



SAP AUSTRALIAN USER GROUP INC

RULES

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PART 1 PRELIMINARY	4
1 DEFINITIONS	4
2 OBJECTS AND PURPOSES	5
PART 2 MEMBERSHIP.....	6
3 MEMBERSHIP AND CATEGORIES OF MEMBERSHIP	6
4 ADMISSION OF MEMBERS.....	6
5 CESSATION OF MEMBERSHIP.....	8
6 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE.....	8
7 RESIGNATION OF MEMBERSHIP.....	8
8 REGISTER OF MEMBERS.....	8
9 FEES AND SUBSCRIPTIONS	9
10 MEMBERS' LIABILITIES	9
11 RESOLUTION OF INTERNAL DISPUTES	9
12 DISCIPLINING OF MEMBERS	9
13 RIGHT OF APPEAL OF DISCIPLINED MEMBER.....	10
PART 3 THE COMMITTEE.....	11
14 POWERS OF THE COMMITTEE.....	11
15 OBJECTS AND PURPOSES OF THE COMMITTEE	11
16 CONSTITUTION AND MEMBERSHIP	11
17 ELECTION OF OFFICE-BEARERS AND COMMITTEE MEMBERS.....	12
18 SECRETARY.....	13
19 CHAIRPERSON	13
20 TREASURER.....	13
21 CASUAL VACANCIES.....	14
22 REMOVAL OF COMMITTEE MEMBER	14
23 MEETINGS AND QUORUM.....	15
24 DELEGATION BY COMMITTEE TO SUB-COMMITTEE.....	15
25 VOTING AND DECISIONS.....	16
PART 4 GENERAL MEETING.....	16
26 ANNUAL GENERAL MEETINGS – HOLDING OF	16
27 ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT.....	17
28 SPECIAL GENERAL MEETINGS – CALLING OF	17
29 NOTICE	18
30 PROCEDURE	18
31 PRESIDING MEMBER	19
32 ADJOURNMENT	19
33 MAKING OF DECISIONS	19
34 SPECIAL RESOLUTION.....	20
35 VOTING.....	20
36 APPOINTMENT OF PROXIES	20
PART 5 MISCELLANEOUS.....	21
37 INSURANCE	21
38 FUNDS – SOURCE.....	21
39 FUNDS – MANAGEMENT.....	21
40 ALTERATION OF OBJECTS AND RULES	21
41 COMMON SEAL.....	21
42 CUSTODY OF BOOKS.....	22
43 INSPECTION OF BOOKS.....	22
44 SERVICE OF NOTICES	22
45 AUDIT OF ACCOUNT.....	23
46 FINANCIAL YEAR	23
47 SURPLUS PROPERTY	23

APPENDIX 1.....	24
APPENDIX 2.....	25
APPENDIX 3.....	26
APPENDIX 3A.....	27
APPENDIX 4.....	28

Part 1 Preliminary

1 Definitions

(1) In these rules:

consultant means a person who is associated with SAP or its users but who is not a licensed user of SAP products.

Director-General means the Director-General of the Department of Fair Trading (New South Wales).

member includes ordinary members, consultant members, associate members and Business One members

ordinary member means a corporation, person, unincorporated association or other organisation including government body or authority which is an ordinary member of the Association.

Business One member means a corporation, person or other organisation including government body or Authority which is a member of the Association and which the Committee considers is a licensed user of the SAP product known as SAP Business One or has contracted to install within a time which the Committee considers appropriate.

person includes a partnership, firm, unincorporated association, corporation and a government or statutory body or authority.

public officer means the Chairperson of the committee or in the absence of the Chairperson, the person fulfilling the role of Chairperson.

project officer means the person appointed in that capacity from time to time by the Committee.

SAP means SAP Australia Pty Limited or associated corporations.

Secretary means:

- (a) the person holding office under these rules as Secretary of the Association, or
- (b) if no such person holds that office – the public officer of the Association.

special general meeting means a general meeting of the Association other than an annual general meeting.

special interest group means a sub-committee constituted under rule 24.

the Act means the *Associations Incorporation Act 1984* (New South Wales).

the Committee means the Executive Committee of the Association.

the regulation means the *Associations Incorporation Regulation 1999* (New South Wales).

- (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, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* (New South Wales) 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.
- (4) The name of the Incorporated Association shall be SAP Australian User Group Incorporated (in these rules called 'the Association' or 'SAUG').

2 Objects and Purposes

- (1) The Association was formed for the purpose of sharing knowledge and experience of SAP Products (herein after referred to as the products) by and for members of the Association.
- (2) The two main aims of the Association are to:
 - (a) encourage the exchange of knowledge, ideas and experience between members, and
 - (b) improve communication between SAP Australia Pty Ltd and members and vice versa.
- (3) The primary objectives of the Association are to:
 - (a) provide for a mutual exchange of ideas and experience between members,
 - (b) provide a forum to facilitate the exchange of information between members,
 - (c) provide opportunity to communicate with other groups, Associations or societies having similar aims and objectives,
 - (d) improve communication between SAP Australia Pty Ltd and members,
 - (e) provide product direction to SAP,
 - (f) provide a base for formulation of ideas to be presented to the SAP User Conference, and
 - (g) establish improvement strategies for training, updates, consultant skills, quality and other issues of concern to the members.

Part 2 Membership

3 Membership and Categories of membership

- (1) A person is a member of the association if that person:
 - (a)
 - (i) is a person referred to in section 15(1) of the Act, and
 - (ii) has not ceased to be a member of the Association at any time after incorporation of the Association under the Act,
 - or
 - (b)
 - (i) is a person who has been admitted as a member of the Association in accordance with these rules at any time after the incorporation of the Association under the Act, and
 - (ii) has not subsequently ceased to be a member of the Association in accordance with these rules.
- (2) There shall be four mutually exclusive categories of membership of the Association, namely:
 - (a) ordinary members,
 - (b) consultant members,
 - (c) associate members, and
 - (d) Business One members
- (3) Within 30 days after the commencement of this clause the Committee of the Association shall determine by resolution the category of membership to which each of the members who were members at the date of commencement of this clause shall belong and shall cause the category of membership to be written alongside each member's name in the register of members.

4 Admission of members

- (1) The Committee of the Association has the power to admit persons as members of the Association in accordance with this rule.
- (2) Where a person's admission as a member is approved pursuant to clause (1):
 - (a) the Committee shall determine the category of membership of that person,
 - (b) the secretary shall ensure that the name of such person and that person's category of membership shall appear in the register of members within 30 days of the resolution of the Committee which approved the admission of such member, and
 - (c) such a person's membership shall commence on the date of the resolution referred to in clause (1).

- (3) Subject to the provisions of clause (1), no person shall be admitted as a member of the Association unless:
 - (a) that person has lodged a written application for a category of membership in the form set out in Appendices 1 or 2 or 3 or 3A with the Secretary of the Association;
 - (b) the written application for membership specified the class of membership to which the person seeks membership; and
 - (c) the person has been nominated by two members.
- (4) As soon as practicable after receiving an application for membership, the secretary of the Association shall refer the application to the Committee which shall approve or reject the application.
- (5) Admission to membership is a matter solely within the discretion of the Committee. The Committee is under no obligation to provide reasons for either approving or rejecting an application.
- (6) Subject to the discretion of the Committee, a person's application for admission as an ordinary member may be approved if that person is a licensed user of SAP products, or is a person who is a user of SAP products pursuant to any head licence or the Committee considers that the person is suitable for ordinary membership.
- (7) Subject to the discretion of the Committee, a person's application for admission as a consultant member may not be approved unless that person is in the opinion of the Committee associated with the use of SAP product in a professional capacity but is not a licensed user.
- (8) Subject to the discretion of the Committee, a person's application for admission as an associate member may not be approved unless that person is in the opinion of the Committee not a professional user of SAP products or a Professional adviser of SAP products.
- (9) Subject to the discretion of the Committee, an application for admission as a Business One member may only be accepted if the applicant is in the opinion of the Committee a licensed user of the SAP Business One product or the applicant is contracted to install the product within an appropriate time.
- (10) Where the Committee determines to approve an application for membership, the secretary should, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification the sum payable under these rules by a member as entrance fee and annual subscription.
- (11) The secretary shall, on payment by the applicant of the amounts referred to in clause (10) within the period referred to in that clause, enter the applicant's name and category of membership in the register of members and upon the name being so entered the applicant becomes a member of the Association.

5 Cessation of membership

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) ceases to operate, or
- (c) ceases to be actively involved with products licensed from SAP, as determined by the Committee, or
- (d) resigns membership, or
- (e) is expelled from the Association, or
- (f) has not paid annual subscriptions within three (3) months of same falling due.

6 Membership entitlements not transferable

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

7 Resignation of membership

- (1) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8 Register of members

- (1) The Secretary of the Committee of the Association shall establish and maintain a register of members.
- (2) The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

9 Fees and subscriptions

- (1) A member of the Association must, on admission to membership, pay to the Association an annual membership fee as is determined by the Committee:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

10 Members' liabilities

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

11 Resolution of Internal Disputes

- (1) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

12 Disciplining of members

- (1) A complaint may be made to the Committee by any person that a member of the Association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association, or
 - (c) has breached the objectives of the Association for personal profit.
- (2) On receiving such a complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The Committee may, by resolution, expel the member from the Association or suspend the member from membership of the

Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

- (4) If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under rule 13.
- (5) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 13(5),

whichever is the later.

13 Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the Committee under rule 12, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the Secretary must notify the Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the ordinary members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 The Committee

14 Powers of the Committee

The Committee is to be called the Executive Committee of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

15 Objects and purposes of the Committee

The Committee is formed for the purpose of:

- (a) facilitating communications between users of the products,
- (b) actively pursuing enhancements to the products on behalf of all users,
- (c) planning and promoting the plenary sessions and other Association activities,
- (d) organising and running the plenary sessions and other Association activities, and
- (e) ensuring in conjunction with SAP Australia Pty Ltd, a user focus is facilitated at the annual SAP conferences.

16 Constitution and membership

- (1) Subject in the case of the first members of the Committee to section 21 of the Act, the Committee is to consist of:
 - (a) the office-bearers of the Association, and
 - (b) 3 general members,each of whom is to be elected at the annual general meeting of the Association.
- (2) The office-bearers of the Association are to be:
 - (a) the Chairperson
 - (b) the vice-Chairperson
 - (c) the Treasurer,
 - (d) the Secretary, and
 - (e) any other office bearers as deemed necessary.

- (3) In order to be eligible for election or appointment as an office-bearer of the Association or as a general member of the Committee a person must satisfy the following criteria:
 - (a) the person must be a natural person, and
 - (b) the person must qualify by being one of the following:
 - (i) an ordinary member of the association; or
 - (ii) a member of a partnership being a partnership which is an ordinary member of the association; or
 - (iii) a director or secretary of an ordinary member of the association; or
 - (iv) a member of an incorporated or unincorporated association being an association which is an ordinary member of the association; or
 - (v) an employee of an ordinary member of the association; or
 - (vi) a person nominated by an ordinary member as the ordinary member's representative.
- (4) Each member of the Committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (6) The Committee shall consist of no fewer than 4 members being natural persons and no greater than 9.

17 Election of Office-bearers and Committee members

- (1) Nominations of candidates for election as office-bearers of the Association and other members of the Committee:
 - (a) must be made in writing, signed by 2 ordinary members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and other members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (7) Only ordinary members of the Association may vote in the election of office bearers of the Association and general members of the Committee.

18 Secretary

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

19 Chairperson

The duties of the Chairperson are to ensure:

- (a) that meetings run to agenda and are timely,
- (b) validation and follow-up of minutes from previous meetings,
- (c) maintenance of proper meeting procedures, and
- (d) presentation to SAP Australia Pty Ltd of SAUG matters.

20 Treasurer

It is the duty of the Treasurer of the Association to ensure:

- (a) all moneys due to the Association are collected and banked in the name of the Association in such bank or financial institutions as the Committee may from time to time direct,
- (b) all payments authorised by the Association are made,

- (c) correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association, and
- (d) as soon as practical after the end of each financial year, cause to be prepared a statement containing particulars of:
 - (i) the income and expenditure of the financial year just ended, and
 - (ii) the assets, liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of the year.

21 Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the Association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under rule 22, or
- (f) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

22 Removal of Committee member

- (1) The ordinary members of the Association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee 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 representation be notified to the ordinary members of the Association, the Secretary or the Chairperson may send a copy of the representations to each ordinary member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Meetings and quorum

- (1) The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the Chairperson or by petition signed by any three members of the Committee stating the purpose of the meeting.
- (3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the Committee including one office bearer constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) At a meeting of the Committee:
 - (a) the Chairperson or, in the Chairperson's absence, the vice-Chairperson is to preside, or
 - (b) if the Chairperson and the vice-Chairperson are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

Delegation by Committee to sub-Committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee 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 section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the Committee 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 Committee.
- (6) The Committee 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.
- (8) Disputes from and within any Sub-Committee shall be referred to the Committee for resolution.

25 Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (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 23(5), the Committee may act despite any vacancy on the Committee.
- (4) A member of the Committee having a pecuniary interest in any matters concerning the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that matter.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

Part 4 General meeting

26 Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.

- (2) The Association must 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 Association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

27 Annual general meetings – calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to rule 26, to be convened on such date and at such place and time as the Committee 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 is to include the following:
 - (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 Committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and general members of the Committee,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

28 Special general meetings – calling of

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee must, on the requisition in writing of at least 10 per cent of ordinary members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must 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 Committee fails to convene a special general meeting to be held within 1 month after that 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) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

29 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each ordinary member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each ordinary member 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 is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 27(2).
- (4) An ordinary member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

30 Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of ordinary members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten percent of ordinary 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 one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of ordinary members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same 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

ordinary 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 one hour after the time appointed for the commencement of the meeting, the ordinary members present (being at least 3) is to constitute a quorum.

31 Presiding member

- (1) The Chairperson or, in the Chairperson's absence, the vice-Chairperson, is to preside as Chairperson at each general meeting of the Association.
- (2) If the Chairperson and the vice-Chairperson are absent or unwilling to act, the members present must elect one of their number to preside as Chairperson at the meeting.

32 Adjournment

- (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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association 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.

33 Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands of the ordinary members 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 Association, 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 Association, a poll may be demanded by the Chairperson or by at least 3 ordinary members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must 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 is taken to be the resolution of the meeting on that matter.

34 Special resolution

A resolution of the Association is a special resolution:

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

35 Voting

- (1) On any question arising at a general meeting of the Association an ordinary member has one vote only.
- (2) All votes must be given personally or by proxy but no ordinary member may hold more than 1 proxy.
- (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 Association unless all money due and payable by the ordinary member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

36 Appointment of proxies

- (1) Each ordinary member is to be entitled to appoint a natural person 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 is to be in the form set out in Appendix 4 of those rules.
- (3) The following natural persons may be appointed as proxy for any member of the association:
 - (a) a member of the association;

- (b) a member of a partnership being a partnership which is a member of the association;
- (c) a director or secretary of a member of the association;
- (d) a member of an incorporated or unincorporated association being an association which is a member of the association;
- (e) an employee of a member of the association; or
- (f) a representative of an ordinary member.

Part 5 Miscellaneous

37 Insurance

The Association shall effect and maintain insurance.

38 Funds – source

- (1) The funds of the Association are to be derived from fees and annual subscriptions of members, donations and such other sources as the Committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

39 Funds – management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any member of the Committee plus one other Committee member or the person who is in the position of Project Officer.

40 Alteration of objects and rules

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

41 Common seal

- (1) The common seal of the Association must be kept in the custody of the public officer.

- (2) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the public officer or Secretary.
- (3) The income or property of the Association shall be applied solely in pursuance of the objects of the Association and no portion thereof shall be paid or transferred directly, or indirectly by way of profit to members of the Association, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association for any service actually rendered to the Association or reasonable and proper rental for premises let by any member of the Association.

42 Custody of books

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

43 Inspection of books

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

44 Service of notices

- (1) For the purpose of these rules, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

45 Audit of Account

All statements prepared under rule 20(d) shall be examined by an auditor who shall present an Auditor's Report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.

46 Financial Year

The financial year of the Association shall close on 30th June in each year.

47 Surplus Property

At the first general meeting of the Association, the Association shall pass a special resolution to make available to the member organisations, based on fees and subscriptions paid by those member organisations, provided that these organisations prohibit the distribution of income and property to individual members, surplus funds or property, after satisfaction of all the Association's debts and liabilities, pursuant to the Act in the event of the winding up or the cancellation of the incorporation of the Association.

Appendix 1

(Rule 4 (1))

APPLICATION FOR ORDINARY MEMBERSHIP OF ASSOCIATION

SAP Australian User Group Incorporated (incorporated under the *Associations Incorporation Act 1984* (New South Wales)).

I,.....
(full name of applicant)

Representing.....
(company name)

of.....
(address)

hereby apply to become an ordinary member of the above named incorporated Association. In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....
Signature of applicant

Date.....

I,..... a member for the Association,
(full name)

nominate the applicant, for ordinary membership of the Association.

.....
Signature of proposer

.....
Member Company

Date.....

I,..... a member for the Association,
(full name)

second the nomination of the applicant for membership of the Association.

.....
Signature of seconder

.....
Member Company

Date.....

Appendix 2

(Rule 4 (1))

APPLICATION FOR ASSOCIATE MEMBERSHIP OF ASSOCIATION

SAP Australian User Group Incorporated (incorporated under the *Associations Incorporation Act 1984* (New South Wales)).

I,.....
(full name of applicant)

of.....
(address)

hereby apply to become an associate member of the above named incorporated Association. In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....
Signature of applicant

Date.....

I,..... a member for the Association,
(full name)

nominate the applicant, for associate membership of the Association.

.....
Signature of proposer

.....
Member Company

Date.....

I,..... a member for the Association,
(full name)

second the nomination of the applicant for membership of the Association.

.....
Signature of seconder

.....
Member Company

Date.....

Appendix 3

(Rule 4 (1))

APPLICATION FOR CONSULTANT MEMBERSHIP OF ASSOCIATION

SAP Australian User Group Incorporated (incorporated under the *Associations Incorporation Act 1984* (New South Wales)).

I,.....
(full name of applicant)

Representing.....
(company name)

of.....
(address)

hereby apply to become a consultant member of the above named incorporated Association.
In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....
Signature of applicant

Date.....

I,..... a member for the Association,
(full name)

nominate the applicant, for consultant membership of the Association.

.....
Signature of proposer

.....
Member Company

Date.....

I,..... a member for the Association,
(full name)

second the nomination of the applicant for membership of the Association.

.....
Signature of seconder

.....
Member Company

Date.....

Appendix 3A

(Rule 4 (1))

APPLICATION FOR BUSINESS ONE MEMBERSHIP OF ASSOCIATION

SAP Australian User Group Incorporated (incorporated under the *Associations Incorporation Act 1984* (New South Wales)).

I,.....
(full name of applicant)

Representing.....
(company name)

of.....
(address)

hereby apply to become a Business One member of the above named incorporated Association. In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....
Signature of applicant

Date.....

I,..... a member for the Association,
(full name)

nominate the applicant, for consultant membership of the Association.

.....
Signature of proposer

.....
Member Company

Date.....

I,..... a member for the Association,
(full name)

second the nomination of the applicant for membership of the Association.

.....
Signature of seconder

.....
Member Company

Date.....

Appendix 4

(Rule 36)

FORM OF APPOINTMENT OF PROXY

I,of
(full name) (address)

being the representative of
(name of ordinary member)

a member of SAP Australian User Group Incorporated

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

being a representative member of that incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....
(month and year)

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 representative of a member organisation of the Association.