

NATIONAL TRUST OF AUSTRALIA (NSW)

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1. AUTHORITY

The rules hereunder are the rules of The National Trust of Australia (New South Wales) in force pursuant to Section 33 of the National Trust of Australia (New South Wales) Act, No 92 1990.

DEFINITIONS

In these rules unless the context or subject matter otherwise indicates or requires:-

“**Act**” means the National Trust of Australia (New South Wales) Act, 1990 and the Statute Law (Miscellaneous Provisions) Act, 2000, Schedule 1.18, clauses 1 to 10. [amended AGM 2001]

“**By-laws**” means by-laws made under the Act.

“**Board**” means the Board of directors of the Trust.

“**Director**” means any director of the Board (including the Executive Director) or the Director referred to in Section 8 (2) of the Act. [amended AGM 2001]

“**Executive Director**” means the executive director of the Trust.

“**Individual**” means a natural person.

“**Metropolitan Candidate**” means a candidate for the office of director who is ordinarily resident in the Sydney Metropolitan Area. [amended AGM 2001]

“**Metropolitan Director**” means a director ordinarily resident in the Sydney Metropolitan Area. [AGM 2001]

“**Non-Metropolitan Candidate**” means a candidate for the office of director not ordinarily resident in the Sydney Metropolitan Area [amended AGM 2001] but ordinarily resident elsewhere in New South Wales.

“**Non-Metropolitan Director**” means a director not ordinarily resident in the Sydney Metropolitan Area [amended AGM 2001] but ordinarily resident elsewhere in New South Wales.

“**Office**” means the Head Office from time to time of the Trust.

“**Public Officer**” means the Public Officer of the Trust and includes any person appointed to perform the duties of the Public Officer temporarily.

“**Secretary**” means the Secretary of the Trust and includes any person appointed to perform the duties of secretary temporarily.

“**Trust**” means The National Trust of Australia (New South Wales) established by the Act.

“In writing” or “written” means and includes printing lithographing, photocopying, facsimile and other modes of representing or reproducing words in a visible form.

In these Rules:-

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

Words importing a singular number shall include the plural number and words importing the plural number shall include the singular number.

Words importing the masculine or feminine or neuter gender shall include all other genders and words importing persons shall include corporations.

PATRONS

2. The Board may appoint Patrons and Vice-Patrons of the Trust and no persons shall hold themselves out as Patron or Vice-Patron unless so appointed.

MEMBERSHIP

3. The membership of the Trust shall comprise:

- .1 Ordinary Members.
- .2 Life Members.
- .3 Honorary Life Members.
- .4 Concessional Members.
- .5 Joint Members.
- .6 Affiliated Societies.

Provided the Board may create new classifications of membership and nothing in these Rules shall be taken to prohibit a person from being a member under more than one classification.

4. A person may only be admitted as a member (other than an Honorary Life Member) of the Trust at the discretion of the Board after written application in such form as the Board prescribes and upon payment of the subscription (if any) determined pursuant to these Rules. The Board shall not be bound to give any reason should it refuse an applicant to membership.

REGISTER

5. .1 The Trust shall keep a Register of its members and enter in that Register:-

- (a) the names and addresses of the members;
- (b) the date at which the name of each person was entered in the Register as a member;
- (c) the date at which any person who ceased to be a member during the previous two (2) years so ceased to be a member.

.2 The Register of Members shall be open for inspection by any member of the Trust without charge.

PRIVILEGES OF MEMBERS

6. All members shall be entitled to all of the privileges of membership of the Trust save that members of any new classification(s) of membership that may be created by the Board:-

- .1 shall not be entitled to vote at any general meeting or in any ballot of the Trust or to receive ballot papers; and
- .2 shall not be eligible to be elected or to nominate any other member to be elected to the office of director.

7. **ORDINARY MEMBER:** Any individual, corporation, partnership or other unincorporated body shall be eligible for membership as an Ordinary Member.

8. **CONCESSIONAL MEMBER:** Any individual who is:-

- .1 A full-time pupil or student of any school or university or other institution of learning which is approved by the Board,
- .2 In receipt of a pension benefit or allowance from the Commonwealth or State Government which is approved by the Board,

shall be eligible for membership as a Concessional Member. A concessional member upon ceasing to be such pupil, student or pensioner shall cease to be a concessional member but may upon payment of the appropriate subscription be admitted to any other classification of membership.

9. **LIFE MEMBER:** Any individual who pays or on whose behalf is paid to the general funds of the Trust such sum(s) as shall be fixed by the Board in any one payment without stipulating or requesting that it be applied to any specific purpose shall be eligible for membership as a Life Member provided that the Board may from time to time vary the amount payable for eligibility of Life Membership but not so as to affect any existing Life Member.
10. **JOINT MEMBERS:** Any individuals not exceeding two in number who are ordinarily resident in the same household shall be eligible for membership as joint members. A Joint Member shall be entitled to the same voting rights as if that Joint Member was an Ordinary Member. All visitation rights to Trust properties shall extend to the dependent children of Joint Members.
11. **HONORARY LIFE MEMBER:** An individual who has rendered distinguished and voluntary service to the Trust and who has been approved by a special resolution of the Board shall be an Honorary Life Member. Not more than two Honorary Life Members shall be appointed in any financial year.
12. **AFFILIATED SOCIETIES:** Any corporation, society or other organisation (“Affiliated Society”) whose objects or interests are in the opinion of the Board directly or indirectly compatible to those of the Trust may with the approval of the Board affiliate with the Trust. The amount of the affiliation fee (if any) shall be determined by the Board.
13. **REPRESENTATIVES:** Every non-individual member of the Trust may from time to time in writing to the Secretary appoint one proxy and the individual so appointed (“the representative”) shall be entitled to vote and otherwise exercise the same powers and enjoy the same rights as the non-individual member PROVIDED THAT:-
- .1 the representative shall not be eligible for election to the office of director;
 - .2 any non-individual member may terminate the authority of its representative by notice in writing to the Secretary and appoint another representative;
 - .3 any notice to be given under these Rules may be given to the representative.
14. **VARIATION OF RIGHTS:**
- .1 The rights attached to any class of membership pursuant to these rules may be varied with the consent in writing of three-quarters of the members of that class of membership or with the sanction of a special resolution passed at a separate meeting of the members of that class of membership.
 2. The provisions of these rules relating to general meetings apply so far as they are capable of application and mutatis mutandis to every such separate meeting except that:-
 - (a) a quorum is constituted by two persons who, between them, hold or represent by proxy one-third of the members of that class of membership;
 - (b) any member of that class of membership, present in person or by proxy, may demand a poll.

ANNUAL SUBSCRIPTIONS

15. Every member other than an Honorary Life Member or Life Member shall pay an annual subscription.
16. The annual subscription for the various classes of members shall be respectively such sums as the Board may from time to time determine.

17. Acceptance by the Trust from any member of a subscription in advance shall not absolve that member from liability to pay an additional amount found to be due for any period in respect of which the annual subscription has been increased.
18. Annual subscriptions shall be payable within fourteen (14) days of the date upon which the Trust gives notice thereof to a member.
19. Any member having paid all arrears of subscriptions shall upon giving one (1) month's notice in writing to the Executive Director be at liberty to resign from membership.
20. No member or former member of the Trust shall have any claim upon any of the assets of the Trust.
21. No member shall be entitled to vote at any proceedings or hold or be represented in any office of the Trust unless all subscriptions presently payable by that member have been paid.
22. Any member whose subscription is more than three (3) months in arrears shall thereupon cease to be a member PROVIDED THAT the Board may extend the time for payment of any subscription.
23. The Trust may recover as a debt due the unpaid subscription of a person ceasing to be a member pursuant to Rule 22.
24. The Trust shall not be required to refund to any member the annual subscription or any part thereof.

FINANCIAL YEAR

25. Unless otherwise determined by the Board the Financial Year of the Trust shall commence on the first day of July in each year and expire on thirtieth day of June next following.

FINANCIAL SUPPORTERS

26. The Board may create and recognise other titles in respect of financial supporters on such conditions as it may determine.
27. No title of Benefactor or Sponsor shall be used without the approval in writing of the Board.
28. All donations and gifts made to the Trust shall be applied to the general purposes of the Trust unless accepted otherwise.

ELECTION OF DIRECTORS

VOTER QUALIFICATIONS

29.
 1. For the purposes of an election the register of members closes at the time and date appointed for the close of nominations.
 2. Subject to these rules all members who are members at close of the register except for those members whose subscriptions are in arrears shall be eligible to vote for the election of directors.

CANDIDATE QUALIFICATIONS

30. Subject to the Act and these Rules an individual Ordinary Member or Life Member who is eligible to vote is eligible to stand as a candidate for the office of director.

ELECTION OF DIRECTORS

31. The election of directors from the candidates shall be by ballot of the members eligible to vote conducted in the following manner:
- .1 At least one hundred and five (105) days prior to the date fixed for the Annual General Meeting the Board shall by two (2) notices each published seven (7) days apart in a daily newspaper circulating generally in New South Wales, and by such other means, if any, as the Board may determine, call for nominations for individual members to serve as a director. [AGM 2001]
 - .2 Subject to these rules any two members shall be at liberty to nominate as a candidate any other member eligible to serve as a director.
 - .3 The name of the member so nominated (the "Candidate") together with the consent of the Candidate and the name of the proposer and seconder shall be in writing under their respective hands and otherwise in such form as the Board shall from time to time prescribe ("the Nomination Form") and shall be delivered to the Office at or before 5.00 p.m. on the seventy seventh (77th) day preceding the date fixed for the Annual General Meeting. [AGM 2001]
 - .4 The Nomination Form shall specify whether the Candidate is a Metropolitan Candidate or a Non-Metropolitan Candidate.
 - .5 If the Candidates do not exceed the number required to fill the vacancies for directors, the Candidates shall be deemed to have been elected and any vacancies still remaining shall be filled by the Board at its first meeting held after the Annual General Meeting.
 - .6 If the number of Candidates exceeds the number required to fill the vacancies for directors the Returning Officer appointed by the Board in accordance with Rule 33 shall conduct a ballot to determine the order of names of Candidates.
 - .7 The ballot papers shall specify that a Candidate is a Non-Metropolitan Candidate or a Metropolitan Candidate and otherwise shall be in such form as determined by the Board.
 - .8 The Returning Officer shall not less than twenty-eight (28) days before the date set for the Annual General Meeting send a ballot paper by pre-paid post to each voting member.
 - .9 There shall also be sent with the ballot paper a brief report prepared in accordance with the Board's requirements, of factual information relating to each Candidate and in the case of a retiring director the number of meetings of the Board which that director has attended during the preceding term of office.
 - .10 Where a voting member has the same residential address as another voting member or members, ballot papers may be posted to such members in one envelope. A ballot paper may be contained within the National Trust Bulletin or other material of the Trust.
 - .11 Each voting member shall vote for the full number of Candidates required to be elected to fill the vacancies and neither more nor less.
 - .12 Except as provided in rule 13 a ballot paper may only be completed by the individual to whom it is sent and no attorney or other agent may exercise the voting rights of a member.
 - .13 Ballot papers may be posted or placed in a ballot box provided by the Returning Officer for that purpose at the Office and must reach the Returning Officer at least seven (7) days before the Annual General Meeting and any ballot paper received after 5.00 p.m. on the seventh (7) day aforesaid shall be rejected as informal.
 - .14 The Metropolitan Candidate receiving the greatest number of votes shall be deemed first elected.
 - .15 The Non-Metropolitan Candidate receiving the greatest number of votes after removing from consideration the candidate elected pursuant to Rule 31.14 shall be deemed second elected and where necessary (to comply with clause 2 (3) (b) of Part 1 of Schedule 1 of the Act) the Non-Metropolitan Candidate receiving the greatest number of votes, after removing from consideration the candidates first elected and second elected, shall be deemed third elected. (AGM 2001)
 - .16 The Candidates (to the number required to fill the remaining vacancies for directors) receiving the greatest number of votes after removing from consideration the Candidates

elected pursuant to Rules 31.14 and 31.15 shall be deemed elected in the order of the number of votes received.

- .17 If two or more Candidates obtain an equal number of votes for any position remaining unfilled the Returning Officer or his nominee shall decide by a draw the Candidate who is elected. Such a draw shall be taken at such time and place as the Returning Officer shall decide and the Returning Officer's declaration as to the Candidate elected shall be final.
- .18 Each Candidate may nominate in writing to the Returning Officer not later than fourteen (14) days after ballot papers are sent out to members another member who is not a Candidate to act as a scrutineer on the Candidate's behalf for the counting of votes.
- .19 The non-receipt of any ballot papers shall not invalidate an election.
- .20 Any voting paper upon which the votes are not recorded for the exact number of Candidates to be elected or which is not completed when received shall be rejected as informal.
- .21 In the case of any minor irregularity or in any other case of doubt as to the formality of any voting paper the matter shall be decided by the Returning Officer whose decision is final and conclusive.
- .22 The Board may direct the Returning Officer to destroy the ballot papers at any time after the expiration of two (2) calendar months after the date of declaration of the election result.

32. Subject to the Act, the office of an elected director becomes vacant at the time of the Annual General Meeting of the Trust held in the second year following the year of the Annual General Meeting in which the director was elected.

RETURNING OFFICER

33. The Board shall on or before the last day for nominations pursuant to Rule 31.3 appoint a Returning Officer who shall not be a candidate for the proposed election. The Returning officer shall comply with the directions of the Board but otherwise shall be responsible for the counting of the votes and the conduct of the election. The declaration of the Returning Officer as to whether any candidate has been duly elected will be final.
34. Prior to the Annual General Meeting the Returning Officer shall furnish a certificate showing:-
 - .1 the number of votes received for each candidate;
 - .2 the names of the candidates elected;
 - .3 the order of their election under these rules.

A declaration as to the result of an election shall be announced by the Returning Officer at the Annual General meeting and in the absence of the Returning Officer by the Chair of the Meeting.

35. Whenever any candidate dies or withdraws candidature or becomes or is found to be ineligible after preparation of the ballot papers and prior to the close of the Annual General Meeting and who receives a sufficient number of votes to be elected the candidate amongst the unsuccessful Candidates who receives the largest number of votes shall be declared the elected candidate.

PROCEEDINGS OF THE BOARD

36. The Board may meet together for the dispatch of business adjourn and otherwise regulate their meetings and proceedings it thinks fit provided the Board shall meet at least six (6) times in each year.
37. The first meeting of the Board after the Annual General meeting in each year shall take place within thirty (30) days from the date of the Annual General Meeting.
38. Seven (7) directors shall form a quorum.
39. A meeting of directors may be convened by the President, Executive Director or by any three directors at any time and the secretary shall on the requisition of the President, Executive Director or three directors convene a meeting of the Board.
40. All directors shall be entitled to the same period of notice for each meeting of the Board.
41. At the first meeting of the Board held after the Annual General Meeting, the directors, except the Executive Director, shall elect:-
 - .1 the President;
 - .2 the Deputy President;
 - .3 the Treasurer.

In case no more than the required number of Candidates shall be nominated for any office the candidate or candidates so nominated shall be declared elected. In the event of there being more than the required number of Candidates for any office an election by exhaustive secret written ballot to fill such office shall be held by the Executive Director in the following manner:-

 - (a) The candidate receiving the least votes shall be eliminated and then by secret written ballot of the remaining Candidates eliminating the candidate receiving the least votes and then by re-ballot until there shall only be two Candidates ("the final ballot") and after the final ballot the candidate receiving the most votes shall be declared elected to the office the subject of the election.
 - (b) If on any ballot except the final ballot two or more Candidates obtain an equal number of fewest votes for any position the Executive Director shall decide by a draw the candidate who is eliminated.
 - (c) If on any final ballot two Candidates obtain an equal number of votes the final ballot shall be re-balloted and if after a re-ballot the two Candidates have obtained an equal number of votes the Executive Director shall decide by a draw the candidate who is elected and the Executive Director's declaration as to the candidate elected shall be final.
42. At every meeting of the Board the President or in the absence the President the Deputy President shall be Chairman. If at any meeting the President or Deputy President is not present within fifteen (15) minutes of the time appointed for the holding of the meeting or is unwilling or is unable to act the directors present shall choose one of their number to be Chair of such meeting.
43. Any director may be paid all travelling accommodation and other expenses properly incurred by the director in attending and returning from meetings of the directors and any committee of the directors or general meetings of the Trust or otherwise in connection with the business of the Trust.
44. Except as provided by rule 43 no remuneration shall be paid or payable to any elected director.

45. **ACTING DIRECTORS**

Subject to the Act:-

- .1 A director may, with the approval of the Board, appoint a person (who is a member of the Trust) to be an acting director in the place of that director during such period as that director thinks fit.
- .2 An acting director is entitled to notice of meetings of the directors and, if the director making the appointment is not present at such a meeting is entitled to attend and vote in the place of that director
- .3 An acting director may exercise any powers that the director making the appointment may exercise and the exercise of any such power by the acting director shall be deemed to be the exercise of the power by the director making the appointment
- .4 The appointment of an acting director may be terminated at any time by the director making the appointment notwithstanding that the period of the appointment of the acting director has not expired, and terminates in any event if the director making the appointment vacates office as a director.
- .5 An appointment or the termination of an appointment, of an acting director shall be effected by a notice in writing signed by the director who makes or made the appointment and served on the Trust.

46. **VACANCY OF NON-EXECUTIVE DIRECTOR**

- .1 A vacancy created by the removal of a director under Clause 6(f) Schedule 1 of the Act may be filled by an ordinary resolution at the meeting at which the director is removed.
- .2 If the removed director was a Metropolitan Director a person appointed as a director in the place of a person removed aforesaid must qualify as a Metropolitan Director.
- .3 If the removed director was a Non-Metropolitan Director a person appointed as a director in the place of a person removed aforesaid must qualify as a Non-Metropolitan Director.
- .4 A person appointed as a director in the place of a person removed under Clause 6(f) Schedule 1 of the Act shall be treated, for the purpose of determining the time at which that person or any other person is to retire, as if that person had become a director on the day on which the person in whose place that person is appointed was last appointed a director.

47. **MINUTES OF A BOARD**

The Board shall cause minutes to be duly entered in books provided for that purpose of:-

- .1 all appointments of officers;
- .2 the names of the directors present at each meeting;
- .3 all resolutions and proceedings of the Board.

48. All minutes shall be approved by the Board at the next meeting of the Board and signed by the Chair of that meeting.

49. Any such minute if purporting to be so signed shall be evidence of the proceedings.

50. Where minutes have been made in accordance with the provisions of these Rules of the proceedings at any meeting then until the contrary is proved the meeting shall be deemed to have been duly held and convened and all proceedings thereat to have been duly had and all appointments made thereat shall be deemed to be valid.

COMMITTEES OF THE BOARD

51. The Board may appoint and refer and delegate to committees of the Board ("Committee of the Board") such functions as the Board deems necessary or expedient and:-
- .1 a Committee of the Board shall minute its proceedings and shall promptly forward copies of its minutes to the Executive Director;
 - .2 a Committee of the Board shall keep the Executive Director advised of all functions and activities undertaken or proposed;
 - .3 the President and the Executive Director shall be ex-officio members of a Committee of the Board;
 - .4 only members of the Trust may be members of a Committee of the Board;
 - .5 a Committee of the Board shall obey the directions from time to time of the Board;
 - .6 the members of a Committee of the Board may elect one of their number as Chair of their meetings;
 - .7 Where such a meeting is held and:-
 - (a) a Chair has not been elected as provided by rule 51.6; or
 - (b) the Chair is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act;the members present may elect one of their number to be Chair of the meeting;
 - .8 a Committee of the Board may meet and adjourn as it thinks proper;
 - .9 questions arising at a meeting of a Committee of the Board shall be determined by a majority of votes of the members present and voting;
 - .10 in the case of an equality of votes, the Chair, in addition to the Chair's deliberative vote, has a casting vote;
 - .11 the greater of three (3) members or one-third of the number comprising a Committee of the Board shall constitute a quorum; [amended AGM 25 Nov 1995]
 - .12 the Board may at any time by notice in writing posted up at the Office-
 - (a) terminate the appointment of a Committee of the Board;
 - (b) terminate the appointment of any person to a Committee of the Board;
 - (c) appoint additional or new members to a Committee of the Board;
 - .13 all assets acquired by a Committee of the Board and its books and records shall be and remain the property of the Trust;
 - .14 upon the termination of the appointment of a Committee of the Board it shall deliver to the Board all the books records and assets held by it and give a proper account thereof.

LOCAL BRANCHES, REGIONAL COMMITTEES AND GENERAL COMMITTEES

52. The Board may approve the formation by members of local branches ("local branches") regional committees ("regional committees") and other special interest bodies of members (general committees").

LOCAL BRANCHES AND REGIONAL COMMITTEES

53. .1 The Board shall define local branches by reference to postcodes.
- .2 A member ordinarily resident within the area of a local branch is a member of that local branch.

- .3 The Board shall specify the name of a local branch.
- .4 The objects of local branches shall be:-
 - (a) to promote the Trust and its objects within the branch area
 - (b) to recruit new members to the Trust;
 - (c) to keep the Executive Director advised of local activities (including social activities) related to the objects of the Trust.
- .5 The Board may aggregate local branches into regions.
- .6 The affairs of a number of local branches aggregated into regions may be controlled by a regional committee in like manner as if that regional committee was itself a local branch.

GENERAL COMMITTEES

- 54. .1 A member on written application to the Executive of a general committee may be accepted for membership of that general committee.
- .2 The Board shall specify the name of a general committee.
- .3 The objects of a general committee shall be such objects as the Board may approve and shall include:-
 - (a) the promotion of the Trust and the objects of the particular general committee
 - (b) to keep the Executive Director advised of its activities.
- 55. Each local branch, regional committee and general committee shall operate subject to:
 - (a) the Act;
 - (b) the Rules;
 - (c) resolutions and directives of the Board; and
 - (d) the regulations set forth in the Schedule.

THE SCHEDULE

In these regulations "Trust Organisation" means a local branch, regional committee or general committee as the case may be.

- (1) All assets administered by or under the control of a Trust Organisation belong to the Trust.
- (2) A Trust organisation shall, as far as practicable,
 - (a) provide financial support to the Trust;
 - (b) prepare annual budgets;
 - (c) make an annual contribution to the general purposes of the Trust;
 - (d) deposit moneys to the central Trust bank account.
- (3) A Trust Organisation shall have an Executive of not less than five members from whom there shall be elected a
 - Chair;
 - Deputy Chair;
 - Treasurer; and
 - Secretary.

Membership of the Executive so elected is subject to ratification and approval by the Board.

- (4) The President and the Executive Director are ex-officio members of a Trust Organisation and its Executive.
- (5) A Trust organisation shall keep the Executive Director advised of all functions and activities undertaken or proposed.
- (6) A Trust Organisation and its Executive shall minute its proceedings and shall promptly forward copies of its minutes to the Executive Director.
- (7) A Trust Organisation shall hold an annual general meeting of its members in each financial year of the Trust and shall give not less than twenty-eight (28) days prior written notice of the annual general meeting to the Executive Director.
- (8) At meetings of a Trust Organisation the greater of three (3) members or one-third of the number which constitutes the Trust Organisation shall constitute a quorum. [amended AGM 25 Nov 1995]
- (8a) At meetings of the Executive of a Trust Organisation the greater of three (3) members or one-third of the number comprising the Executive of the Trust Organisation shall constitute a quorum. [added AGM 25 Nov 1995]
- (9) The election of the Executive of a Trust Organisation shall be conducted at each annual general meeting of the Trust Organisation.
- (10) Each annual general meeting of a Trust Organisation shall receive a report and financial statement from the outgoing Executive.
- (11) A Trust Organisation shall comply with the standard rules (if any) applicable to that Trust Organisation published from time to time by the Executive Director.
- (12) A Trust Organisation shall:-
 - (a) conduct such bank accounts as the Executive Director may authorise and only in such manner as directed;
 - (b) operate only within the area, objects or purposes approved by the Board unless otherwise authorised by the Executive Director; and
 - (c) keep such financial records in the form and manner prescribed from time to time by the Executive Director.
- (13) All books and records of a Trust Organisation shall be and remain the property of the Trust and shall be delivered up to the Board whenever so requested by the Board.
- (14) The Board may at any time in writing posted up at the Office:-
 - (a) terminate the appointment of the Executive of a Trust Organisation
 - (b) terminate the appointment of any person to the Executive of a Trust Organisation.

- (15) In the case of an equality of votes, the Chair, in addition to the Chair's deliberative vote, has a casting vote. [added AGM 25 Nov 1995]

MEETING OF MEMBERS

56. The Annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.
57. Not less than one hundred and twelve (112) days beforehand the Board shall fix a place, date and time for the Annual General Meeting. [amended AGM 2001]
58. The Board may at any time call, or two hundred (200) of the members of the Trust may requisition an Extraordinary General Meeting of the members. Such meetings when called by members shall be held as soon as practicable but in any case not less than (2) months after requisition.
59. At least twenty-one (21) days notice specifying the place date and time of any meeting and the general nature of business to be transacted shall be given to each member and no business shall be transacted at any meeting unless such notice has been given. The exact words of any motion to be put to any Extraordinary General Meeting called by the members and any motion to make revoke or vary any Rules shall be forwarded to the office at the time the meeting is called and shall be available for inspection by any member entitled to vote at the meeting at the Office during ordinary business hours. Any notice of any meeting of the members may be published in any daily newspaper circulating generally in New South Wales.
60. Any member who is desirous of bringing forward any motion for consideration at any meeting shall forward to the Office not less than forty-two (42) days before the meeting a notice in writing signed by the member and one other member as a seconder stating the exact words of the motion the member desires to move.
61. Any member who is desirous of bringing forward any business (other than a motion) for discussion at any meeting shall forward to the Office not less than seven (7) days before the meeting a notice in writing signed by the member stating the general nature of the business for discussion. In the absolute discretion of the Chair of the meeting, the Chair may permit discussion of any business of which such notice has or has not been given.
62. Fifty (50) members entitled to vote and personally present shall be a quorum for any meeting.
63. (1) no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business
(2) For the purpose of determining whether a quorum is present, a person attending as a proxy or as representative of a Non-Individual Member, shall be deemed to be a member.
64. If a quorum is not present within half an hour from the time appointed for a meeting:-
.1 where the meeting was convened upon the requisition of members - the meeting shall be dissolved; or
.2 in any other case:-
(a) the meeting stands adjourned to such day, and at such time and place, as the directors determine or, if no determination is made by the directors, to the same day in the next week at the same time and place; and

- (b) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting:-
 - (i) two members constitute a quorum; or
 - (ii) where two members are not present -the meeting shall be dissolved.

- 65. The President or in the absence of the President, the Deputy President shall take the Chair at every meeting. If the President or Deputy President is not present within half an hour after the time appointed for such meeting or being present is unable or unwilling to act the directors present may choose a Chair and in default of so doing the members present and entitled to vote shall choose one of the members entitled to vote to be Chair.

- 66. The Chair may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 67.
 - .1 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
 - .2 Except as provided by rule 67.1, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
 - .3 If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting:-
 - (a) two members constitute a quorum; or
 - (b) where two members are not present - the meeting shall be dissolved

- 68.
 - .1 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result the show of hands) demanded: -
 - (a) by the Chair;
 - (b) by at least one-tenth of the members present and entitled to vote.
 - .2 Unless a poll is so demanded, a declaration by the Chair that a resolution on a show of hands has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Trust is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
 - .3 The demand for a poll may be withdrawn.

- 69.
 - .1 If a poll is duly demanded, it shall be taken in such manner and (subject to rule 69.2) either at once or after an interval, or adjournment or otherwise as the Chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
 - .2 A poll demanded on the election of the Chair or on a question of adjournment shall be taken forthwith.

- 70. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to the Chair's deliberative vote has a casting vote.

- 71.
 - .1 At meetings of members each member entitled to vote may vote in person or by proxy or attorney; and
 - .2 on a show of hands every person present who is a member or representative of a Non-Individual Member has one vote, and on a poll every person present in person or by proxy or attorney has one vote for each membership represented.

72. If a member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, his committee or Trustee or such other person as properly has the management of his estate may exercise any rights of the member in relation to a General Meeting as if the committee, Trustee or other person were the member.
73. .1 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
 .2 Any such objection shall be referred to the Chair of the meeting, his decision is final.
 .3 A vote not disallowed pursuant to such objection is valid for all purposes.

PROXY

74. .1 An instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a Non-Individual Member either under seal or under the hand of an officer or attorney duly authorised.
 .2 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.
 .3 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
 .4 An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:

THE NATIONAL TRUST OF AUSTRALIA (NEW SOUTH WALES)

I/We.....

Of.....

being a member/members of the National Trust of Australia (New South Wales), hereby appoint.....of.....
or in the absence of the person first named.....

Of.....

As my/our proxy to vote for me/us on my/our behalf at the

*Annual General

*General meeting of the National Trust of Australia (New South Wales) to be held on the day of, 20..... and at any adjournment of that meeting.

+ This form is to be used *in favour of

*against the resolution

Signed this..... day of, 20.....

*Strike out whichever is not desired

+ To be inserted if desired.

75. An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority is/or are deposited, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty—four (24) hours before the time appointed for the taking of the poll, at the office.

76. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the member, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no information in writing of the death, unsoundness of mind or revocation has been received by the Trust at the office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.
77. The determination of the Chair on any matter relating to the conduct of a meeting the entitlement of any person to vote and the interpretation of these Rules shall be final and conclusive.

MINUTES

78. .1 The Trust shall:
- (a) cause minutes of all proceedings of General Meetings to be entered within one (1) month after the relevant meeting is held in books kept for that purpose; and
 - (b) cause those minutes to be signed by the Chair of the meeting at which the proceedings took place or by the Chair of the next succeeding meeting.
- .2 Any minute that is so entered and in a case to which Rule 78.1(b) applies, purports to be signed as provided in that sub-rule, is prima face evidence of the proceedings to which it relates.
- .3 Where minutes have been so entered and, in a case to which Rule 78.1(b) applies, signed, then, unless the contrary is proved:-
- (a) the meeting shall be deemed to have been duly held and convened;
 - (b) all proceedings that are recorded in the minutes as having taken place at the meeting shall be deemed to have duly taken place; and
 - (c) all appointments of officers or auditors that are recorded in the minutes as having been made at the meeting shall be deemed to have been validly made.

INSPECTION OF MINUTE BOOK

79. .1 The Trust shall keep the books containing its minutes of any General Meeting at the office and shall ensure that they are open for inspection by members without charge.
- .2 A member may request the Trust in writing to furnish the member with a copy of any minute of a General Meeting, and, where such a request is made, the Trust shall send the copy to that member:
- (a) if the Trust requires payment of an amount not exceeding the amount prescribed from time to time for corporations in like manner as if the Trust was a corporation - within twenty-one (21) days after payment of the amount is received by the Trust; or
 - (b) in the case to which paragraph (a) does not apply - within twenty-one (21) days after the request is made.

DELEGATION

80. Without limiting the functions powers and authorities conferred on the Executive Director by the Act the Board may delegate to the Executive Director and the Executive Director may sub delegate to a Committee of the Board appointed in accordance with Rule 51 such functions (including financial functions) as the Board deems necessary or expedient.

ACCOUNTS AND AUDIT

81. The Board shall:-
- .1 keep such accounting records as correctly record and explain the transactions of the Trust (including any transactions as Trustee) and the financial position of the Trust; and
 - .2 keep its accounting records in such a manner as will enable:-
 - (a) the preparation from time to time of true and fair accounts of the Trust; and
 - (b) the accounts of the Trust to be conveniently and properly audited in accordance with the Act.

The accounting records shall be kept at the Office or at such place or places as the Board thinks fit and shall at all times be open to inspection by the directors.

82. The Board may from time to time determine to what extent and under what conditions the accounting records of the Trust shall be open to inspection by the members and no member shall have any right to inspect any accounting records or documents of the Trust except as authorised by the Board.
83. An auditor shall be appointed at each Annual General Meeting and shall be a registered public auditor. The auditor shall hold office until the next Annual General Meeting and shall be eligible for re-election. The remuneration of the auditor shall be determined by the Board. The auditor or partners or employees of the auditor shall not be eligible for nomination as directors. In the event of any casual vacancy in the office of the auditor the Board shall have power to appoint a successor and such successor shall hold office for the residue of the predecessor's term.
84. Subject to the Act the directors shall not less than fourteen (14) days before the Annual General Meeting of the Trust or if no Annual General Meeting of the Trust is held within which if the Trust was a corporation it was required to be held not less than fourteen (14) days before the end of that period, cause to be made out a profit and loss account for the last financial year of the Trust being a profit and loss account that gives a true and fair view of the profit and loss of the Trust for that financial year.
85. The directors shall not less than fourteen (14) days before the Annual General Meeting of the Trust or if no Annual General Meeting of the Trust is held within the period within which if the Trust was a corporation it is required to be held not less than fourteen (14) days before the end of that period, cause to be made out a balance sheet as at the end of the last financial year of the Trust being a balance sheet that gives a true and fair view of the state of affairs of the Trust as at the end of that financial year.
86. The directors shall cause to be attached to or endorsed upon the accounts the auditor's report relating to those accounts.

EXPULSION

87. Where any member has, in the opinion of the Board wilfully failed to comply with these Rules or the By-Laws of the Trust or has in the opinion of the Board acted materially prejudicial to the interests of the Trust, the Trust may after special resolution of the Board by notice in writing, by registered post to that member expel such member from membership of the Trust. The Board shall not be required to assign any reason for the expulsion.
88. The expelled member shall upon written request, be afforded an opportunity to address the Board to give reasons why the member should not have been expelled and unless a majority of Directors present and voting shall vote for the expulsion to be cancelled the expulsion shall be confirmed.

89. No expelled member shall be entitled to a refund of any subscription paid. The Trust may recover as a debt due the unpaid subscription of an expelled member.

INDEMNITY

90. Every officer, auditor, or agent for the time being of the Trust or any of its committees shall be indemnified out of the assets of the Trust against any liability incurred by the officer, auditor or agent in defending any proceedings whether criminal or civil, in which judgement is given in favour of that officer, auditor or agent or in which the officer, auditor or agent is acquitted or in connection with any application in which relief is under the Law granted to that officer, auditor or agent by the Court.

CONFIDENTIALITY

91. Every director, member and servant of the Trust and member of any committee, shall observe strict secrecy respecting all confidential documents or confidential information regarding transactions of the Trust which the Board, President, Deputy President, Executive Director or Treasurer shall signify be kept confidential.
92. No person may express any view or opinion as being that of the Trust nor, in expressing those views or opinions, in any way identify the person with the Trust unless that person shall first obtain the consent of the President, the Executive Director or the Board.

NOTICE TO MEMBERS

93. Any notice by the Act or these Rules directed or required to be given to or served upon any person shall be taken to have been duly given or served if the same be sent by post in a pre-paid envelope addressed to that person at that person's last place of address entered in the record of members or at that person's last known address.
94. In the case of members having the same residential address a notice shall be taken to have been duly given or served on each such member if one notice is sent in a pre-paid envelope addressed to such members jointly at their last place of address entered in the record of members or at their last known address.
95. Any notice sent by post shall be taken to have been given or served at the expiration of forty eight (48) hours after the envelope containing same has been posted and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and put into any post office or proper receptacle for receiving letters. A certificate in writing signed by the Executive Director or other Officer of the Trust that the envelope containing the Notice was so addressed and posted shall be conclusive evidence thereof.
96. The signature to any notice given by the Trust may be written or printed.
97. The non-receipt of any Notice shall not invalidate the proceedings of a meeting held in pursuance of such notice.

RESCISSION OF RESOLUTIONS OF THE BOARD

98. .1 No resolution of the Board shall be rescinded at any subsequent meeting unless seven (7) days notice in writing of the rescission motion be given to all directors.
- .2 All acts done by any meeting of the directors or of a Committee of the Board or by any person acting as a director or servant of the Trust pursuant to a motion subsequently rescinded are notwithstanding the rescission as valid as if the motion had not been so rescinded.

SECRETARY

99. .1 The Executive Director shall appoint the Secretary of the Trust. The Secretary of the Trust holds office on such terms and conditions as the Board shall determine.
- .2 Unless otherwise determined by the Board the Secretary shall be the Public Officer of the Trust.
- .3 The Secretary shall be present at the office in person or by an agent on the days and during the hours when the office is open and accessible to the public.

OFFICE

100. .1 The Trust shall at all times have and maintain the office to which all communications and notices may be addressed.
- .2 The office shall be open for such hours (being not less than three (3)) between the hours of 9 a.m. and 5 p.m. of each business day.
- .3 The books and records of the Trust shall be kept at the office.

ALTERATION OF RULES

101. No alterations or additions to these Rules shall be made without the approval of the majority of such members of the Trust as, being present and entitled so to do vote, at a general meeting of the Trust.
102. [Deleted – By resolution at the AGM on 27 November 2004]
103. [Deleted – By resolution at the AGM on 27 November 2004]
104. [Deleted – By resolution at the AGM on 27 November 2004]
105. [Deleted – By resolution at the AGM on 27 November 2004]