

Perth Anime Convention Inc. Constitution

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Revision by: Wade Allen and Gavin Southam

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on 15 May 2004*

1 NAME OF THE ASSOCIATION

- 1.2 The name of the organisation shall be "Perth Anime Convention Inc."
- 1.3 The short name of the organisation shall be "PAniC".

2 INTERPRETATION

- 2.1 In these Rules unless the contrary intention appears:
 - "*Absolute Majority*" means 75% (seventy five percent) or more of the Voting members present;
 - "*Act*" means the Associations Incorporation Act 1987 (WA);
 - "*Administrators of the Act*" means the government department in charge of the Act;
 - "*AGM*" means the annual general meeting held in accordance with sub-clause 9.1;
 - "*Assisting Member*" means an Ordinary Member who helps with the running of PAniC but is not in the Board;
 - "*Associate Member*" means a person who satisfies sub-clauses 6.2 and 6.5;
 - "*Board*" means that group as detailed in clause 7;
 - "*Board Member*" means a person who satisfies sub-clauses 6.2 and 6.4;
 - "*Chairperson*" means the elected Board Member to preside over any meeting. This is usually, but need not be, the president or the secretary;
 - "*Corporate Member*" means a person who satisfies sub-clauses 6.2 and 6.9;
 - "*financial year*" means a period commencing on the date of incorporation of PAniC and ending on 1 January; and thereafter each period commencing 1 January and ending on 31 December in the same year;
 - "*Guardian*" means parent or legal guardian of a person under the age of 18 (eighteen);
 - "*Guest Member*" means a person who satisfies sub-clauses 6.2 and 6.7;
 - "*Honorary Life Member*" means a person who satisfies sub-clauses 6.2 and 6.6;
 - "*Ordinary Member*" means a person who satisfies sub-clauses 6.2 and 6.3 and means an active Ordinary Member unless specifically stated;
 - "*Privacy Act*" means the Privacy Act 1988 (Cth);
 - "*Register*" means a list kept by a Board Member of members and of such other details as are reasonably required for the smooth implementation of the objectives of PAniC;
 - "*Rules*" means the Constitution of PAniC including the by-laws;
 - "*SGM*" means a special general meeting called in accordance with sub-clauses 9.3 or 9.4, but excludes a general meeting called in accordance with subclause 9.2;
 - "*Simple Majority*" means over 50% (fifty percent) of the Voting Members present;
 - "*Sponsor Member*" means a person who satisfies sub-clauses 6.2 and 6.8;
 - "*Voting Member*" means an Ordinary Member, Board Member or Honorary life Member unless specifically stated in the by-laws.
- 2.2 In these Rules:
 - (a) Reference to any statute includes a reference to the statute as amended, modified or replaced and includes orders, ordinances,

regulations, rules and by-laws made under or pursuant to that statute;

- (b) Reference to a party includes a reference to its personal representatives, successors and permitted assigns;
- (c) Words importing the singular number include the plural number;
- (d) Words importing the plural number include the singular number;
- (e) Words importing any gender include every gender;
- (f) Where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (g) Words importing persons include natural persons, partnerships, trusts and corporations;
- (h) Part, clause and section headings do not affect the interpretation or construction of these Rules;
- (i) Reference to recitals, parts, clauses, paragraphs or sections by letter, number or name are references to recitals, parts, clauses, paragraphs or sections in these Rules; and
- (j) References to schedules or by-laws are references to schedules or bylaws contained in these Rules.

3 OBJECTIVES OF PAniC

3.1 The Objectives of PAniC are:

- (a) To continue the organisation of PAniC
- (b) To foster an appreciation of Japanese animation in Western Australia:
 - (i) By organising and assisting conferences, seminars, workshops, and events pertinent to the production and consumption of Japanese animation and its printed form within the membership and the general public at large in Western Australia; and
 - (ii) By undertaking other appropriate activities as determined by the membership of the organisation.
 - (iii) To continue the organisation of PAniC
- (c) To promote and assist in the provision of facilities for the objectives of PAniC.
- (d) To raise funds for the achievement of the objectives of PAniC.
- (e) To communicate with other organisations, groups or individuals who share some or all of the objectives of PAniC.
- (f) To co-operate with other groups with similar aims.
- (g) To operate PAniC on a non-profit basis to achieve the other objectives of PAniC.

4 POWERS

4.1 PAniC shall have the following powers:

- (a) To sue in a court of law;
- (b) To pay all expenses incurred in establishing PAniC and for carrying out its objectives;
- (c) To receive money or property;
- (d) To invest and deal with moneys of PAniC as determined by the Board;

- (e) To open and operate a bank account;
- (f) To purchase or sell property;
- (g) To enter into contracts for the carrying on of the business of PAniC;
- (h) To appoint, employ or dismiss agents, employees, contractors or consultants from time to time;
- (i) Such powers provided under any statute (whether State or Federal) in force in Western Australia that PAniC is incorporated under;
- (j) To act as trustee and accept and hold real and personal property upon trust, but PAniC shall not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the Rules.

5 NON-PROFIT

- 5.1 The income and property of PAniC shall be applied solely towards the promotion of the objectives of PAniC and no portion thereof shall be paid or transferred, directly or indirectly, to any member of PAniC, provided that remuneration may be paid in good faith to officers and employees of and contractors to or of PAniC, or other persons in return for services rendered or material supplied to PAniC.

6 MEMBERSHIP

- 6.1 There shall be 8 (eight) classes of membership:
- (a) Ordinary Member;
 - (b) Board Member;
 - (c) Associate Member;
 - (d) Honorary Life Member;
 - (e) Guest Member;
 - (f) Sponsor Member;
 - (g) Corporate Member.

The qualifications of memberships

- 6.2 All members, except as specified below, shall:
- (a) Share the objectives of PAniC;
 - (b) Not through any action cause another member to be unable to carry out their duties to PAniC.
- 6.3 Ordinary Members shall be persons who:
- (a) Sign the membership form set out in the by-laws;
 - (b) Have paid the full membership fee for the specified period of time (as stated in the by-laws);
 - (c) If they are Assisting Members, shall sign the volunteer application as set out in the by-laws;
 - (d) Comply with any other qualification that is listed in the by-laws.
- 6.4 Board Members shall be persons who:
- (a) Are Ordinary Members of good standing and have accepted the position and responsibilities on the Board of performing some regular ancillary task to promote the well being and running of PAniC;
 - (b) Comply with any other qualification that is listed in the by-laws.

- 6.5 Associate Members shall be persons who:
 - (a) Have current membership in a club or organisation, which is a Corporate Member of PAniC;
 - (b) Comply with any other qualification that is listed in the by-laws.
- 6.6 Honorary Life Members shall be persons who:
 - (a) Have been duly nominated as an Honorary Life Member, by the Board, and have had the motion passed by an Absolute Majority at an AGM or SGM;
 - (b) Comply with any other qualification that is listed in the by-laws.
- 6.7 Guest Members shall be persons who:
 - (a) Do not oppose the objectives of PAniC and will attend the current year convention;
 - (b) If they are natural persons under the age of 18 (eighteen), have their Guardian sign the permission letter (as set out in the by-laws) and give the signed letter to the secretary;
 - (c) Comply with any other qualification(s) listed in the by-laws.
- 6.8 Sponsor Members shall be companies or clubs or organisations or persons who:
 - (a) Sponsor the current year's Perth Anime Convention;
 - (b) Are fully recognised by the Board;
 - (c) Comply with any other qualification(s) listed in the by-laws.
- 6.9 Corporate Members shall be clubs or organisations who:
 - (a) Are formally recognised by the Board as having objectives closely allied with the objectives of PAniC;
 - (b) Are registered on the list of Corporate Members, which shall be maintained in a sub-register in the Register;
 - (c) Comply with any other qualification(s) listed in the by-laws.

Rights and obligations of (including the fees payable by) members

- 6.10 Board Members, Ordinary Members and Honorary Life Members shall be eligible for election to the Board provided that the member has held an Ordinary, Board or Honorary Life Member membership for the six months prior to the election.
- 6.11 Honorary Life Members shall also have the rights of Ordinary Members.
- 6.12 A list of the Honorary Life Members shall be maintained in a sub-register in the Register.
- 6.13 Ordinary Members shall have the right to vote (in accordance with clause 22) and attend general meetings.
- 6.14 Any other rights and obligations that an Ordinary Member has will be listed in the by-laws.
- 6.15 Guest Members shall be classed the same as Ordinary Members for the duration of the PAniC event.
- 6.16 Any other rights and obligations that a Guest Member has will be listed in the by-laws.
- 6.17 Associate Members shall be treated as Guest Members for all purposes other than fees set out in the by-laws or determined by the Board.
- 6.18 Sponsor Members shall be treated as Guest Members for all purposes other than fees set out in the by-laws or determined by the Board.

Removal of members from the register of members

- 6.19 A member may be expelled from PAniC by resolution of a SGM that the member's conduct has been detrimental to the objectives of PAniC.
- 6.20 A member may be temporarily expelled from PAniC for a period of four weeks by resolution of the Board that the member's conduct has been extremely detrimental to the objectives of PAniC. If a member is so temporarily expelled, the Board shall as soon as practicable after the resolution call a SGM to consider the member's expulsion from PAniC. After the expiry of a member's temporary expulsion, the member cannot be temporarily expelled again until a SGM has been convened to consider the member's expulsion from PAniC.
- 6.21 A member may be removed from the register of members if they do not meet the requirements for a member as listed in clauses 6.2 to 6.9
- 6.22 Detrimental conduct shall include but not be limited to conduct which:
- (a) Has exposed or may reasonably expose PAniC to civil or criminal liability;
 - (b) Has exposed or may reasonably expose PAniC to public ridicule or contempt or otherwise prejudiced the conduct of its activities or the satisfaction of its objectives;
 - (c) Fraudulently deals with the property of PAniC;
 - (d) Is otherwise prescribed in the by-laws.
- 6.23 The following provisions shall apply to a SGM convened for the purpose of sub-clauses 6.21 or 6.22:
- (a) No business other than the question of expulsion shall be transacted.
 - (b) The agenda of the meeting shall be given with notice of the SGM and shall include a summary of the alleged grounds for expulsion.
 - (c) Only those members as detailed in the agenda of this special meeting shall be considered for expulsion.
 - (d) Evidence of the conduct of the member which is alleged to have been detrimental to the objectives of PAniC shall be given to that member with notice of the SGM and may be placed before the meeting.
 - (e) The member shall be heard in the member's own defence and may present evidence and call persons to testify (whether members of PAniC or otherwise) on the member's behalf.
 - (f) The members (in attendance at the meeting and entitled to vote at general meetings) shall vote by secret ballot on the question of whether or not the member should be expelled. If an Absolute Majority so decide the member shall be expelled and the member's name removed from the Register of PAniC and that member may not be re-admitted as a member of PAniC for a length of time to be determined by the Board which shall be decided during or after the same meeting.
 - (g) Should a member who is being considered for expulsion not be present at the SGM then notice shall forthwith be given for another SGM and that meeting shall proceed whether the member is present or not, provided that such efforts have been made to contact the member as the Board deems satisfactory. At that meeting any person may speak in defence of the member being considered for expulsion

and shall be able to call persons to testify (whether members of PAniC or otherwise) or submit evidence.

- 6.24 A member who is non-active shall be treated as if they are not a member of PAniC.
- 6.25 Any other provisions relating to removal of members or non-active members will be listed in the by-laws.

Membership and registration

- 6.26 The membership form shall be set out in the by-laws.
- 6.27 The secretary, on behalf of PAniC, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a sub-register of the members of PAniC and their postal or residential addresses and, upon the request of a member of PAniC, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 6.28 The register when made available for the inspection of a member shall be shown in accordance with the Privacy Act.
- 6.29 All details in the register will be assumed to be correct, unless a change of details form, as detailed in the by-laws, has been received by the Secretary
- 6.30 The register must be so kept and maintained at the secretary's place of residence or at such other place as the members at a general meeting decide.
- 6.31 The secretary must cause the name of a person who dies or who ceases to be a member under sub-clauses 6.21 to 6.23 to be deleted from the register of members.

7 ELECTION AND MEMBERSHIP OF THE BOARD

- 7.1 The Board shall consist of 10 (ten) elected members.
- 7.2 Nominations for positions on the Board will close 1 (one) week before the commencement of the AGM.
- 7.3 The election of members of the Board shall be held during the AGM.
- 7.4 All nominees must be Ordinary, Board or Honorary Life Members (with the qualifications of sub-clause 6.11) of PAniC.
- 7.5 If a perceived conflict of interest should arise with a nominee, the nominee should announce it before the elections.
- 7.6 A conflict of interest shall be defined as a situation where the nominee is a president, chairperson, vice-president, treasurer or secretary of another organisation.
- 7.7 A conflict of interest however, shall not be limited to the above, and may be raised by any of the Voting Members.
- 7.8 The by-laws may prescribe further conditions which constitute a conflict of interest.
- 7.9 The voters shall then decide whether this conflict of interest prevents the nominee from being elected to the Board, provided that an Absolute Majority shall be required to disqualify the nominee.
- 7.10 The members shall vote to elect the Board by secret ballot as follows:

- (a) If there are 20 (twenty) or less nominees, the members shall vote by the following direct voting method:
 - (i) each member shall vote for up to 10 (ten) nominees which that member wishes to elect to the Board;
 - (ii) the 10 (ten) nominees with the most votes shall be elected to the Board;
 - (iii) in the event of any ties, the members shall vote again using the direct voting method, but only in relation to the tied nominees, until all 10 (ten) positions on the Board are filled.
- (b) If there are more than 20 (twenty) nominees, the members shall vote by the following preferential voting method:
 - (i) each member shall vote for up to 10 (ten) nominees which that member wishes to elect to the Board and shall mark his or her preference amongst those nominees using the numbers from 1 (one) to 10 (ten) with 1 (one) to indicate that member's most preferred nominee and 10 (ten) to indicate that member's 10th most preferred nominee;
 - (ii) the 10 (ten) nominees with the most first preference votes shall be elected to the Board;
 - (iii) in the event of any ties, the second preference votes of those tied nominees shall be compared and the nominees with the most second preference votes shall be elected to the Board until all positions on the Board are filled;
 - (iv) in the event of any further ties, the next preference votes of the tied nominees shall be compared in the same manner as second preference votes, starting with the third preference votes and proceeding to the ninth preference votes, until all positions to the Board are filled;
 - (v) in the event of a tie after ninth preference votes have been compared, the members shall vote again in relation to the tied nominees, until all 10 (ten) positions on the Board are filled, using the direct voting method if there are 20 (twenty) or less tied nominees, otherwise the preferential voting method.

7.11 The members of the Board shall hold office for a period of time commencing at the close of the AGM of their appointment and ending at the close of the next AGM after their appointment.

7.12 The members of the Board so elected shall at their first meeting following the AGM determine from their own numbers who shall be:

- (a) The president;
- (b) The vice-president;
- (c) The secretary;
- (d) The treasurer;
- (e) competitions coordinator;
- (f) panels coordinator;
- (g) publicity coordinator;
- (h) events coordinator;
- (i) traders coordinator.
- (j) logistics coordinator

- 7.13 Board members shall determine the position of the board by using the voting method outlined in 7.10a
- 7.14 A Board Member may resign from office by providing 14 (fourteen) days' notice in writing to the president, or the vice-president, or the secretary.
- 7.15 If any members of the Board do not attend 3 (three) consecutive meetings (whether meetings of the Board, general meetings, AGM or SGM), or if a Board Member uses proxies for 6 (six) consecutive such meetings, they shall be removed from their position.
- 7.16 The preceding sub-clause does not apply in the case of the use of proxies (except when used in 6 (six) consecutive meetings), absence for medical reasons deemed acceptable by the Board and any other reasons deemed suitable by the Board.
- 7.17 Casual vacancies in the Board shall be filled by resolution of the Board.
- 7.18 The Board Members shall retire at the close of the next AGM but may stand for re-election at that AGM.
- 7.19 The Board may be dismissed at a SGM with an Absolute Majority vote.
- 7.20 The mover for the dismissal of the Board shall set out his or her grounds for seeking dismissal of the Board.
- 7.21 The mover for the dismissal of the Board shall give to the Board a summary of the alleged grounds for dismissal and evidence of the conduct or circumstances which are alleged to be the grounds for dismissal, such information to be given upon the mover being served with notice of the SGM, or if the mover requested the convening of the SGM, at the time the mover requested the convening of the SGM.

8 PROCEEDINGS AND POWERS OF THE BOARD OF PAniC

- 8.1 The Board shall meet each month for the dispatch of the business of PAniC.
- 8.2 Members of the Board shall endeavour to attend and participate in all meetings of the Board.
- 8.3 Members of the Board shall be familiar with the Act under which PAniC is incorporated and shall at all times act to ensure the Act is complied with.
- 8.4 Each Board Member has a deliberative vote at Board meetings, but if there is a tied vote, the person presiding at the Board meeting shall have a casting vote in addition to his/her deliberative vote.
- 8.5 The quorum of a Board meeting is 5 members of the Board.
- 8.6 The quorum includes the number of proxies used by non-attending Board Members.
- 8.7 A resolution in writing signed by at least seven of the nine Board Members shall be as valid and effectual as if it had been passed at a meeting of the Board Members duly convened and constituted. Every such written resolution shall be placed in the minute book of the Board.
- 8.8 The Board shall be responsible for and have the entire control and management of the affairs and property of PAniC and may act in all matters concerning PAniC in such manner as appears to the board to be best calculated to promote the interests of PAniC.
- 8.9 The Board may at any time appoint or dismiss Assisting Members subject to the by-laws and may prescribe the powers and functions thereof.

- 8.10 The Board may create by-laws for the smooth operation of PAniC in accordance with clause 13.
- 8.11 The Board can invite any person(s) to join the Board meetings.

9 GENERAL MEETINGS

- 9.1 PAniC shall hold an annual general meeting within four months after the end of each financial year. Subject to the foregoing, where possible the annual general meeting shall be held on a date within four months from the end of the previous convention.
- 9.2 PAniC shall hold a general meeting at least once every two months, but may hold general meetings with more frequency.
- 9.3 The Board may resolve to call a special general meeting for any purpose.
- 9.4 The Board shall call a special general meeting upon receiving a petition signed by 25 members (specifically excluding Guest Members, associate members, and Sponsor Members) calling for a special general meeting to decide upon an issue.
- 9.5 At least 14 (fourteen) days notice of a general meeting (including a SGM or AGM) shall be provided to the members.
- 9.6 The president or in his/her absence a Board Member shall preside at general meetings of PAniC.
- 9.7 If the President and all Board Members are absent from a general meeting, the Board shall be called annulled then notice shall forthwith be given for a SGM.
- 9.8 At the SGM convened pursuant to the preceding sub-clause, a new Board shall be elected.
- 9.9 Upon any question arising at a general meeting of PAniC each Voting Member shall have a deliberate vote, except the person presiding as Chairperson.
- 9.10 A question arising at a general meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the general meeting shall have a casting vote.
- 9.11 At a general meeting, 5 vote-holding members in addition to the Board shall constitute a quorum for the transaction of business at a general meeting.
- 9.12 A notice may be served by PAniC upon any member either personally or by sending it by email or through the post in a letter addressed to such member at the address of the member appearing in the Register. Any notice served by email shall be deemed to have been served on the day immediately following that on which the email was sent. Any notice served by post shall be deemed to have been served on the third day immediately following that on which the letter, envelope, card or wrapper containing the same was put into the post prepaid.
- 9.13 The accidental or unavoidable omission to give notice of a meeting to any member shall not invalidate any resolution passed or any of the proceedings at any meeting.

10 MANAGEMENT OF PROPERTY AND INCOME OF PANiC

- 10.1 The Board of PANiC may use the property and income to their discretion.
- 10.2 If any spending or purchase is greater than \$1000 (one thousand), it shall be passed at a Board Meeting or General Meeting with an Absolute Majority, this excluding the hiring of venues.
- 10.3 The by-laws may specify rules for allocation of money and property to other projects.

11 AUDITOR

- 11.1 At any General Meeting of PANiC, the Voting Members present may appoint a Certified Practising Accountant who is not a member of PANiC as the auditor of PANiC, and they shall hold office until the conclusion of the AGM next following the meeting at which they were appointed.
- 11.2 A Certified Practising Accountant shall be appointed at least once every 3 (three) years as auditor.

12 PROCEDURE FOR ALTERATION OF THE CONSTITUTION

- 12.1 Notice of the proposed amendment shall be included in a publication provided to every member of PANiC with the notice of the general meeting at which the constitutional change is being considered.
- 12.2 The constitution may be amended by resolution passed by an Absolute Majority at a general meeting.
- 12.3 Upon the amendment being passed they shall be submitted to the Administrators of the Act.

13 PROCEDURE FOR THE ALTERATION OF THE BY-LAWS

- 13.1 Certain by-laws shall be termed "Regulations" and shall only be created and amended by a two-thirds majority resolution of a general meeting.
- 13.2 Notice of the proposed Regulation or amendment to Regulations shall be in the same manner as required for a constitutional change.
- 13.3 By-laws that are not Regulations, which shall be called "Simple Laws", may be made by a Simple Majority at a general meeting or by a resolution of the Board.
- 13.4 Simple Laws may be amended by resolution passed by a Simple Majority at a general meeting or by a resolution of the Board.

14 INSPECTION OF BOOKS AND DOCUMENTS BY MEMBERS

- 14.1 Copies of annual financial statements, any other financial statement previously prepared or list of members, shall be made available for inspection and copying to members and the auditor (if any) on request, subject to any reasonable restrictions as to the time and manner of inspecting them that may be imposed by the Board for the time being. With the prior authority of an Absolute Majority of a meeting of members of PANiC, such books of account, books, documents and the Register shall be open to inspection by a person nominated by such resolution.

14.2 The list of members to be inspected by the members shall be kept in accordance with the Privacy Act.

15 COMMON SEAL

- 15.1 PAniC must have a common seal on which its corporate name appears in legible characters.
- 15.2 The common seal of PAniC must not be used without the express authority of the Board.
- 15.3 The affixing of the common seal of PAniC must be witnessed by two Board Members, of whom one shall be either the president, vice-president, secretary or treasurer.
- 15.4 The common seal of PAniC must be kept in the custody of the secretary or of such other person as the Board from time to time decides.

16 DISSOLUTION

- 16.1 PAniC may be dissolved or wound up by a resolution passed by an Absolute Majority at a SGM called for such purpose.
- 16.2 If upon the winding up or dissolution of PAniC there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

17 DISPUTES AND MEDIATION

- 17.1 The grievance procedure set out in this clause applies to disputes under these Rules between:
- (a) a member and another member; or
 - (b) a member and PAniC.
- 17.2 The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 (fourteen) days after the dispute comes to the attention of all of the parties.
- 17.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 (ten) days, hold a meeting in the presence of a mediator.
- 17.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board;
 - (ii) in the case of a dispute between a member and PAniC, a person appointed by the Commissioner administering the Act, such person being a person who preferably is a mediator appointed to, or employed with, a not for profit organisation.

- 17.5 A member of PAniC can be a mediator.
- 17.6 The mediator cannot be a member who is a party to the dispute.
- 17.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 17.8 The mediator, in conducting the mediation, must:
- (a) Give the parties to the mediation process every opportunity to be heard;
 - (b) Allow due consideration by all parties of any written statement submitted by any party; and
 - (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 17.9 The mediator must not determine the dispute.
- 17.10 The mediation must be confidential and without prejudice.
- 17.11 In the event of a dispute between a member and another member, those members shall each be responsible to pay half the costs of the mediator. In the event of a dispute between a member and PAniC, that member and PAniC shall each be responsible to pay half the costs of the mediator.
- 17.12 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

18 DUTIES OF THE BOARD

- 18.1 The president must:
- (a) preside over all meetings that the Board attends, unless another Board Member is appointed the Chairperson;
 - (b) comply with any other duties and/or requirements for the president listed in the by-laws.
- 18.2 The vice-president must:
- (a) assist the president in the president's duties;
 - (b) comply with any other duties and/or requirements for the vice president listed in the by-laws.
- 18.3 The secretary must:
- (a) co-ordinate the correspondence of PAniC;
 - (b) keep full and correct minutes of the proceedings of the Board and of PAniC;
 - (c) comply on behalf of PAniC with:
 - (i) section 27 of the Act with respect to the sub-register of members of PAniC;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of PAniC and, upon the request of a member of PAniC, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) section 29 of the Act by maintaining a record of:
 - (A) the names and residential or postal addresses of the persons who hold the offices of PAniC provided for by these Rules, including all offices held by the persons who constitute the

Board and persons who are authorised to use the common seal of PAniC; and

(B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of PAniC; and the secretary must, upon the request of a member of PAniC, make available the record for the inspection (in accordance with the Privacy Act) of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

- (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and the Register of PAniC, including those referred to in paragraph 18.3(c) but other than those required by sub-clause 18.4 to be kept and maintained by, or in the custody of, the treasurer;
- (e) perform such other duties as are imposed by these Rules on the secretary;
- (f) comply with any other duties and/or requirements for the secretary listed in the by-laws.

18.4 The treasurer must:

- (a) be responsible for the receipt of all moneys paid to or received by him or her on behalf of PAniC and must issue receipts for those moneys in the name of PAniC;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of PAniC as the Board may from time to time direct;
- (c) make payments from the funds of PAniC with the authority of a general meeting or of the Board and in so doing ensure that all withdrawals from the fund of PAniC are signed by himself or herself and at least one other authorised member of the Board;
- (d) comply on behalf of PAniC with sections 25 and 26 of the Act with respect to the accounting records of PAniC by:
 - (i) keeping such accounting records correctly recorded and explaining the financial transactions and financial position of PAniC;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of PAniC to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of PAniC to be conveniently and properly audited; and
 - (iv) submitting to members at each AGM of PAniC accounts of PAniC showing the financial position of PAniC at the end of the immediately preceding financial year;
- (e) whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of PAniC, including those referred to in paragraphs (d) and (e);
- (g) perform such other duties as are imposed by these Rules on the treasurer;

- (h) comply with any other duties and/or requirements for the treasurer listed in the by-laws.
- 18.5 The competitions coordinator must:
 - (a) ensure all competitions are run correctly in the current convention. The head of competitions may use sub-committees to do so;
 - (b) comply with any other duties and/or requirements for the head of competitions listed in the by-laws.
- 18.6 The panels coordinator must:
 - (a) ensure the panels are run correctly in the current convention. The head of panels may use sub-committees to do so;
 - (b) comply with any other duties and/or requirements for the head of panels listed in the by-laws.
- 18.7 The publicity coordinator must:
 - (a) ensure that the current convention is advertised, to a level satisfactory to the Board;
 - (b) comply with any other duties and/or requirements for the publicity manager listed in the by-laws.
- 18.8 The events coordinator must:
 - (a) Promote and Organise PAniC events other than the yearly convention
 - (b) comply with any other duties and/or requirements for the head of events as listed in the by-laws
- 18.9 The traders coordinator must:
 - (a) promote and organise all traders for the yearly convention
 - (b) comply with any other duties and/or requirements for the trader organiser as listed in the by-laws
- 18.10 The logistics coordinator must:
 - (a) ensure all logistical requirements at all PAniC events and activities are met
 - (b) comply with any other duties and/or requirements for the logistics coordinator as listed in the by-laws

19 BUSINESS OF THE ANNUAL GENERAL MEETING

- 19.1 The agenda of the AGM shall include:
 - (a) Confirmation of the minutes of the preceding AGM.
 - (b) Receipt from the treasurer, for the previous financial year, of the statement of financial affairs and any report from the auditor.
 - (c) Receipt from any member of the Board, for the previous financial year, of any reports as to affairs of PAniC.
 - (d) The appointment of an auditor, if needed and voted for.
 - (e) Election of members of the Board.
 - (f) Motions on notice.
 - (g) General business.
- 19.2 Other requirements in relation to an AGM may be listed in the by-laws.

20 MINUTES OF MEETINGS OF PAniC

- 20.1 The secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 14

- (fourteen) days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
- 20.2 The Chairperson must ensure that the minutes taken of a general meeting or Board meeting under sub-clause 20.1 are checked and signed as correct by the Chairperson of the general meeting or Board meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Board meeting, as the case requires.
- 20.3 When minutes have been entered and signed as correct under this clause, they are, until the contrary is proved, evidence that:
- (a) the general meeting or Board meeting to which they relate (in this subclause called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

21 PROXIES

- 21.1 A member (in this clause called "the appointing member") may appoint in writing using the form set out in the by-laws and served on the Board another member or non-member to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at any general meeting.
- 21.2 The proxy shall only represent his or her own interest and one other interest, which is the interest of the appointing member.
- 21.3 Other requirements in relation to proxies may be listed in the by-laws.

22 VOTES

- 22.1 Upon any question arising at a general meeting of PAniC each Voting Member, except the person presiding as Chairperson, shall have a deliberative vote.
- 22.2 Voting shall be preferably done by a secret ballot, but is not required to be done by secret ballot.
- 22.3 All votes shall be given personally or through the use of a proxy.
- 22.4 Voting may use the showing of hands.
- 22.5 A question arising at a general meeting shall be decided by a majority of votes, but if there is an equality of votes, the Chairperson shall have a casting vote.
- 22.6 If a conflict of interest arises with a member and the current topic on the floor; the member shall disclose the conflict of interest to the attendees of the meeting.
- 22.7 A conflict of interest shall be defined as a situation where the member is a president, chairperson, vice-president, treasurer or secretary of another organisation related to the matter being voted on.
- 22.8 A conflict of interest however, shall not be limited to the above, and may be raised by any of the Voting Members, in which event the voters (excluding the member the subject of the alleged conflict of interest) shall then decide whether this conflict of interest disqualifies the relevant member from

voting on the relevant matter, provided that an Absolute Majority shall be required to disqualify the member.

22.9 Extra definitions of a conflict of interest shall be found in the by-laws.

22.10 The member with the conflict of interest shall have no further part in the deliberations in relation to the issue in respect of which that member has a conflict of interest, and without limiting the foregoing, that member shall not vote in respect of that issue.