

OBJECTS AND RULES

FOR

CAUTHE INC

THE COUNCIL FOR AUSTRALASIAN  
TOURISM AND HOSPITALITY  
EDUCATION INCORPORATED

**PART I**  
**PRELIMINARY**

**1A. NAME**

The name of the association shall be The Council for Australasian Tourism and Hospitality Education Inc. (Referred to in these rules as CAUTHE).

**1B. OBJECTS**

CAUTHE is a Council established to represent the interests of higher education providers of Bachelor degree level and above in tourism, hospitality and events education, which includes teaching, learning, scholarship and research by:

- (1) Promoting and developing tourism, hospitality and events in higher education.
- (2) Promoting and developing tourism, hospitality and events education within the tourism, hospitality and events industry.
- (3) Encouraging co-operation among higher education providers and industry.
- (4) Representing the interests of tourism, hospitality and events education to industry, government and community.

**1C. INTERPRETATION**

- (1) In these rules, except in so far as the context or subject matter otherwise indicates or requires:-

**"Director"** means a member of the Board of Directors who is not an office-bearer of the Council, as referred to in Rule 13A (2);

**"the Board"** means the Board of Directors which is the committee of management of the Council;

**"Secretary"** means:-

- (i) the person holding office under these rules as Secretary of the Council; or
- (ii) where no such person holds that office - the Public Officer of the Council;

**"special general meeting"** means a general meeting of the Council other than annual general meeting;

**"the Act"** means the Associations Incorporation Act, 1984;

**"the Regulation"** means the Associations Incorporation Regulation, 1985;

**"the Commission"** means the New South Wales Corporate Affairs Commission.

- (2) 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.
- (3) The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

**PART II**  
**MEMBERSHIP**  
**MEMBERSHIP QUALIFICATIONS**

2. A person is qualified to be a member of the Council if but only if:-
- (1) the person is a person referred to in section 15(1)(a) (b) or (c) of the Act and has not ceased to be a member of the Council at any time after incorporation of the Council under the Act; or
  - (2) the person is a natural person who (i) has been nominated for membership of the Council as provided by Rule 3; and (ii) has been approved for membership of the Council by the Board of the Council; and
  - (3) the person is lecturing, conducting research or scholarship, in administration or otherwise involved in tourism, hospitality or a related field.

**2A. CHAPTERS**

- (1) Chapters covering the various higher education providers of Bachelor degree level and above in Australia and New Zealand, which are involved in the teaching, research and or administration of tourism and or hospitality and or events, shall be constituted within the Council by the Board.
- (2) Each member of the Council may be appointed by the Board to and may whilst a member of the Council be a member of such one or more Chapters of the Council to which he may be appointed by the Board and admitted to membership thereof as hereinafter provided.
- (3) Subject as herein provided the Chapters of the Council shall be as specified in Schedule A.
- (4) Each Chapter shall cover such higher education provider, higher education provider network member, or higher education provider campus as the Board may determine from time to time.
- (5) The Board may at any time alter the name of any Chapter, form additional Chapters, consolidate or amalgamate or dissolve existing Chapters or sub-divide any Chapter into two or more Chapters with such By-laws and upon such terms and subject to such conditions as the Board shall think fit.
- (6) Each Chapter shall have the right to nominate a member of that Chapter to the position of Director to the Board as hereinafter provided.
- (7) Each Chapter shall have the right to nominate a member of that Chapter to the position of Alternative Director to the Board as hereinafter provided.

**2B. ASSOCIATES**

- (1) Associate membership is available to a person who is lecturing, conducting research or scholarship, in administration or otherwise involved in tourism, hospitality, events or a related field.

**2C. STUDENTS**

- (1) Student membership is available to a person who is a vocational, undergraduate or postgraduate student, not in full-time employment, enrolled in tourism, hospitality, events or a related field.

**2D. AFFILIATES**

- (1) Affiliate membership is available to an organisation which is affiliated with hospitality, tourism, events or related fields.

## **2E. FELLOWS**

- (1) Fellow membership is available to a person who, in the opinion of the Board of Directors, has provided outstanding service to the Council over an extended period of time. A Fellow is not required to pay an annual membership fee.

## **APPLICATION FOR MEMBERSHIP**

3.

- (1) An application of a person for membership of the Council:-
  - (a) shall be made by a member of the Council in writing in the form set out in Appendix 1 to these rules; and
  - (b) shall be lodged with the Secretary of the Council.
- (2) As soon as practicable after receiving an application for membership the Secretary shall refer the application to the Board which shall determine whether to approve or to reject the application.
- (3) Where the Board determines to approve a application for membership the Secretary shall as soon as practicable after that determination, notify the nominee of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification of the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) The Secretary shall, on payment by the applicant of the amounts referred to in clause (3) within the period referred to in that clause, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the Council.

## **CESSATION OF MEMBERSHIP**

4. A person ceases to be a member of the Council if the person:-
  - (a) dies;
  - (b) resigns that membership; or
  - (c) is expelled from the Council.

## **MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

5. A right, privilege or obligation which a person has by reason of being a member of the Council:-
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon cessation of the person's membership.

## **RESIGNATION OF MEMBERSHIP**

6.

- (1) A member of the Council is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the Council who has paid all amounts payable by the member to the Council in respect of the member's membership may resign from membership of the Council by first giving notice in writing to the Secretary of the member's intention to resign.
- (3) Where a member of the Council ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the Secretary shall

make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

- (4) Upon resignation no refund of membership fees will be provided.

### **REGISTER OF MEMBERS**

7.

- (1) The Public Officer of the Council shall establish and maintain a register of members of the Council specifying the name and address of each person who is a member of the Council together with the date on which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the Council and shall be open for inspection, free of charge, by any member of the Council at any reasonable hour.

### **FEES, SUBSCRIPTIONS ETC.**

8.

- (1) Except as in 8 (2), or 2E, a member of the Council shall upon admission pay to the Council an annual membership fee of \$2, or, where some other amount is determined by the Board
- (a) except as provided by paragraph (b), before 1st July in each calendar year; or
- (b) where the member becomes a member on or after 1st July in any calendar year - upon becoming a member and before 1st July in each succeeding calendar year.
- (2) A Chapter of the Council shall pay to the Council an annual Chapter affiliation fee of \$2, or, where some other amount is determined by the Board, of that other amount.

### **MEMBERS' LIABILITIES**

9. The liability of a member of the Council to contribute towards the payment of the debts and liabilities of the Council or the cost, charges and expenses of the winding up of the Council is limited to the amount, if any, unpaid by the member in respect of membership of the Council as required by Rule 8.

### **RESOLUTION OF INTERNAL DISPUTES**

- 9A. Disputes between members (in their capacity as members) of the Council, and disputes between members and the Council, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983. If the dispute is not resolved within a reasonable timeframe then the matter should be referred to arbitration under the Commercial Arbitration Act, 1984.

### **DISCIPLINING OF MEMBERS**

10.

- (1) Where the Board is of the opinion that a member of the Council:-
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or has acted in a manner prejudicial to the interests of the Council,
- The Board may, by resolution:-
- (b) expel the member from the Council; or
- (c) suspend the member from membership of the Council for a specified period.
- (2) A resolution of the Board under clause (1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule.

- (3) Where the Board passes a resolution under clause (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:-
- (a) setting out the resolution of the Board and the grounds on which it is based;
  - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:-
    - (i) attend and speak at that meeting;
    - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the Board held as referred to in clause (3), the Board shall:-
- (a) give to the member an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the Board by the member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Board confirms a resolution under 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 Rule 11.
- (6) A resolution confirmed by the Board under clause (4) does not take effect:-
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (b) where within that period the member exercises the right of appeal, unless and until the Council confirms the resolution pursuant to Rule 11(4).

#### **RIGHT OF APPEAL OF DISCIPLINED MEMBER**

11.

- (1) A member may appeal to the Council in general meeting against a resolution of the Board which confirmed under Rule 10(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 a notice from a member under clause (1), the Secretary shall notify the Board which shall convene a general meeting of the Council to be held within 21 days after the date on which the Secretary received the notice.
- (3) At a general meeting of the Council convened under clause (2):-
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the Council passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

#### **PART 111 THE BOARD**

#### **POWERS, ETC. OF BOARD OF DIRECTORS**

12. The Board shall be called the Board of Directors of the Council and, subject to the Act, the Regulation and these rules and to any resolution passed by the Council in general meeting:-
- (a) shall control and manage the affairs of the Council;
  - (b) may exercise all such functions as may be exercised by the Council other than those functions that are required by these rules to be exercised by a general meeting of members of the Council;
  - (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Council;
  - (d) has power to from time to time prescribed By-Laws of the Council on such matters considered necessary or expedient to carry out the purposes of the Council or for the regulation, management and control of the Council's affairs;
  - (e) By-Laws shall be adopted, amended or repealed by the Board in meeting by a majority of no less than two thirds of the Directors; and
  - (f) in the event of any inconsistency between these rules and any By-Law this Statement of rules shall prevail.

#### **CONSTITUTION AND MEMBERSHIP**

##### **13A.**

- (1) Subject in the case of the first members of the Board to section 21 of the Act, the Board shall consist of individuals who are members who are entitled to vote at general meetings of the Council.
  - (2)
    - (a) Each Chapter of the Council shall nominate one Director. No person shall be eligible to be nominated as a Director by a Chapter unless at the nomination closing time he or she is a member of that Chapter.
    - (b) No one individual may be nominated as a Director by more than one Chapter.
    - (c) The individuals so nominated by the Chapters shall comprise the Board of Directors of the Council.
  - (3) Chapters shall notify the Council of any change to the Chapter Director as soon as possible in writing by post or electronically.
  - (4) *Deleted.*
  - (5) No Director shall receive any remuneration or reward for services for acting in that capacity.
- B.** The office-bearers of the Council shall be:-
- (1) the Chairperson;
  - (2) the first Vice-Chairperson;
  - (3) the second Vice-Chairperson;
  - (4) the Treasurer; and
  - (5) the Secretary.
- C.** Each office-bearer shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- D.** In the event of a casual vacancy occurring, the Board may appoint a member of the Council to fill the vacancy and the member so appointed shall hold office; subject to

these rules, until the conclusion of the annual general meeting next following the date of the appointment.

### **ELECTION OF DIRECTORS**

14. *Deleted by resolution of members on 9 February 2011.*

### **ELECTION OF OFFICE-BEARERS**

14A.

- (1) The following provisions shall apply with respect to the election of office-bearers of the Council.
- (2) In this rule "Director" shall mean an individual whose nomination as a Director has been declared to the Council pursuant to Rule 13A.
- (3) (a) All elections shall take place after the annual general meeting of the Council.  
(b) Voting shall not be compulsory.
- (4) The office-bearers of the Council to be elected shall be elected by the Directors.
- (5) A candidate for election as an office-bearer shall be an Associate member.
- (6) A candidate for election as an office-bearer shall be nominated by a Director.
- (7) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.
- (8) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (9) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (10) The ballot for the election of office-bearers in such usual and proper manner as the Board may direct.

### **SECRETARY**

15.

- (1) The Secretary of the Council shall, as soon as practicable after being appointed as Secretary, lodge notice with the Council of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:-
  - (a) all appointments of office-bearers and Directors;
  - (b) the names of Directors present at a Board meeting or a general meeting; and
  - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

### **TREASURER**

16. It is the duty of the Treasurer of the Council to ensure that:-

- (1) all money due to the Council is collected and received and that all payments authorised by the Council are made; and
- (2) correct books and accounts are kept showing the financial affairs of the Council including full details of all receipts and expenditure connected with the activities of the Council.

### **CASUAL VACANCIES**



17. For the purposes of these rules, a casual vacancy in the office of a Director occurs if the member:-
- (1) dies;
  - (2) ceases to be a member of the Council;
  - (3) becomes an insolvent under administration within the meaning of Corporations Law;
  - (4) resigns office by notice in writing given to the Secretary;
  - (5) is removed from office under Rule 18;
  - (6) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - (7) is absent without the consent of the Board from three consecutive meetings of the Board;
  - (8) ceases to be a member of the Chapter which has elected him or her to the Board.

### **REMOVAL OF DIRECTOR**

18.

- (1) The Council in a general meeting may by resolution of at least two-thirds of the members present and entitled to vote remove any Director from the office of Director before the expiration of the Director's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Director so removed.
- (2) Where a Director to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the Council, the Secretary or the Chairperson may send a copy of the representations to each member of the Council or, if the representations are not so sent, the Director is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### **MEETINGS AND QUORUM**

19.

- (1) The Board shall meet at least two times in each period of 12 months at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the Chairperson or by any Director.
- (3) Oral or written notice of a meeting of the Board shall be given by the Secretary to each Director at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 7 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business shall be transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the Board:-
  - (a) the Chairperson or, in the Chairperson's absence, the first Vice-Chairperson or the second Vice-Chairperson, shall preside; or
  - (b) if the Chairperson and the first Vice-Chairperson and the second Vice-Chairperson are absent or unwilling to act such one of the remaining Directors as may be chosen by the members present at the meeting shall preside.

#### **DELEGATION BY BOARD TO SUB-COMMITTEE**

20.

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Council as the Board thinks fit the exercise of such of the functions of the Board as are specified in the instrument, other than:-
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

#### **VOTING AND DECISIONS**

21.

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 19(5), the Board may act notwithstanding any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Director or sub-committee.

#### **PART IV**

**GENERAL MEETINGS**  
**ANNUAL GENERAL**  
**MEETINGS HOLDING OF**

22.

- (1) With the exception of the first annual general meeting of the Council, the Council shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Council, convene an annual general meeting of its members.
- (2) The Council shall hold its first annual general meeting:-
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of 6 months after the expiration of the first financial year of the Council.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

**ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT**

23.

- (1) The annual general meeting of the Council shall, subject to the Act and to Rule 22, be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Board reports upon the activities of the Council during the last preceding financial year;
  - (c) to be advised by the Chapters of their nominated Director and Assistant Director; and
  - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

**SPECIAL GENERAL MEETINGS - CALLING OF**

24.

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Council.
- (2) The Board shall, on the requisition in writing of not less than 10 per cent of the total number of members, convene a special general meeting of the Council.
- (3) A requisition of members for a special general meeting:-
  - (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisitions;
  - (c) shall be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (4) If the Board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by the Council for any expense so incurred.

## **NOTICE**

25.

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or electronically to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of all annual general meeting, business which may be transacted pursuant to Rule 23(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary, who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **PROCEDURE**

26.

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Twenty members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

## **PRESIDING MEMBER**

27.

- (1) The Chairperson or, in the Chairperson's absence, the first Vice chairperson or the second Vice-Chairperson, shall preside as chairperson at each general meeting of the Council.
- (2) If the Chairperson and the first Vice Chairperson and the second Vice Chairperson are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

### **ADJOURNMENT**

28.

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Council stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **MAKING OF DECISIONS**

29.

- (1) A question arising at a general meeting of the Council shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Council, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Council, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken:-
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **SPECIAL RESOLUTION**

30. A resolution of the Council is a special resolution if:-

- (1) it is passed by a majority which comprises not less than three-quarters of such members of the Council as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (2) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (1) - the resolution is passed in a manner specified by the Commission.

## **VOTING**

31.

- (1) Upon any question arising at a general meeting of the Council or a Chapter, a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the Council or a Chapter unless all money due and payable by the member or proxy to the Council has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **APPOINTMENT OF PROXIES**

32.

- (1) Each member or Director shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.

## **PART V MISCELLANEOUS**

### **INSURANCE**

33.

- (1) The Council shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the Council may effect and maintain other insurance.

### **FUNDS - SOURCE**

34.

- (1) The funds of the Council shall be derived from entrance fees and annual subscriptions of Members and Chapters, donations and, subject to any resolution passed by the Council in general meeting, such other sources as the Board determines.
- (2) All money received by the Council shall be deposited as soon as practicable and without deduction to the credit of the Council's bank account.
- (3) The Council shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **FUNDS - MANAGEMENT**

35.

- (1) Subject to any resolution passed by the Council in general meeting, the funds of the Council shall be used in pursuance of the objects of the Council in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Board or employees of the Council, being members or employees authorised to do so by the Board.

### **ALTERATION OF OBJECTS AND RULES**

36. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Council.

#### **COMMON SEAL**

37.

- (1) The common seal of the Council shall be kept in the custody of the Public Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of 2 members of the Board or of 1 Director and of the Public Officer or Secretary.

#### **CUSTODY OF BOOKS ETC.**

38. Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Council.

#### **INSPECTION OF BOOKS ETC.**

39. The records, books and other documents of the Council shall be open to inspection, free of charge, by a member of the Council at any reasonable hour.

#### **SERVICE OF NOTICES**

40.

- (1) For the purpose of these rules, a notice may be served by or on behalf of the Council upon any member either personally or by sending it by post or electronically to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, or electronically sending the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post or electronically.

#### **SURPLUS PROPERTY**

41. ~~Omitted by amendment to the Councils Incorporation Act, 1984.~~

#### **SPECIAL INTEREST GROUPS**

42.

- (1) The Council may from time to time establish Special Interest Groups to cater for members with particular skills or interests within tourism, hospitality, events or related fields.
- (2) The names, functions, eligibility criteria, financial arrangements and other procedures for the operation of Special Interest Groups shall be prescribed in the By-Laws and displayed on the official CAUTHE website.
- (3) A member of a Special Interest Group must be a member of the Council and must satisfy any additional condition of membership for the Special Interest Group specified in the By-laws and pay any additional levy that may be determined for membership of the group.

APPENDIX I  
(Rule 3(1))

**CAUTHE  
APPLICATION FOR MEMBERSHIP**

THE COUNCIL FOR AUSTRALASIAN  
TOURISM AND HOSPITALITY EDUCATION INCORPORATED  
(incorporated under the Associations Incorporation Act, 1984)

NAME:.....  
(family name) (given names) (title)

INSTITUTION:.....

FACULTY/SCHOOL/DEPARTMENT:.....

MAILING ADDRESS:.....  
(post code)

RESIDENTIAL  
ADDRESS:.....  
(post code)

I hereby apply to become a member of CAUTHE INC. In the event of my admission as a member, I agree to be bound by the rules of CAUTHE INC for the time being in force.

SIGNATURE:..... DATE:.....

(MEMBERSHIP IS SUBJECT TO BOARD APPROVAL)



APPENDIX 2  
(Rule 32(2))

CAUTHE INC.  
FORM OF APPOINTMENT OF PROXY

I,.....  
(full name)

of .....

.....  
(address)

being a member of The Council for Australasian Tourism and Hospitality Education Incorporated

hereby appoint .....  
(full name of proxy)

.....  
(address)

being a member of CAUTHE INC, as my proxy to vote for me on my behalf at the general meeting of the Council (annual general meeting or special general meeting, or Chapter meeting as the case may be) to be held on the.....day of.....20...and at any adjournment of that meeting.

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

*\* To be inserted if desired.*

.....  
Signature of member appointing proxy

Date .....

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

## SCHEDULE A (See 2A.(3))

Auckland University of Technology	Academies Australasia Polytechnic
Bond University	Auckland Institute of Studies
Central Queensland University	Blue Mountains International Hotel Management School
Curtin University	Box Hill Institute of TAFE
Edith Cowan University	Christchurch Polytechnic Institute of Technology
Flinders University of South Australia	Holmesglen Institute of TAFE
Griffith University	International College of Hotel Management
James Cook University	International College of Management Sydney
La Trobe University	Kaplan Higher Education
Lincoln University	Le Cordon Bleu
Macquarie University	Northern Melbourne Institute of TAFE
Massey University	Otago Polytechnic
Monash University	Pacific International Hotel Management School Limited
Murdoch University	Southern Institute of Technology
Southern Cross University	The Hotel School Sydney
Swinburne University of Technology	Unitec Institute of Technology
University of Auckland	Waiariki Institute of Technology
Federation University	Wellington Institute of Technology
University of Canberra	William Angliss Institute of TAFE
University of Canterbury	William Blue
University of Newcastle	
University of New South Wales	
University of Otago	
University of Queensland	
University of South Australia	
University of Southern Queensland	
University of Tasmania	
University of Technology, Sydney	
University of Waikato	
University of Western Sydney	
Victoria University	
Victoria University of Wellington	