

# CONSTITUTION

## OF THE

### AUSTRALIAN CHINESE MEDICAL ASSOCIATION

### INCORPORATED

#### 1. NAME

The name of the Association shall be Australian Chinese Medical Association Incorporated, hereinafter referred to as "the Association".

#### 2. REGISTERED OFFICE

The registered office of the Association shall be in Sydney in the state of New South Wales.

#### 3. OBJECTS

(1) To promote professional standards of members.

(2) To provide a forum for professional and social exchange amongst its members.

(3) To promote and conduct continuing medical education and research in professional skills and knowledge of members.

(4) To provide responses to community issues affecting the members.

(5) To acquire and accumulate knowledge and provide responses in relation to health issues affecting the Chinese community in Australia.

(6) Without compromising the fulfilment of the above stated objects enumerated in sub-clauses (1) to (5), from time to time, to perform the following secondary functions:-

(a) To contribute to deserving charitable causes and organisations.

(b) To perform acts of good corporate citizenship.

(c) To promote mutual understanding and to liaise with other medical organisations.

(7) To do all such things as the Management Committee of the Association considers necessary or desirable in the furtherance of the objects of the association.

#### **4. ORDINARY MEMBERSHIP**

(1) A person is qualified to be an Ordinary Member of the Association if, but only if he/she is a natural person who

(a) is a registered medical practitioner in a state or territory of the Commonwealth of Australia, who subscribes to the objects of the Association, and who agrees to abide by the rules and regulations from time to time applicable to its members;

(b) has been nominated for membership as provided herein;

(c) has been approved for membership by the Management Committee of the Association.

(2) Ordinary Members shall enjoy full voting rights. They shall be eligible to be nominated and elected to the Management Committee.

(3) An Ordinary Member of good standing for two consecutive years may become a Life Member upon approval by the Management Committee and after payment of a Life Membership Fee as prescribed in Clause 12(3) herein.

#### **5. NOMINATION FOR ORDINARY MEMBERSHIP**

(1) Nomination of a person for Ordinary Membership

(a) shall be made by two Ordinary Members in writing in such form as the Management Committee shall from time to time prescribe and

(b) shall be lodged with the Secretary of the Association.

(2) As soon as practicable after receiving a nomination for membership the secretary shall refer the nomination to the Management Committee which shall determine whether to approve or reject the nomination.

(3) Where the Management Committee determines to approve a nomination for membership, the Secretary shall, as soon as practicable after the determination, notify the nominee of that approval and request him/her to pay within a period of 28 days after receipt by him/her of the notification, the sum payable by a member as entrance fee and annual subscription.

(4) The secretary shall, on payment by the nominee of the amounts referred to in sub-clause 3 above within the period referred to therein, enter the nominee's name in the register of members and, upon the name being so entered, he/she shall become an ordinary member of the Association.

## **6. CESSATION OF ORDINARY MEMBERSHIP**

A person ceases to be an Ordinary Member of the Association if he/she:-

- (a) dies;
- (b) resigns his/her membership;
- (c) fails to pay outstanding membership fees within two calendar months of the due date;
- (d) is expelled from the Association;
- (e) ceases to be a registered medical practitioner in a state or territory of the Commonwealth of Australia.

## **7. RE-ELIGIBILITY**

Any person who has ceased to be a member of the Association, for whatever reason, shall be eligible for re-nomination as a member at the absolute discretion of the Management Committee and shall pay the whole or any portion of arrears of subscription due from him/her to the Association as determined by the Management Committee.

## **8. OTHER CATEGORIES OF MEMBERSHIP**

(1) Intern Members – This category of membership is restricted to persons in the first year after attaining a basic medical qualification and who have conditional registration as interns to practise medicine in a state or territory of the Commonwealth of Australia.

Nomination for Intern Membership shall be made by two ordinary members, in such form as the Management Committee shall from time to time prescribe. Intern Members shall enjoy all the benefits of membership but shall have no voting rights or eligibility to hold office in the Management Committee.

Intern Membership of any person shall lapse at the end of the membership year.

(2) Honorary Members - This membership shall be conferred by resolution of the Management Committee. Honorary Members shall enjoy all the benefits of membership, but shall have no voting rights or eligibility to hold office in the Management Committee.

The Honorary Membership of any person may only be rescinded by a special resolution passed by a three quarters (3/4) majority of members who are entitled to vote at any general meeting provided not less than 28 days written notice of the proposed rescission has been given.

## **9. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

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

- (a) Is not capable of being transferred or transmitted to another person and
- (b) Terminates upon cessation of the person' s membership.

## **10. RESIGNATION OF MEMBERSHIP**

(1) A member of the Association is not entitled to resign his/her membership except in accordance with this clause.

(2) A member of the Association who has paid all amounts payable by him/her to the Association in respect of his/her membership may resign by first giving notice (being not less than one month or such other period as determined by the Management Committee) in writing to the Secretary of his/her intention to resign and, upon the expiration of such notice, the member ceases to be a member.

(3) Where a person ceases to be a member pursuant to sub-clause (2) above, and in every other case where a person ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the person ceased to be a member.

## **11. REGISTER OF MEMBERS**

(1) The Secretary of the Association shall establish and maintain a register of members specifying the name, current address, telephone number, year of attainment of basic medical qualifications of each member of the Association and the date on which he/she became a member.

(2) This register shall be kept at the principal place of administration of the Association and shall be open for inspection free of charge by any member of the Association at any reasonable hour of any working day of the week.

## **12. FEES**

### **(1) Entrance Fee**

The Entrance Fee for the following membership year shall be determined at the AGM. Any person approved for Ordinary Membership of the Association shall pay the prescribed Entrance Fee. Persons approved for Intern Membership or Honorary Membership shall not pay the Entrance Fee.

### **(2) Annual Membership Fee**

(a) Annual Membership Fee falls due on the 1<sup>st</sup> January every year. Annual Membership Fee for the following membership year shall be determined at the AGM. All members, except Life Members and Honorary Members shall pay the prescribed Annual Membership Fee.

Provided that the following members shall pay only half of the Annual Membership Fee:-

(i) Members who have attained their basic medical qualification within a period of 36 months prior to the beginning of the membership year;

(ii) Members who are spouses of ordinary members;

(iii) Members who have retired from medical practice; and

(iv) Members who reside interstate or overseas for a continuous period of at least 6 months of the membership year.

(b) Membership year commences on 1<sup>st</sup> January and ends on 31<sup>st</sup> December. Any person joining the Association between the 1<sup>st</sup> July and 31<sup>st</sup> December is liable to pay only half the prescribed fee as defined in Clause 12(2)(a).

### **(3) Life Membership Fee**

This is equivalent to twelve times the Annual Membership Fee current at the time of application. A Life Member shall not be liable for any further membership fee. Life Membership Fee, once paid, is not refundable under any circumstances.

## **13. INDEMNITY OF MANAGEMENT COMMITTEE MEMBERS**

Management Committee Members shall be indemnified out of the funds of the Association for any liability incurred by them in the bona fide execution of their duties under this constitution.

#### **14. 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 cost, 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 Clause 12 herein.

#### **15. DISCIPLINING OF MEMBERS**

(1) Where the Management Committee is of the opinion that a member of the Association has:-

(a) persistently refused or neglected to comply with a provision(s) of the constitution,

OR

(b) persistently or wilfully acted in a manner prejudicial to the interest of the Association,

the Management Committee may by resolution

(a) expel the member from the Association,

OR

(b) suspend the member from membership of the Association for a specified period.

(2) A resolution of the Management Committee under sub-clause (1) will be of no effect unless confirmed by the Committee within 14 to 28 days of service of notice on the member in accordance with the provisions in sub-clause (3).

(3) Where a resolution is passed under sub-clause (1), the Secretary shall as soon as practicable, cause a notice to be served on the member setting out the following: -

(a) the resolution of the Management Committee and the grounds on which it is based;

(b) the member's right to address the Management Committee at a meeting to be held within 14 to 28 days of service of the notice;

(c) the date, place and time of that meeting;

(d) the member's right to

(i) attend and speak at the meeting

OR

(ii) submit to the Management Committee a written representation relating to the resolution, prior to the meeting or at the meeting,

OR

(iii) do both.

(4) At the meeting held in accordance with Clause (3), the Management Committee shall:-

(a) Give the member an opportunity to make oral representation.

(b) Give due consideration to any written representation submitted by the member to the Committee prior to or at the meeting.

(c) By resolution determine whether to confirm or revoke the first resolution.

(5) Where the Management Committee confirms a resolution under sub-clause (4), the Secretary shall, within 7 days after that confirmation, by notice in writing, inform the member of the fact and of the member's right of appeal under Clause 16.

(6) A resolution confirmed by the Management Committee under sub-clause (4) will not take effect

(a) until the expiration of the period of appeal

OR

(b) where the member exercises his right of appeal until the Association confirms the resolution in accordance with Clause 16 (4).

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

(1) A member may appeal to the Association in general meeting against a resolution of the Management Committee which has been confirmed under Clause 15 (4), within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.

(2) Upon receipt of the notice from a member under sub-clause (1), the Secretary shall notify the Management Committee which shall convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

(3) At the General Meeting convened under sub-clause (2):-

(a) no business other than the question of the appeal shall be transacted;

(b) the Management Committee and the member shall be given the opportunity to state their cases orally or in writing or both;

(c) the Ordinary Members present shall vote by secret ballot allowing or dismissing the appeal.

(4) If by special resolution the Association dismisses the appeal, the resolution of the Management Committee will be deemed to be confirmed.

## **17. MANAGEMENT**

(1) The management of the Association shall be vested in a Management Committee consisting of at least 6 Ordinary financial members of the Association and of good standing. They shall be elected by the Ordinary Members at a properly constituted Annual General Meeting.

(2) Committee members shall hold office until the next Annual General Meeting.

(3) The actual number of succeeding Management Committee members shall be determined by the incumbent Management Committee.

(4) The Management Committee may by resolution form sub-committees, and has the power to co-opt any person(s) to serve in such sub-committees for any purpose(s), and for such length of time as in its opinion is in the interest of the Association. The Chairman of every sub-committee must be a member of the Australian Chinese Medical Association and shall be appointed by the Management Committee. The members of every such sub-committee must be approved by the Management Committee. The President and Vice-Presidents of the Association shall be ex-official members of every subcommittee.

(5) No member of the Management Committee shall be appointed to any salaried office of the Association or be paid fees or receive remuneration or any other benefits in money or money's worth except reimbursements of out-of-pocket expenses properly incurred in the discharge of the business of the Association and payments of interest at a rate not exceeding the prime rate currently chargeable by commercial banks in Sydney for money lent to the Association, and reasonable rental for premises rent to the Association.

(6) Procedure for Election:-

The election shall be conducted by the Returning Officer. Each financial member shall be eligible to vote by one of the following methods:

(a) in person at the Annual General Meeting, or

(b) by proxy at the Annual General Meeting, or

(c) by postal ballot.



(7) Returning Officer:-

The Returning Officer shall be elected at each Annual General Meeting. The Management Committee shall appoint a replacement if, for any reason, the Returning Officer is unable to fulfil his duty. No Returning Officer shall be eligible to stand for election to the Management Committee during his/her term of office.

(8) Preparation for election

(a) At least 60 days before the date fixed for the Annual General Meeting in each year during which an election of members of the Management Committee is to take place, the Returning Officer must cause an election notice to be sent by post to all financial members of the Association who are entitled to vote in the election.

(b) The election notice is to:-

- (i) state the purpose of the election to be held by the Returning Officer;
- (ii) state the number of positions in the next Management Committee;
- (iii) invite nominations for the election;
- (iv) include a nomination form and advise where further nomination forms may be obtained;
- (v) specify the time and date for the close of the nominations in the election;
- (vi) specify the place where the nominations for the election may be lodged;
- (vii) specify that candidates in the election and the nominators must all be financial members;
- (viii) specify the time and date for the close of the membership roll in the election; and
- (ix) specify the time and date for the close of the postal ballot in the election.

(c) The dates specified in an election notice for the close of nominations, the close of the roll and the close of the postal ballot in the election must comply with the following requirements:

- (i) there is to be a period of at least 30 days between the date the election notice is posted to Members and the date for the close of nominations;
- (ii) the date for the close of the roll is to be not later than the date for the close of nominations;
- (iii) there is to be a period of at least 30 days between the date for the close of nominations and the date for the close of the postal ballot; and
- (iv) there is to be a period of at least 7 days between the date for the close of the postal ballot and the election.

(d) Each completed nomination must be in writing and contain the following information:

- (i) the full name and postal address of the candidate;
- (ii) the full names and signatures of at least 2 nominators;
- (iii) the signature of the candidate consenting to the nomination.

(e) Where the number of nomination received is less than the number of positions in the Management Committee, the Returning Officer would declare all candidates duly elected.

(f) The Returning Officer must prepare a ballot paper to:

- (i) set out the candidates for the election;
- (ii) include instructions for completing the ballot paper;
- (iii) state the closing time and date of the postal ballot; and
- (iv) be sent out no later than 14 days before the close of the postal ballot.

(9) Postal vote

(a) The Returning Officer must post a ballot paper to each person from a list of eligible members obtained from the Secretary.

(b) The Returning Officer shall be responsible for the sorting, counting and recording of the postal ballot papers at the Annual General Meeting.

(10) The Returning Officer must destroy the ballot papers 2 months after the declaration of the ballot.

## **18. OFFICE-BEARERS**

(1) The Management Committee shall consist of the following office-bearers:-

- (a) The President
- (b) The Senior Vice-President
- (c) Vice-president
- (d) The Treasurer
- (e) The Secretary
- (f) Such other additional office-bearers as shall be decided by the elected Management Committee members pursuant to the provisions in Clause 18 (2).

(2) The elected committee members shall elect the office-bearers by secret ballot amongst themselves at its first committee meeting to be convened by the Returning Officer immediately at the conclusion of the Annual General Meeting.

(3) In the event of a casual vacancy occurring, the committee may appoint an Ordinary Member to fill the vacancy and the person so appointed shall hold office until the conclusion of the next Annual General Meeting.

(4) No member shall hold the office of President for more than three consecutive terms.

## **19. PROCEEDINGS OF THE MANAGEMENT COMMITTEE**

(1) The Management Committee shall meet at least once every two months to dispatch the business of the Association. The President and the Secretary may at the request of any two other members of the Management Committee call a meeting of the committee at any time.

(2) Matters arising at any committee meeting shall be decided by a majority of those present which shall for all purposes be a determination of the committee. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

(3) Subject to Clause 24, the committee may act notwithstanding any vacancy in the committee.

## **20. CASUAL VACANCIES**

A casual vacancy in the office of a member of the committee occurs if the member:-

(a) dies;

(b) ceases to be a member of the Association;

(c) becomes an insolvent under administration within the meaning of the New South Wales Companies Code;

(d) resigns office by notice in writing given to the Secretary;

(e) becomes mentally ill or otherwise becomes legally incapacitated;

(f) is absent from meetings of the committee for more than four months without leave of the committee;

(g) holds any office of profit under the Association;

(h) has direct or indirect interest in any contract or proposed contract with the Association without declaring such interest to the committee;

(i) is removed from office upon a resolution passed by at least two thirds (2/3) majority of members at a Special General Meeting.

## **21. ANNUAL GENERAL MEETING**

The Annual General Meeting of members shall be held within the period commencing the first day of August to the thirty-first day of October of each year. In addition to any other business that may be transacted, the business at an Annual General Meeting shall be:-

(a) to confirm the minutes of the last AGM and of any special general meeting held since that meeting;

(b) to receive and consider reports from the Management Committee relating to the activities of the Association during the last preceding financial year;

(c) to elect members of the Management Committee;

(d) to receive and consider the statement which is required to be submitted to members pursuant to Section 26 (6) of the Association Incorporation Act 1984; and

(e) to elect the Returning Officer.

## **22. SPECIAL GENERAL MEETING**

Special General Meetings shall be called by the Secretary at the written request of at least 25% of the members of the Management Committee or at the written request of not less than 25 Ordinary Members of the Association in good standing, and who are financial. The Special General Meeting shall be convened within one month from the date of receipt of the written request.

## **23. FINANCIAL YEAR**

The financial year of the Association shall commence on 1st July and end on the 30th June of the subsequent year.

## **24. QUORUM**

At a members meeting, not less than 10 shall form a quorum. No business shall be transacted at any general meeting unless a quorum of members is present at the commencement of such business.

At a meeting of the Management Committee, any four members of the committee constitute a quorum for the transaction of the business of the meeting.

In the event that a quorum is not formed within half an hour of the time set down for the meeting, the meeting shall be adjourned to the same time and venue seven days later or at a time within one month of the date of such meeting determined by the members present at that meeting. If at such adjourned meeting a quorum is not formed, those members present shall be deemed to be a quorum.

## **25. PROCEEDINGS AT GENERAL MEETINGS**

(1) The President, or in his absence, the senior Vice-President, or in his absence, the Vice-President shall preside at every general meeting of the Association. But if they are not present within fifteen minutes of the time set down for the meeting, or are unwilling to take the chair, then the members present shall elect amongst themselves an Ordinary Member to be the chairperson of the meeting, by simple majority.

(2) The chairperson, when directed by a resolution of the members present at the meeting may adjourn such meeting to a time and venue determined by the meeting, provided however, that no new business shall be transacted at any such adjourned meeting, other than the business left unfinished at the meeting so adjourned. In the event that the adjournment exceeds thirty days, a notice in writing of the adjourned meeting shall be given to all members. An agenda of business to be transacted in such meeting shall not be required.

(3) At any general meeting, a resolution put to the vote of the meeting shall be decided by a show of hands unless before the vote is taken, a poll is demanded by the chairperson or by at least three members present. A declaration by the chairperson that a resolution has been carried, either unanimously or by any other majority or lost and an entry to the effect in the MINUTES BOOK of the proceedings of the Association shall be conclusive evidence of the result of the vote. A demand for a poll may be withdrawn.

(4) If a poll is duly demanded, it shall be taken in such a manner and at such time as the chairperson shall direct, but a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. The result of the poll shall be the resolution of the meeting.

(5) Every financial Ordinary Member of the association in good standing present at a general meeting or by proxy shall have one vote. In the case of equality of votes, the chairperson shall have a second or casting vote.

## **26. NOTICE OF MEETINGS**

The Secretary shall give at least fourteen (14) days notice in writing of all General Meetings to the members in good standing of the Association, denoting the time, date, venue and the agenda of the meeting indicating the nature of the business to be transacted.

## **27. FUNDS**

- (1) The funds of the Association shall 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 Committee determines.
- (2) The Association shall establish a cheque account with a commercial bank in Sydney to be determined by the Management Committee at its first meeting.
- (3) The President, the senior Vice-President, the Vice-President, the Secretary and the Treasurer for the time being of the Association shall be the authorised persons to sign all cheques and to make payments on behalf of the Association. All cheques must be signed by any two of the authorised persons.
- (4) All monies received by the Association must be deposited promptly in the Association's bank account and appropriate receipts must be issued.
- (5) All payments in excess of fifty dollars (\$50.00) made by the Association shall be by cheque.

## **28. AUTHORISATION OF PAYMENTS**

All accounts shall be presented to, and approved for payment at a Management Committee meeting and full details of such approval shall be entered in the MINUTES BOOK of the committee.

## **29. AUDIT**

- (1) The auditor(s) shall be elected at the Annual General Meeting. The auditor(s) shall examine all accounts, vouchers, receipts, books etc. and furnish a report to the members at the Annual General Meeting. Audits are to be conducted at regular intervals at the discretion of the auditor(s).
- (2) The auditor(s) shall not be a member or relative of a member of the Management Committee.

(3) Subject to sub-clause (4) hereunder, notice of intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty one (21) days before the Annual General Meeting, and if he/she so wishes, be heard at such AGM.

(4) When the current auditor submits his resignation or notifies the Secretary of his/her intention not to seek re-election, sub-clause (3) above shall not apply.

(5) In the event that the auditor fails to audit the accounts as required in Clause 29 (1), without reasonable cause, the President shall report to the Annual General Meeting and the members present may resolve to remove the auditor from the position and appoint another auditor with immediate effect.

### **30. MINUTES**

The Management Committee shall cause minutes to be kept:-

- (a) of all appointments of office-bearers and members of committees;
- (b) of the names of all the members present at meetings of the Association and the Committees;
- (c) of all proceedings at all meetings of the Association and the Committees.

Such minutes shall be signed by the chairperson of the meeting during which the proceedings took place or by the chairperson of the succeeding meeting.

### **31. AMENDMENT OF THE CONSTITUTION**

The statement of objects and the articles in this constitution may be altered, rescinded or added to, only by a special resolution passed by a three quarter (3/4) majority of members who are entitled to vote, or by written proxy, at any general meeting provided not less than 28 days written notice of the proposed amendment(s) has been given.

### **32. NEW MEMBERS TO BE GIVEN CONSTITUTION**

A copy of the constitution shall be presented to every new member.

### **33. WINDING UP OF THE ASSOCIATION**

The Association shall not be wound up or dissolved except at a General Meeting of the Association specially convened for the purpose and by resolution carried by a four fifths (4/5) majority of the votes recorded therein.

In the event that upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution(s) having objects similar or in part similar to the objects of the Association and which shall also prohibit the distribution of its/their property among its/their members, such institution(s) to be determined by the members of the Association at or before the time of dissolution or winding up, or in default thereof by the Chief Justice of such court as may have or acquired jurisdiction in the matter.

### **34. PROHIBITION AGAINST DISTRIBUTION TO MEMBERS**

Income and property of the Association whensoever derived shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association or reasonable and proper rent for premises let by any member of the Association.

### **35. COMMON SEAL**

The Management Committee shall provide for the safe custody of the Common Seal, and it shall not be used except in pursuance of a resolution of the Management Committee and in the presence of at least one member of the Management Committee and the Secretary of the Association who shall sign every instrument to which the seal is affixed.

### **36. BY-LAWS**

(1) The Association in General Meeting shall have full power to make, alter or to repeal By-Laws on such matters relating to the affairs of the Association or for the purpose of carrying out its objects.



(2) Provided that no resolution of a general meeting to make any addition to, or any amendment, alteration or repeal of any By-Law, or to make any new By-Law shall have any operation unless-

(a) the proposal to make the same shall have been

(i) previously approved by the Management Committee;

(ii) submitted to the General Meeting by the Management Committee;

(iii) published by the Management Committee for the information of the members not less than 21 days before the day of the holding of the general meeting;

AND

(b) the resolution of the General Meeting shall have been carried by a majority of not less than two thirds (2/3) of the votes given thereon.

### **37. POLITICAL NEUTRALITY**

The Association shall not identify itself in any way whatsoever with any political party or take part in the activities of any such parties. Association funds shall not be used for party political purposes.

### **38. SAVING CLAUSE**

(1) The Constitution adopted in 1990 is repealed.

(2) Any appointment made or motion passed under the constitution hereby repealed if in force at the commencement of this constitution, shall continue in force so far as is practicable as if made or passed under this constitution.

## STANDING ORDERS

1. These Standing Orders shall be applicable to all general meetings and committee meetings and, as far as appropriate, to meetings of sub-committees, and shall be construed subject to the Constitution.
2. All AGMs shall **not exceed three (3) hours** in total duration.
3. **Motions with Notice** must be received by the Hon. Secretary no later than **seven (7) days prior to AGM**.
4. **Motions without Notice** unrelated to business listed on the Agenda may be accepted by the Chair for debate under Other Business, subject to availability of time.
5. All business on the agenda of any lapsed meeting shall be included on the agenda of the next meeting and shall take precedence over new business.
6. Any member desiring to speak at general meetings or in the Committee of the Whole shall rise in her or his place and when called upon by the Chair shall address the Chair. If two or more members rise simultaneously, the Chair shall call upon the member who first caught the eye of the Chair.
7. When the Chair rises to speak, any member standing shall sit down.
8. Except in committee, no member other than the proposer of a motion or an amendment shall speak to it until it has been seconded. A motion or amendment lapsing for want of a seconder shall not be recorded in the minutes.
9. A motion or amendment before the Chair shall not be withdrawn except by its mover and the seconder and by leave of the meeting. No motion shall be withdrawn while any amendment is under discussion or after any amendment has been adopted.
10. If required to do so by the Chair, the proposer of any motion or amendment shall submit it in writing.
11. A motion or amendment before the Chair may be reworded by the mover, subject to leave of the meeting.
12. Except in committee, no member shall speak more than once to any question, except that the mover of a motion (but not of an amendment) shall have a right of reply, which reply shall close the debate. An amendment shall constitute a separate question from the original motion and from any other amendment.

13. The mover of a motion shall be allowed three minutes to speak to the motion. The seconder and subsequent speakers shall be allowed two minutes to speak. An extension of time of two minutes shall be allowed, when such motion has been carried by the majority of members present. Only one such extension may be granted to each speaker.
14. A member moving a motion or amendment shall be deemed to have spoken to it. A member seconding a motion or amendment without speaking to it may reserve the right to speak to it subsequently.
15. When an amendment is before the Chair, discussion shall be confined to that amendment. No further amendment shall be proposed until the amendment before the Chair has been disposed of.
16. The Chair shall, as far as practicable, call on speakers for and against a motion or amendment alternately, subject to the right of the seconder to speak immediately after the mover. If two consecutive speakers have both argued for or against a motion or an amendment, and there is no member wishing to argue the opposite view, or, in the case of a motion, to move an amendment, the motion or the amendment shall, (subject, in the case of a motion, to the mover's right of reply) be put without further debate.
17. Any member may raise a point of order, which shall take precedence over all other business, and which shall be open to discussion. The point must be raised at the time the alleged irregularity occurred. An explanation or contradiction shall not constitute a point of order.
18. Any member disagreeing with the Chair's ruling on a point of order may move dissent. The Chair shall then vacate the chair and such motion shall be put forthwith without debate. On an equality of voting, the Chair shall declare the question resolved so as to maintain the status quo.
19. A member who has not already participated in the debate may at any time, whether another speaker has the floor or not, move. "That the question be now put", which motion, if accepted by the Chair, shall be put without amendment or debate. The Chair shall have absolute discretion to accept or refuse the motion. The Chair may also personally put the question if the Chair feels that adequate discussion has taken place. In either case, the mover of a motion shall retain the right of reply. If an amendment is before the chair, the closure motion shall be deemed to close the debate on the amendment only.
20. A member may at any time move, "That the speaker be no longer heard" or "That the speaker be heard for a further limited period only". Such motions shall be put without amendment or debate. No other motion, except the closure motion or a motion dealing with the speaker's time, shall be moved while a speaker has the floor.
21. During the discussion of a motion (but not of an amendment), a member who has not already participated in the debate on the motion may move, "That the question be not now put". This motion shall be open to debate, and shall be debated together with the original motion. If carried, the original motion shall not be dealt with further. If lost, the original motion shall be put forthwith, subject to the mover's right of reply. The motion may be foreshadowed while an amendment is before the chair, but in no case shall it be put till amendments have been disposed of.

22. A member may move, "That the debate (or meeting) be now adjourned". Discussion shall be in order, but only amendments as to time and/or place shall be permitted. The motion shall take precedence over other business before the chair, except points of order and personal explanations.
23. A general meeting may at any time during the discussion of a motion or an amendment resolve itself into a Committee of the Whole.
24. Standing Orders 1 - 23 or any of them may be suspended by a majority of those present. A motion to this effect shall be open to debate.
25. No member shall reflect on the vote of a meeting, except on a motion for the rescission of any resolution previously adopted. No member shall reflect on a Clause of the Constitution or a Standing Order, except on a motion (of which due notice was given) to amend or repeal such Clause or Order.
26. Notwithstanding anything hereinbefore contained, any decision made by a validly constituted meeting shall not be void by reason only of a departure from these Standing Orders which was not detected till after the decision had been made.
27. Alterations to the Standing Orders shall be made only by a general meeting after fourteen (14) days notice has been given.
28. Any matters not dealt with in the above Standing Orders shall be governed by the customary procedure at meetings, as contained in "Guide for Meetings and Organisations" by N.E. Renton.