISCIPLINING OF MEMBERS

13.1. MICA members must abide by the Code for Consultants.

13.2. The Code for Consultants will be approved by the Board following consultation with the members and ratified by the members at the Annual General Meeting next following or at a special meeting convened for that purpose.

13.3. A complaint may be made to the Board by a member of the Association, or by any other person, that some other member of the Association:

13.3.1. has refused or neglected to comply with a provision or provisions of these Rules.

13.3.2. has failed to comply with the Code for Consultants or with any other Code that the Association has adopted from time to time.

13.3.3. has wilfully acted in a manner prejudicial to the interests of the Association and their profession.

13.4. On receiving such a complaint:

13.4.1. The Board will determine whether there are sufficient reasons to sustain the complaint and, in such a case, the Board will appoint a MICA member

accredited as ADR Professional, who must not be a current Director, and who will be the Chairman of a Discipline Review Committee constituted specifically for the purpose of considering the complaint. If the Board decides the complaint is not a reasonable one, it will dismiss it and inform the complaining party of the decision not to proceed.

13.4.2. The Chairman of a Discipline Review Committee will appoint to the Discipline Review Committee three current MICA members who must be past Directors or past members of the Board of MICA, but who must not be current Directors.

13.5. The Discipline Review Committee must cause notice of the complaint to be served on the member concerned; and must give the member at least 28 days from the time the notice is served to make submissions to the Discipline Review Committee in connection with the complaint.

13.6. The Discipline Review Committee must take into consideration any submissions made by the member in connection with the complaint.

13.7. The Discipline Review Committee may recommend to the Board to fine the member, or to reprimand the member confidentially or publicly, or to require the member to work under the supervision of an appropriate mentor, or to suspend the member from membership, or to expel the member from 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.

13.8. If the Board takes any disciplinary action against 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 Board for having taken that action including advice of the member's right of appeal in accordance to the provisions of Rule 12.

13.9. Any expulsion or suspension does not take effect until the expiration of the period within which the member is entitled to appeal against the resolution concerned; and until such appeal is exhausted.

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

In the event that a member is dissatisfied with a decision taken by the Board pursuant to Rule 13 the matter shall be considered to be in dispute and will be referred to Dispute Resolution as provided in Rule 12 hereof.

## **15. POWERS OF THE BOARD**

The Board is to be the committee of management of the Association and, subject to the Act, to the Regulations and the Rules and to any resolution passed by the Association in general meeting:

15.1. Is to control and manage the affairs of the Association.

15.2. May exercise all such functions as may be required by the Association, other than those functions which are required, by these Rules, to be exercised by a general meeting of members of the Association.

15.3. Has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

## **16. CONSTITUTION AND MEMBERSHIP**

16.1. Subject, in the case of the first Directors, to Section 21 of the Act, the Board is to consist of eight Directors, who shall be members of the Association and who should be elected by secret postal ballot of all Association members in accordance with these Rules.

16.2. Each Director is, subject to these Rules, to hold office for a period of two calendar years from 1 January.

16.3. Half of the Directors will retire in any one year.

16.4. A retiring Director is eligible for re-election.

16.5. The Board may invite no more than two persons from appropriate organisations to be Ex-officio Directors for a period of one calendar year. Such invitations to Ex-officio Directors may be re-offered at the conclusion of a calendar year. Ex-officio Directors will have no vote and will not hold any office in the Board.

16.6. At the first meeting of every calendar year, the Board will elect, from amongst its Directors the office-bearers of the Association who will hold office for one year only if and while they are Directors. The office-bearers are to be:

16.6.1. the Chairman.

16.6.2. the Vice-Chairman.

16.6.3. the Secretary, who will be Public Officer.

16.7. In the event of a casual vacancy occurring in the Board, the Board may appoint a member of the Association to fill the vacancy and the Director so appointed is to hold office, subject to these Rules, until the next election of Directors.

## **17. ELECTION OF DIRECTORS**

17.1. Every year the Secretary of the Board will call for nominations for election of Directors no later than 15 September.

17.2. Nominations of candidates for election as Directors must 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).

17.3. Nominations must be delivered to the Secretary not later than 15 October.

17.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to have been elected.

17.5. If the number of nominations received exceeds the number of vacancies to be filled, a secret postal ballot of all members of the Association is to be held and resolved by simple majority of the votes received.

17.6. If more than half of the Directors are due for re-election, those Directors elected with the lowest number of votes will serve for only one calendar year. If no election is held, the number of Directors serving for only one year will be chosen at random from amongst the nominated candidates.

17.7. If insufficient nominations are received to fill all vacancies, any vacant positions remaining on the Board are taken to be casual vacancies.

17.8. The ballot for the election of office-bearers of the Board is to be conducted at the first meeting of the Board each calendar year in such usual and proper manner as the Board may direct.

17.9. Transitional Provisions: On the date of incorporation, the management of MICA will be assumed by those persons who, at that time, are members of the Board of the Mineral Industry Consultants Association of the AusIMM. They will continue as Directors of MICA until the end of the period of time for which they were elected to office as members of the Board of the Mineral Industry Consultants Association of the AusIMM.

## **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 :

18.2.1. keep minutes of all appointments of Directors and office-bearers of the Board.

18.2.2. keep minutes of the names of Directors present at a Board meeting or a general meeting.

18.2.3. keep minutes of all proceedings at Board meetings and general meetings.

18.2.4. keep minutes of proceedings at a meeting which must be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting.

18.2.5. ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made.

18.2.6. ensure 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.

## **19. CASUAL VACANCIES**

19.1. For the purposes of these Rules, a casual vacancy in the office of a Director occurs if the Director:

- 19.1.1. dies;
- 19.1.2. ceases to be a member of the Association;
- 19.1.3. becomes an insolvent under administration within the meaning of the Corporations Law;
- 19.1.4. resigns office by notice in writing given to the Secretary;
- 19.1.5. is removed from office under these Rules;
- 19.1.6. becomes a physically or mentally incapacitated person;
- 19.1.7. is absent without the consent of the Board from any three consecutive meetings of the Board.

19.2. In the event that a casual vacancy occurs the Board shall appoint a Director to fill such casual vacancy but only until the next election of Directors in accordance with these Rules

## **20. REMOVAL OF DIRECTOR**

20.1. The Association in general meeting may, by resolution, remove any Director from the office of Director before the expiration of the Director's term of office and may, by resolution, appoint another person to hold office until the expiration of the term of office of the Director so removed.

20.2. If a Director to whom a proposed resolution referred to in Rule 20.1 relates makes representations in writing to the Secretary or Chairman and requests that the representations be notified to the members of the Association, the Secretary or the Chairman may send a copy of the representations to each member of the Association or, if the representations are not so sent, the Director is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **21. MEETINGS AND QUORUM**

21.1. The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.

21.2. Additional meetings of the Board may be convened by the Chairman or by any office bearer of the Association.

21.3. Oral or written notice of a meeting of the Board must be given by the Secretary to each Director of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the Directors of the Board) before the time appointed for the holding of the meeting.

21.4. Notice of a meeting given under Rule 21.3 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 Directors present at the meeting unanimously agree to treat as urgent business.

21.5. Any 5 Directors of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

21.6. No business is to be transacted by the Board 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.

21.7. 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.

21.8. At a meeting of the Board:

21.8.1. the Chairman or, in the Chairman's absence, the Vice-chairman is to preside;

21.8.2. if the Chairman and the Vice-chairman are absent or unwilling to act, one of the remaining Directors of the Board, as may be chosen by the Directors present at the meeting, is to preside.

## **22. DELEGATION BY BOARD TO A COMMITTEE OF THE BOARD**

22.1. The Board may, by instrument in writing, such instrument in writing to include the minutes of a Board Meeting, create Committees, consisting of at least one Director and such other persons as the Board thinks fit, for such purposes and with such powers as are specified in the instrument.

22.2. A Committee must not have:

22.2.1. this power of delegation.

22.2.2. a function which is a duly imposed on the Board by the Act or by any other law.

22.3. All Committees will report and be accountable to the Board.

22.4. A delegation under this Section will be 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.

22.5. The Board may revoke wholly or in part any delegation under this Rule.

22.6. A Committee may meet and adjourn as it thinks proper.

## **23. VOTING AND DECISIONS**

23.1. Questions arising at a meeting of the Board, or of any Committee appointed by the Board, are to be determined by a majority of the votes of members of the Board or Committee present at the meeting.

23.2. Each Director present at a meeting of the Board or of any Committee appointed by the Board (including the Presiding Member at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the Presiding Member may exercise a second or casting vote.

23.3. Subject to Rule 23.4, the Board may act despite any vacancy on the Board.

23.4. Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director or Committee.

## **24. HOLDING ANNUAL GENERAL MEETINGS**

24.1. 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 3 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.

24.2. The Association must hold its first annual general meeting:

24.2.1. within the period of 18 months after its incorporation under the Act; and

24.2.2. within the period of 3 months after the expiration of the first financial year of the Association

24.3. Rules 24.1 and 24.2 have effect subject to any extension or permission granted by the statutory officer or body which, under the Act, has the power to extend the time by which the first annual general meeting may be held.

## **25. ANNUAL GENERAL MEETINGS-CALLING OF AND BUSINESS AT**

25.1. 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 Board thinks fit.

25.2. 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:

25.2.1. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

25.2.2. to receive from the Board reports on the activities of the Association during the preceding financial year;

25.2.3. to receive and consider the statement which is required by law pursuant to the Act to be submitted to members including but not limited :

25.2.3.1. to the income and expenditure of the Association during its last financial year,

25.2.3.2. to the assets and liabilities of the Association at the end of its last financial year,

25.2.3.3. to 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,

25.2.3.4. in respect of each trust of which the Association was trustee during a period, being the whole or any part of the last financial year of the Association:

(i) the income and expenditure of the trust during that period,

(ii) the assets and liabilities of the trust during that period, and

(iii) the mortgages, charges and other securities of any description affecting any of the property of the trust at the end of that period.

25.3. An annual general meeting must be specified as such in the notice convening it.

## **26. SPECIAL GENERAL MEETINGS-CALLING OF**

26.1. The Board may, whenever it thinks fit, convene a special general meeting of the Association.

26.2. The Board must, on the requisition in writing of at least five per cent of the total number of members, convene a special general meeting of the Association.

26.3. A requisition of members for a special general meeting:

26.3.1. must state the purpose or purposes of the meeting;

26.3.2. must be signed by the members making the requisition;

26.3.3. must be lodged with the Secretary;

26.3.4. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

26.4. If the Board fails to convene a special general meeting to be held within 1 month after the 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 three months after the date of the lodgement of the requisition.

26.5. A special general meeting convened by members as referred to in Rule 26.2 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

## **27. NOTICE**

27.1. 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 21 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

27.2. 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 given to each member specifying, in addition to the matter required under Clause 27.1, the intention to propose the resolution as a special resolution.

27.3. 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.

27.4. 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 which is the meeting after receipt of the notice from the member.

## **28. PROCEDURE**

28.1. 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.

28.2. Five 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.

28.3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

28.3.1. if convened on the requisition of members, is to be dissolved.

28.3.2. 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 before the day to which the meeting is adjourned) at the same place.

28.4. 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 meeting is thereafter dissolved.

## **29. PRESIDING MEMBER**

29.1. The Chairman or, in the Chairman's absence, the Vice-chairman, is to be the Presiding Member at each general meeting of the Association.

29.2. If the Chairman and the Vice-chairman are absent or unwilling to act, the members present must elect one of their number to be the Presiding Member at the meeting.

## **30. ADJOURNMENT**

30.1. The chairman 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.

30.2. If a general meeting is adjourned for 14 days or more, the Secretary must give written 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.

30.3. Except as provided in Rules 30.1 and 30.2, 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.

## **31. MAKING OF DECISIONS**

31.1. 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 Chairman 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 written proof of the number or proportion of the votes recorded in favour of or against that resolution.

31.2. At a general meeting of the Association, a poll may be demanded by the Chairman or by at least 3 members present in person or by proxy at the meeting.

31.3. If a poll is demanded at a general meeting, the poll must be taken:

31.3.1. immediately in the case of a poll which relates to the election of the Chairman of the meeting or to the question of an adjournment.

31.3.2. in any other case, in such manner and at such time before the close of the meeting as the Chairman directs.

31.3.3. and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## 32. SPECIAL RESOLUTION

A resolution of the Association is a special resolution if it is upheld by a majority which comprises at least three-quarters of such members of the Association who, 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.

## 33. VOTING

33.1. On any question arising at a general meeting of the Association a member has one vote only.

33.2. All votes must be given personally or by proxy but no member, with the exception of the Presiding Member, may hold more than 3 proxies.

33.3. In the case of an equality of votes on a question at a general meeting, the chairman of the meeting is entitled to exercise a second or casting vote.

33.4. 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.

33.5. Each member is to be entitled to appoint another 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.

33.6. The notice appointing the proxy is to be in the form set out in Appendix 1 to these Rules.

## **MICA: General Meetings: Miscellaneous**

### **34. Insurance**

34.1. The Association must effect and maintain insurance under Section 44 of the Act.

34.2. In addition to the insurance required under Rule 34.1, the Association may effect and maintain other insurance.

### **35. Funds-Source**

35.1. The funds of the Association are to be derived from 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 Board determines.

35.2. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

### **36. Funds-Management**

36.1. 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 Board determines.

36.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the Association, being members or persons authorised to do so by the Board.

### **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.

38. Common Seal

38.1. The common seal of the Association must be kept in the custody of the Secretary.

38.2. The common seal must not be affixed to any instrument except by the authority of the Board. The affixing of the common seal must be attested by the signatures, either of two Directors, or of one Director, and the Secretary.

## **39. Custody of Books**

39.1. 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.

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

## **40. Service of Notices**

40.1. For the purpose of these Rules, a notice may be served by or on behalf of the Association on any member either personally or by sending it by e-mail or by post to the member at the member's address shown in the Register of members.

40.2. If a document is sent to a person by properly addressing, prepaying and posting to the person an envelope containing the document, 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 of post.

## APPENDIX 1 (RULE 33.6): FORM OF APPOINTMENT OF PROXY

I, ..... of .....

(Full name) (Address)

being a member of MICA Incorporated hereby appoint

..... of .....

(Full name) (Address)

being a member of the MICA Inc., as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on

..... and at any adjournment of that meeting.

(Insert date)

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

.....  
.....  
.....  
.....  
.....  
.....  
.....

.....  
Signature of member appointing the proxy

.....  
Date

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