



# **CONSTITUTION**

## **Learning Difficulties Australia Inc.**

**Corrected and Reformatted, December 2021**

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# Introduction

1. The name of the incorporated association is Learning Difficulties Australia Inc. (LDA) (in these Rules called "the Association").
  
2. The purposes of the Association are:
  - 2.1 To promote understanding in the community of the complex nature of learning difficulties and the need for intervention to be carried out by qualified teachers and expert professionals.
  - 2.2 To support teachers, LDA Consultants and other professionals through high quality professional development programs and publications so that all members have access to theoretical advances and well researched teaching strategies in the field.
  - 2.3 To support and promote scientific evidence-based research that will advance understanding of the theory and evidence underlying effective teaching practice for students with learning difficulties.
  - 2.4 To liaise with kindred associations, thereby promoting cooperation and inter-disciplinary exchange of ideas.
  - 2.5 To advocate for improved services to students experiencing difficulties with learning through advice to relevant organizations and submissions to government bodies.
  - 2.6 To promote excellence in the field by recognising outstanding contributions through the Mona Tobias Award, the Bruce Wicking Award, the Tertiary Student Award and the AJLD Eminent Researcher and Early Career Researcher Awards.
  
3. In these Rules, unless the contrary intention appears:
  - 3.1 "**Council**" means the Committee of Management of the Association.
  - 3.2 "**Financial year**" means each yearly period of 12 months ending on 30 June.
  - 3.3 "**General Meeting**" means a general meeting of members convened in accordance with its rules and includes a special general meeting, an annual general meeting, and disciplinary appeal meeting.
  - 3.4 "**Member**" means a member of the Association.

3.5 "**Ordinary Member of the Council**" of the Council means a member of the Council who is not an honorary officer of the Association under Rule 56.

3.6 "**The Act**" means the **Associations Incorporation Reform Act 2012**.

3.7 "**The Regulations**" means Regulations under the Act.

3.8 "**Consultant Member**" means members admitted to the consultant membership classification (see Rule 18).

4. In these Rules, a reference to the Secretary of the Association is a reference where a person holds office under these Rules as Secretary of the Association.
  
5. Words or expressions contained in these Rules shall be interpreted in accordance with the Interpretation of the **Associations Incorporation Reform Act 2012** and the Act as in force from time to time.

# Membership

6. A natural person who has paid the required membership and agreed to abide by the Rules of the association is eligible to be a member of the Association under these rules.

7. An application of a person for membership to the Association is open to teachers and other professionals, as well as students, schools and other institutions who have an interest in the area of learning difficulties and support the purposes of the Association. LDA reserves the right to refuse membership to applicants and in this case will refund any fees paid in full.

7.1 Membership application shall be made in writing and shall nominate the category of membership that the applicant requests.

7.2 New members shall be lodged with the Secretary of the Association for inclusion on the Register of Members.

7.3 A right, privilege, or obligation of a person by reason of membership of the association

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7.3.1 is not capable of being transferred or transmitted to another person;  
and

7.3.2 terminates upon the cessation of membership whether by death or resignation or otherwise.

8. Register of Members

8.1 The Association shall keep and maintain a register of members in which shall be entered the full name, address, telephone number and date of entry with such other particulars and in such form as the Council may prescribe.

8.2 Every member shall communicate any change in his or her address to the Association in writing, and any such change of particulars shall be entered in the register.

8.3 The register shall be available for inspection by members upon request.

8.3.1 Information from the register may only be used if directly related to LDA's management, not for personal contact.

8.3.2 The Secretary may restrict access to a members details if asked to do so and if there are special circumstances that justify doing so.

9. The annual subscription as determined by Council at or prior to the Annual General Meeting is payable on 1 January each year. Renewal notices will be sent to members by the Administration Officer requesting payment of the appropriate fee. The Council shall have the discretion to charge a pro-rata membership fee in lieu of a full annual fee in appropriate circumstances.

10. The Secretary shall oversee the keeping and maintenance of a register of members in which shall be entered the full name, address, telephone number, and date of entry of the name of each member and the register shall be available for inspection by members upon request.

#### 11. Resignation or Cessation

11.1 A member of the Association who has paid all monies due and payable by the member to the Association may resign from the Association by first giving one months notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the member ceases to be a member.

11.2 A member is taken to have resigned if –

(a) the member's annual subscription is more than 12 months in arrears; or

(b) if no annual subscription is payable –

(i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and

(ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

12. Upon the expiration of a notice given under Rule 11, the Administration Officer shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

#### 13. Members of the Association shall be classified as follows:

##### 13.1 General Rights of Members

1. A member of the Association who is entitled to vote has the right -

(a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

(b) to submit items of business for consideration at a general meeting; and

- (c) to attend, be heard, and to vote at general meetings; and to have access to the minutes of general meetings and other documents of the Association as provided under Rule 76.2; and
- (d) to inspect the register of members.

2. A member is entitled to vote if –

- (a) more than 10 business days have passed since he or she became a member of the Association; and
- (b) the member's membership rights are not suspended for any reason.

14. The Council may from time to time fix the qualifications, rights, privileges and obligations of any class of members, and may prescribe other classes not herein provided for, save that Consultant membership shall be limited to those professionals whose specialist teaching is, in the opinion of the Council, appropriate for specialist teaching or support of students with learning difficulties.

14.1 Student membership shall be limited to those persons currently enrolled for full-time studies as at the date of application. Students completing their studies shall be entitled to apply as members unless they are eligible for another category of membership.

14.2 Institution membership is open to schools and other institutions which provide services for students with learning difficulties.

15. Members and Honorary Life Members shall enjoy the full benefits and privileges of the Association: they shall have voting rights and can be nominated for Council.

16. Consultant Members, on registration and payment of Consultant fees, shall enjoy the full benefits and privileges of the Association, including the right to receive and display a Certificate of Consultant Membership, the right to register for the Referral Service, and to use the initials L.D.A. consultant after their name, have voting rights and can be nominated for Council.

17. Student Members shall have the right to be notified and to attend meetings of the Association and shall enjoy such benefits as shall be determined from time to time by the Council, they shall have no right to vote at any meeting of the Association.

18. A candidate for Consultant membership shall make application for selection in writing on the prescribed form, and shall agree therein to be bound by the Constitution and ethics of the Association if selected. The applicant must be a current financial member of LDA, and an additional Consultant Member fee shall be payable on entry to the classification. Subsequent renewal of membership will be due in January and include the additional Consultant Member fee so long as the Consultant Member retains that classification.
  
19. Honorary Life Members may be proposed at any Annual General Meeting of the Association upon recommendation of the Council for persons who are:
  - 19.1 members of at least five years standing who have rendered special services to the association;
  - 19.2 non-members of the Association who have rendered continuous and valuable services to the Association and who, by Resolution of Council, carried unanimously have been so recommended.
  
20. The Council shall have free and unfettered discretion in respect of its right to admit applicants to membership and its discretion thereon shall be final and conclusive.



# Disciplinary Procedures

21. Subject to these Rules, the Council may, by resolution –

21.1 expel a member from the Association;

21.2 suspend a member from membership of the Association for a specified period; or

21.3 fine a member if the Council is of the opinion that the member –

21.3.1 has refused or neglected to comply with these Rules; or

21.3.2 has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

# Resolutions

22. A resolution of the Council under Rule 21 does not take effect unless the Council, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under Rule 23 confirms the resolution in accordance with this Rule; and where the member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.
23. If the Council passes a resolution under Rule 21, the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing –
- 23.1 setting out the resolution of the Council and the grounds on which it is based;
  - 23.2 stating that the member may address the Council at a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;
  - 23.3 stating the date, place and time of that meeting;
  - 23.4 informing the member that he or she may do one or more of the following:
    - 23.4.1 attend that meeting;
    - 23.4.2 give to the Council before the date of that meeting a written statement seeking the revocation of the resolution; and
    - 23.4.3 not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the Resolution.
24. At a meeting of the Council held in accordance with Rule 21 Council –
- 24.1 shall give to the member an opportunity to be heard;
  - 24.2 shall give due consideration to any written statement submitted by the member;
  - 24.3 shall by resolution determine whether to confirm or to revoke the resolution.
25. If the Secretary receives a notice under sub-clause 23.4.3, he or she shall notify the Council and the Council shall convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

26. At a general meeting of the Association convened under Rule 21:

26.1 no business other than the question of the appeal shall be transacted;

26.2 the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

26.3 the member shall be given an opportunity to be heard; and

26.4 the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

27. If at a general meeting of the Association convened under Rule 21 –

27.1 two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and

27.2 in any other case, the resolution is revoked.

# Grievances

## 28. Grievance Procedure

### 28.1 Application

28.1.1 The grievance procedure set out in this Division applies to disputes under these Rules between –

- (a) a member and another member;
- (b) a member and the Council;
- (c) a member and the Association.

28.1.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### 28.2 Parties must attempt to resolve the dispute

The parties to a dispute must first attempt to resolve the dispute between themselves.

### 28.3 Appointment of mediator

28.3.1 If the parties to a dispute are unable to resolve the dispute between themselves, the parties must –

- (a) notify the Council of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

28.3.2 The mediator must be –

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement –
  - (i) if the dispute is between a member and another member - a person appointed by the Council; or
  - (ii) if the dispute is between a member and the Council or the Association – a person appointed or employed by the Dispute Settlement Centre of Victoria.

28.3.3 A mediator appointed by the Council may be a member or former member of the Association but in any case must not be a person who –

- (a) has a personal interest in the dispute; or

(b) is biased in favour of or against any party.

28.4 Mediation process

28.4.1 The mediator to the dispute, in conducting the mediation, must –

(a) give each party every opportunity to be heard; and

(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 throughout the mediation process.

28.4.2 The mediator must not determine the dispute.

28.5 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

# General Meetings

29. The Association shall in each calendar year convene an Annual General Meeting of its members.

29.1 The annual general meeting shall be held on such a day as the Council determines but in all cases not later than 5 months after the end of the Financial Year.

29.2 The annual general meeting shall be specified as such in the notice convening such meeting.

29.3 The ordinary business of the annual general meeting shall be –

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

29.3.2 to receive from the Council reports upon the transactions of the Association during the last preceding financial year;

29.3.3 to consider other business of which notice shall be given to the Secretary at least 21 days before the meeting is held;

29.3.4 to receive and consider the statement submitted by the Association in accordance with Part 7 of the Act;

29.3.5 to elect members to the Council of the Association in accordance with Rule 69.

29.4 The annual general meeting may transact special business of which notice is given in accordance with these rules.

29.5 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

## 30. Special General Meeting

30.1 All general meetings other than the annual general meeting shall be called special general meetings.

30.2 The Council may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this Rule, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

31. The Council shall, on the requisition in writing of (20) members representing not less than five per cent of the total number of members, convene a special general meeting of the Association.
32. The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
33. If the Council does not cause a special general meeting to be held within the month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
34. A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council and, all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the person incurring the expenses.
35. Notice of General Meetings
- 35.1 The Secretary of the Association shall, notify members of such meeting, specify the place, day and hour of the meeting and the business that will be brought before such meeting.
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or at least 14 days' notice of a general meeting in any other case.
- (b) If a special resolution is to be proposed, the notice shall state in full the proposed resolution and the intention to propose the resolution as a special resolution and comply with Rule 48.1 and 48.2.
- (c) A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy as set out in 48.1, or by use of technology as set out in 48.2) vote in favour of the resolution.
- 35.2 No business other than that set out in the notice, except of a formal nature and general business, shall be brought forward at the meeting unless notice thereof is duly given.

35.3 A notice may be served by the Association upon any member either:

35.3.1 personally;

35.3.2 by sending through the post in a pre-paid letter or email;

35.3.3 by notice given in the Association's Bulletin, newsletter or other publication.

36. A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

37. All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

38. 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 when the meeting is considering that item.

39. The quorum for a general meeting is the presence (physically, by proxy or as allowed under Rule 48) of 10% of the members entitled to vote.

40. 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 next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the 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 15) shall be a quorum.

41. The President, or in the President's absence, a Vice-President shall preside as Chairperson at each general meeting of the Association.



42. If the President and a Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the Meeting.
43. The Chairperson of a general meeting at which a quorum is present may, with the consent of 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.
44. Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
45. Except as provided in Rule 44, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
46. A question arising at a general meeting of the Association 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, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour for, or against, that resolution.
47. Upon any question arising at a general meeting of the Association, a member has one vote only.
48. All votes shall be given personally but an arrangement shall be made to accept **proxy votes**.

#### 48.1 Proxies

- (a) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (b) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (c) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

(d) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

(e) Notice of a general meeting given to a member under rule 35 must

(i) state that the member may appoint another member as a proxy for the meeting; and

(ii) include a copy of any form that the Committee has approved for the appointment of a proxy.

(g) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

(h) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

#### 48.2 Use of technology

(a) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

(b) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

49. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

50. If at a meeting a poll or any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

51. A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.

52. A member is not entitled to vote at any general meeting unless all monies due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

# Council Composition, Membership and General Duties of Council Members

53. The affairs of the Association shall be managed by the Council consisting of five (5) honorary officers of the association and nine (9) ordinary members who shall control and manage the business and affairs of the Association.

53.1 The Council is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Council comply with these Rules.

53.2 Council members must exercise their powers and discharge their duties with reasonable care and diligence, for a proper purpose, in good faith, and the best interests of the Association

54. Each member of the Council shall be elected to serve for one year.

55. All Council members shall be voting members of the Association.

56. The Honorary Officers of Council shall consist of the President, two Vice-Presidents, the Treasurer, and the Secretary.

57. The Council will create a structure of nominated sub-committees to assist and report to the Council on the following areas:

- Administration
- Publications including Journal and Bulletin
- Consultants
- Professional Development
- And others as determined from time to time to be necessary or desirable for the operation of the Association

58. If any member of Council is absent from two consecutive Council meetings without prior approval of Council, he or she shall be considered to have resigned from his/her position on

Council.

59. The Council shall, within one month of such a vacancy occurring, appoint a new Council member, such appointed member to have all the rights and privileges afforded to elected members of Council.
60. A Council member appointed under Rule 59 shall hold the position subject to Rule 59 until the next Annual General Meeting.
61. For the purposes of the rules, the office of an honorary officer of the Association, or of an ordinary member of Council, becomes vacant if the officer or member:
  - 61.1 ceases to be a member of the Association;
  - 61.2 becomes an insolvent under administration within meaning of the Bankruptcy Act of the Commonwealth of Australia;
  - 61.3 resigns his/her office by notice in writing given to the Secretary;
  - 61.4 is imprisoned or else convicted of felony.
62. Should a position of Honorary Officer become vacant during a term, a replacement will serve for the balance of the uncompleted term of the originally elected honorary officer without prejudice to nomination for that position.
63. The Council shall have power at any time to appoint any full or Honorary Life Member to be a member of Council, to fill a casual vacancy until the ensuing Annual General Meeting.
64. The continuing members of Council may, subject to a quorum being present, act notwithstanding any vacancy in their body.
65. At each Annual General Meeting the ordinary members of Council shall retire from office.
66. The Honorary Officers shall retire on the one year anniversary of their election.
67. Any member of the Council, except as provided for in 67.2, shall be eligible for re-election without nomination by a proposer and seconder provided that, prior to the closing of

nominations, he or she shall have advised the Secretary, in writing, of their intention to re-nominate for Council. (Note that 'in writing' includes advice by email.)

67.1 Re-election to the office of President shall be restricted to three (3) consecutive terms.

67.2 Election to the position of President shall require a proposer and seconder for each term of office.

68. Nominations of candidature for election as Honorary Officers of the Association or as ordinary members of the Council

68.1 shall be submitted in writing, in the appropriate form, including the signatures, names and contact details of the proposer, seconder and nominee. (Note that 'in writing' includes submissions by email.)

68.2 shall be delivered to the Secretary of the Association not less than 30 days before the date fixed for the holding of the AGM.

69. If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected, and the resulting vacancies shall be regarded as casual vacancies (see Rule 63).

70. If the number of nominations received is equal to the number of vacancies, the persons nominated shall be deemed to be elected.

71. If the number of nominations exceeds the number of vacancies to be filled, a postal ballot shall be held.

72. The ballot for the election of officers and ordinary members of the Council shall be conducted by secret ballot with a returning officer appointed by the Chairperson being a voting member who is not a nominee or re-nominee for Council or as an Honorary Officer and in compliance with Rule 48.

73. A nomination of a candidate under Rule 68 is not valid if that candidate has been nominated for another office for election at the same election.

74. The management and control of the business and affairs of the Association shall be vested in the Council which may exercise all such powers and do all such things as may be exercised or done by the association, save such as are, by this Constitution, for the time being in force, required to be exercised or done by the Association in General Meeting.

75. The Council may have power, from time to time, to make, vary and repeal standing orders or by-laws on the proper conduct and management of the Association, and of any of the sub-committees thereof and, in particular, but not exclusively regulate:

75.1 the procedure at General Meetings of the Association and meetings of Council and of sub-committees

75.2 composition, variation, waiver or regulation of annual subscriptions, and when such subscriptions shall be due and payable

75.3 the publication of newspapers, periodicals and other publications such as the website of the Association; and

75.4 generally all such matters as are commonly subject of the Association Rules and are not expressly dealt with in this constitution.

#### **76. Secretary**

76.1 The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Council meeting together with a record of the names of persons present at Council meetings, and notify all members of such meetings.

76.2 The Secretary shall provide access to the Minutes and relevant records of Council meetings to Council Members on the LDA website, and to other members upon request within 14 days.

#### **77. The Treasurer of the Association –**

77.1 shall oversee the collection and receipt of all moneys due to the Association and make all payments authorised by the Association; and

77.2 shall arrange the keeping of correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association: and

77.3 shall make available the accounts and books referred to in sub-clause 91.1 for inspection by members;

77.4 all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be drawn at the direction of Council and be signed by two members of Council;

77.5 the funds of the Association shall be lodged with a bank approved by the Council;

77.6 the Honorary Treasurer shall arrange for the receipt of all monies, issue of receipts for same, shall pay accounts under delegated authority which have been passed for payment by the Council and shall arrange for proper record of all receipts and payments, and shall submit a financial report at each Council meeting;

77.7 the Honorary Treasurer will provide an audited report to each Annual General Meeting.

78. The Council shall meet at such times and places it decides, but not less than four times a year.

79. Special meetings may be convened by the Secretary at any time when directed by the President or by any two members of the Council.

80. Not less than seven days notice of any meeting of the Council shall be given to every member of the Council by letter, email or fax directed to his/her address as listed on the Register of Members.

81. The notice given to members of the Council for any special meeting shall specify the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.

82. Questions arising at any special meeting shall be decided by a majority of votes and in compliance with Rule 35.1 (a), (b) and (c).

83. No business shall be transacted unless a quorum is present and If within half an hour of the time appointed for a meeting a quorum is not present, the meeting shall stand adjourned to the same place and the same hour of the same day In the following week unless the meeting was a special meeting, in which case it lapses.

84. At meetings of the Council –



84.1 the President, or in the President's absence, one of the Vice-Presidents shall preside.

84.2 if the President and both Vice-Presidents are absent, such one of the remaining members of the Council as may be chosen by the members present shall preside.

84.3 questions arising at a meeting of the Council or of any sub-committee appointed by the Council shall be determined by a show of hands, or, if demanded by a member, by poll taken in such a manner as the person presiding at the meeting may determine.

84.4 each member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

84.5 the Council shall cause proper minutes to be kept by the Secretary for all resolutions and proceedings of the Council, all committees and of general meetings and retained in accordance with Rule 91.

85. Unless otherwise decided by Council, copies of the minutes of the last meeting of the Council shall be circulated prior to the next ordinary meeting of Council.

86. The Association in general meeting may by resolution remove any member of the Council before the expiration of the member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.

87. Where the Council member to whom a proposed resolution referred to Rule 87 applies makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

88. Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

89. In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

90. Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.

**91. Access by members to records and documents**

91.1 All minutes of General Meetings including financial statements submitted as such meetings, accounts, books, documents and securities of the association shall be available for inspection and copying by any member of the association upon request.

91.2 A member may request in writing from the Secretary access to a meeting of the Council and if the Council determines that the member has a legitimate interest in the business transacted at the requested meeting the Council may provide access to the meeting minutes or an extract of them.

91.3 Council may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

92. The funds of the association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Council determines and approves.

93. The Association, in Annual General Meeting may elect a Patron on the nomination of the Council.

94. The Council may, in its discretion, delegate any of its powers or the doing of any act or thing to any Sub-committee and may prescribe regulations to be observed by such sub-committee in the exercise of any power so delegated to it.

95. No Sub-committee may take executive action without being expressly authorised to do so, but must report back to Council.

96. Non-Members of LDA may be appointed to any sub-committee, provided that the convenor of that Committee is a member of Council and has authority from Council.

97. The President and Treasurer shall be ex-officio members of all sub-committees.

98. An amount to be set by Council annually, shall be under the control of the Secretary to meet the office expenses and the Treasurer shall account for such expenditure to Council.
99. The Council may appoint a Business Committee of three from among its members to advise the Council of the business affairs of the Association.
100. Administrative assistants and nominees of contractors may attend meetings of Council by invitation and shall have no vote thereat.
101. The Rules of the Association shall not be altered other than by a special resolution of this Association proposed at a properly convened and constituted General Meeting.