

## **Constitution of Talent2 User Group Inc**

### **NAME**

1. The name of the incorporated association shall be the Talent2 User Group Inc (in these rules called "the association")

### **OBJECTS**

2. The objects for which the association is established are -
  - (a) to facilitate communication between members themselves, and between members and Talent2, to exchange information on products, services, technical issues and business practices relating to Talent2 products
  - (b) to provide an active voice and a consolidated channel of communication for users of Talent2 products in expressing needs, requirements, concerns and suggestions to Talent2
  - (c) to serve as a voice in matters concerning the human resource management systems industry
  - (d) to facilitate the usage and application of Talent2 products throughout the membership
  - (e) to coordinate and assist in the ongoing education of Talent2 users through organised meetings, seminars, conferences and publications relating to the better use of Talent2 products
  - (f) to coordinate the purposes and actions of the different regional and international user groups and to create a forum where the activities and concerns of all these groups can be communicated through the Talent2 User Group

### **MISSION**

The purpose of the association is to assist Talent2 customers to make best use of their investment in the Talent2 software.

The association will foster an environment which provides mutual benefit for the Talent2 user community and Talent2, the company, by encouraging active communication among users and between users and the company

The association will add value to the members' investment in Talent2 software by promoting better use of the products, by influencing the development direction of the Talent2 products and services, and by encouraging Talent2's R&D initiatives.

## POWERS

3. (1) The association has, in the exercise of its affairs, all the powers of an individual.
- (2) The association may, for example -
  - (a) enter into contracts; and
  - (b) acquire, hold, deal with and dispose of property; and
  - (c) make charges for services and facilities it supplies; and
  - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The association may take over the funds and other assets and liabilities of the present unincorporated association known as the Talent2 User Group.
- (4) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

## CLASSES OF MEMBERSHIP

4. (1) The membership of the association shall consist of ordinary members who may be any enterprise which is a legal user of Talent2 products and services. Associate members who share the objects of the Talent2 User Group Inc but are not users of Talent2 products and services may also join the association but may not vote nor hold elected office. All members will nominate an individual as their representative.
  - (2) The number of ordinary members shall be unlimited.
  - (3) Applicants who wish to join the association as ordinary members prior to actually using Talent2 software may do so as associate members, becoming ordinary members once they are using at least one element of the software or service.
5. (1) Every organisation who at the date of incorporation of the association was a member of the unincorporated association and who on or before a date fixed by the management committee for the purpose agrees in writing to become a member of the association shall be admitted by the management committee to the same class of membership of the association as that member held in the unincorporated association.
  - (2) Every member of the association who previously to agreeing to become a member of the association has paid the member's subscription on or before the date fixed by the management committee for the purpose, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the association for the period before the date fixed by the management committee as the date the next annual subscription becomes due.
  - (3) Every applicant for any class of membership of the association (other than the members of the unincorporated association referred to in sub-rule (1)) shall be proposed by 1 member of the association and seconded by another member.
  - (4) The application for membership shall be made in writing, signed by the applicant and the applicant's proposer and seconder and shall be in such form as the management committee from time to time prescribes.

### **MEMBERSHIP FEES**

6. (1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the management committee shall from time to time determine.
- (3) Enterprises who join the association in the three months preceding a financial year close will pay the full membership fee which will not expire until the close of the financial year following the above mentioned financial year close.
- (4) Membership fees being paid via Talent2 maintenance fees will apply to the:
  - (a) following financial year, if due in the last three months of the financial year, after the initial fee period or
  - (b) current financial year, if due in the first nine months of the financial year.
- (5). Determination of how clauses 6(3) and 6(4) are applied is the date at which an invoice for membership could have been levied, not the date it is actually raised, nor the payment date.

### **ADMISSION AND REJECTION OF MEMBERS**

7. (1) At the next meeting of the management committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the management committee, who shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the management committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- (3) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

### **TERMINATION OF MEMBERSHIP**

8. (1) A member may resign from the association at any time by giving notice in writing to the secretary and no membership fees will be refunded as a result.
- (2) Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (3) If a member -
  - (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for a period of 2 months or more; or
  - (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the association, the management committee shall consider

whether the member's membership shall be terminated.

- (4) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the management committee resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

#### **APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

9. (1) An organisation whose application for membership has been rejected or whose membership has been terminated may within 1 month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the management committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within 3 months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
- (3) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the management committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- (4) The appeal shall be determined by the vote of the members present at such meeting.
- (5) Where an organisation whose application is rejected, does not appeal against the decision of the management committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

#### **REGISTER OF MEMBERS**

10. (1) The management committee shall cause a register to be kept in which shall be entered the names and addresses of all organisations together with the name of their representative admitted to membership of the association and the dates of their admission.
- (2) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the management committee or the members at any general meeting may require from time to time.
- (3) The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

#### **SECRETARY**

11. (1) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must appoint or elect a secretary for the association within 14 days after incorporation.
- (2) If a vacancy happens in the office of secretary, the members of the management committee must appoint or elect a secretary within 14 days after the vacancy happens.
- (3) The secretary must be an individual residing in the State who is -

- (a) a member of the association's management committee appointed by the committee as Secretary; or
  - (b) appointed by the management committee as secretary (whether or not the individual is a member of the association); or
  - (c) a member of the association elected by the association as secretary; or
- (4) The management committee may appoint and remove the secretary at any time.

### **MEMBERSHIP OF MANAGEMENT COMMITTEE**

12. (1) The management committee of the association shall consist of a president, vice-president, treasurer, all of whom shall be members of the association, and such number of other members as the members of the association at any general meeting may from time to time elect or appoint.
- (2) At the annual general meeting of the association, all the members of the management committee for the time being shall retire from office, but shall be eligible upon nomination for re-election except that the President be restricted to a maximum of two consecutive terms, unless a motion is carried at an annual general meeting to allow a further term.
- (3) The election of officers and other members of the management committee shall take place in the following manner -
- (a) any two members of the association shall be at liberty to nominate any other member to serve as an officer or other member of the management committee;
  - (b) the nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place;
  - (c) a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted, faxed or emailed to each nominated representative of an ordinary member at least 7 days immediately preceding the annual general meeting;
  - (d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and the representative of each ordinary member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
  - (e) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- 12 (4) By simple vote, the elected members of the management committee may invite other persons to join the committee under terms and conditions as set out by the elected management committee. These other persons would remain on the committee for the period determined by the management committee or the next Annual General Meeting, whichever is sooner.

### **RESIGNATION OR REMOVAL FROM OFFICE OF MEMBER OF MANAGEMENT COMMITTEE**

13. (1) Any member of the management committee may resign from membership of the management

committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the association where that member shall be given the opportunity to fully present the member's case.

- (2) The question of removal shall be determined by the vote of the members present at such general meeting.
- (3) There is no right of appeal against a member's removal from office under this section.

#### **VACANCIES ON MANAGEMENT COMMITTEE**

14. (1) The management committee shall have power at any time to appoint any member of the association to fill any casual vacancy on the management committee until the next annual general meeting.
- (2) The continuing members of the management committee may act notwithstanding any casual vacancy in the management committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the management committee, the continuing member or members may act for the purpose of increasing the number of members of the management committee to that number or of summoning a general meeting of the association, but for no other purpose.

## **FUNCTIONS OF THE MANAGEMENT COMMITTEE**

15. (1) Except as otherwise provided by these rules and subject to resolutions of the members of the association carried at any general meeting the management committee -
- (a) shall have the general control and management of the administration of the affairs, property and funds of the association; and
  - (b) shall have authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent.
- (2) The management committee may exercise all the powers of the association -
- (a) to borrow or raise or secure the payment of money in such manner as the members of the association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the association's property, both present and future, and to purchase, redeem or pay off any such securities;
  - (b) to borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association, and to provide and pay off any such securities; and
  - (c) to invest in such manner as the members of the association may from time to time determine.
- (3) For sub-section (2)(b) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by -
- (a) the financial institution for the association; or
  - (b) if there is more than one financial institution for the association - the financial institution nominated by the association.

## **MEETINGS OF MANAGEMENT COMMITTEE**

16. (1) The management committee shall meet at least once every 2 calendar months to exercise its functions, this can be through a physical meeting or electronic meeting or combination of both as determined by the management committee.
- (2) The management committee must decide how a meeting is to be called.
- (3) Notice of a meeting is to be given in the way decided by the management committee.
- (4) A special meeting of the management committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the management committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (5) At every meeting of the management committee a simple majority of a number equal to the number of members elected and/or appointed to the management committee as at the close

of the last general meeting of the members, shall constitute a quorum.

- (6) Subject as previously provided in this section, the management committee may meet together and regulate its proceedings as it thinks fit.
- (7) However, questions arising at any meeting of the management committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (8) A member of the management committee shall not vote in respect of any contract or proposed contract with the association in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.
- (9) Not less than 14 days notice shall be given by the secretary to members of the management committee of any special meeting of the management committee.
- (10) Such notice shall clearly state the nature of the business to be discussed thereat.
- (11) The president shall preside as chairperson at every meeting of the management committee, or if there is no president, or if at any meeting the president is not present within 10 minutes after the time appointed for holding the meeting, the vice-president shall be chairperson or if the vice-president is not present at the meeting then the members may choose 1 of their number to be chairperson of the meeting.
- (12) If within half an hour from the time appointed for the commencement of a management committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee, shall lapse.
- (13) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

### **DELEGATION OF POWERS OF MANAGEMENT COMMITTEE**

17. (1) The management committee may delegate any of its powers to a subcommittee consisting of such members of the association as the management committee thinks fit.
- (2) Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the management committee.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it thinks proper.
- (6) Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

### **ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

18. All acts done by any meeting of the management committee or of a subcommittee or by any person acting as a member of the management committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the management committee or person acting as aforesaid, or that the members of the management committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the management committee

### **RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

19. (1) A resolution in writing signed by all the members of the management committee for the time being entitled to receive notice of a meeting of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held.
- (2) Any such resolution may consist of several documents in like form, each signed by 1 or more members of the management committee.

### **FIRST GENERAL MEETING**

20. (1) At the general meeting which votes to apply for incorporation, the representatives of the members entitled to be ordinary members under these rules will appoint the auditor, elect the president, vice president, secretary and treasurer and will conduct other business as determined by the meeting in accordance with these rules.

### **FIRST ANNUAL GENERAL MEETING**

21. The first annual general meeting must be held within 18 months after the day the association is incorporated.

**SUBSEQUENT ANNUAL GENERAL MEETINGS**

22. Each subsequent annual general meeting must be held -
- (a) at least once each year; and
  - (b) within 6 months after the end of the association's previous financial year.

**BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING**

23. The following business must be transacted at every annual general meeting -
- (a) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the association for the last financial year;
  - (b) the receiving of the auditor's report on the financial affairs of the association for the last financial year;
  - (c) the presenting of the audited statement to the meeting for adoption;
  - (d) the election of members of the management committee;
  - (e) the appointment of an auditor.

### SPECIAL GENERAL MEETING

24. (1) The secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of:-
- (a) being directed to do so by the management committee; or
  - (b) being given a requisition in writing signed by not less than one-third of the members presently on the management committee or not less than the number of ordinary members of the association which equals double the number of members presently on the management committee plus one;
  - (c) being given a notice in writing of an intention to appeal against the decision of the management committee to reject an application for membership or to terminate the membership of any organisation.
- (2) A requisition mentioned in subsection (1)(b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

### QUORUM AT GENERAL MEETING

25. (1) At any general meeting the number of ordinary members required to constitute a quorum shall be double the number of members presently on the management committee plus 1.
- (2) No business shall be transacted at any general meeting unless a quorum of ordinary members is present at the time when the meeting proceeds to business.
- (3) For the purposes of this rule -
- "member"** includes a person attending as a proxy or as representing a corporation which is a member.
- (4) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee or the association, shall lapse.
- (5) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (7) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (8) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **NOTICE OF GENERAL MEETING**

26. (1) The secretary shall convene all general meetings of the association by giving not less than 14 days notice of any such meeting to the members of the association.
- (2) The manner by which such notice shall be given shall be determined by the management committee.
- (3) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the management committee, shall be given in writing.
- (4) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

### **PROCEDURE AT GENERAL MEETING**

27. (1) Unless otherwise provided by these rules, at every general meeting -
- (a) the president shall preside as chairperson, or if there is no president, or if the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the chairperson or if the vice-president is not present or is unwilling to act then the ordinary members present shall elect 1 of their number to be chairperson of the meeting; and
- (b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
- (c) every question, matter or resolution shall be decided by a majority of votes of the ordinary members present; and
- (d) every member present shall be entitled to 1 vote and in the case of an equality of votes the chairperson shall have a second or casting vote; and
- (e) however, no ordinary member shall be entitled to vote at any general meeting if the member's annual subscription is more than 1 month in arrears at the date of the meeting; and
- (f) voting shall be by show of hands or a division of ordinary members, unless not less than one-fifth of the ordinary members present demand a ballot, in which event there shall be a secret ballot; and
- (g) The chairperson shall appoint 2 members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
- (h) an ordinary member may vote in person or by proxy or by attorney and on a show of hands every person present who is a representative of an ordinary member shall have 1 vote and in a secret ballot every ordinary member present in person or by proxy or by attorney or other duly authorised representative shall have 1 vote; and
- (i) the instrument appointing a proxy shall be in writing, in the common or usual form

under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and

- (j) a proxy may but need not be a member of the association; and
- (k) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and
- (l) where it is desired to afford ordinary members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit -

TALENT2 USER GROUP INC:

I, \_\_\_\_\_ of \_\_\_\_\_, being the representative of an ordinary member of the abovementioned association, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing the member, \_\_\_\_\_ of \_\_\_\_\_, as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

Signature.

This form is to be used \*in favour of \_\_\_\_\_ the resolution.  
\*against \_\_\_\_\_

\*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as the proxy thinks fit.);

- (m) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
  - (n) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every management committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.
- (2) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every management committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding management committee meeting verifying their accuracy.
  - (3) Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.
  - (4) However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

### **BY-LAWS**

28. The management committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association and any by-law may be set aside by a general meeting of members.

### **ALTERATION OF RULES**

29. (1) Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.
- (2) However an amendment, rescission or addition is valid only if it is registered by the chief executive.
- (3) All amendments, rescissions and additions to these rules, once registered, as well as all by-laws from time to time approved, shall be collated and appended as a schedule to this constitution, in the form of the special resolution carried at the general meeting, in the case of the constitution, or the motion carried by the management committee, in the case of by-laws

### **COMMON SEAL**

30. (1) The management committee shall provide for a common seal and for its safe custody.
- (2) The common seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by a member of the management committee and shall be countersigned by the secretary or by a second member of the management committee or by some other person appointed by the management committee for the purpose.

### **FUNDS AND ACCOUNTS**

31. (1) The funds of the association must be kept in the name of the association in a financial institution decided by the management committee.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.

- (4) All amounts of \$100 or over shall be paid by cheque signed by any 2 of the president, vice president, secretary, treasurer or other member authorised from time to time by the management committee.
- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- (6) The management committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a management committee meeting.
- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of -
  - (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the association at the close of that year.
- (9) If the association is incorporated within 3 months of the end of the association's financial year, subsection (8) does not apply for the financial year the association is incorporated.
- (10) The auditor must examine the statement prepared under subsection (8) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (11) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

#### **DOCUMENTS**

- 32. The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the association.

#### **FINANCIAL YEAR**

- 33. The financial year of the association shall close on 31st day of December in each year to take effect from 31 December 2009.

### DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

34. (1) This section applies if the association is wound-up under part 10 of the Act and there are surplus assets.
- (2) The surplus assets must not be distributed among the members but must be given to another entity -
- (a) that has objects similar to the association's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (3) In this section - "**surplus assets**" has the meaning given by section 92(3) of the Act.

### LOCATION OF MEETINGS

- 35 (1) The Annual General Meeting must be a physical meeting, however other General Meetings including Special General Meetings may be through a physical meeting or electronic meeting or combination of both as determined by the management committee. The management committee will ensure that adequate precautions are taken to ensure participants in the electronic meetings are correctly identified.
36. Interpretation of Constitution and By-laws
- (1) In the event of a conflict in interpretation between the constitution and a by-law, the constitution shall take precedence
  - (2) In the event of a conflict in interpretation between by-laws, the by-law most recently approved shall take precedence

## CHANGES TO CONSTITUTION – ADDENDUM

### MOTIONS CARRIED AT THE SPECIAL GENERAL MEETING ON 4 SEPTEMBER 2009

#### Motion 1

It is proposed that the constitution of the Talent2 User Group be amended in the following fashion:

- a. that the words “3 months” in clause 22(b) be replaced with the words “6 months” and
- b. that the words “28<sup>th</sup> day of February” be replaced with the words “31<sup>st</sup> day of December” in clause 33 and that this take effect from 31<sup>st</sup> December 2009 and
- c. that the clause 36(3) be rescinded and replaced with clause 6(3), 6(4) and 6(5) worded

“6(3). Enterprises who join the association in the three months preceding a financial year close will pay the full membership fee which will not expire until the close of the financial year following the above mentioned financial year close.”

“6(4). Membership fees being paid via Talent2 maintenance fees will apply to the:  
 (a) following financial year, if due in the last three months of the financial year, after the initial fee period or  
 (b) current financial year, if due in the first nine months of the financial year.”

“6(5). Determination of how clauses 6(3) and 6(4) are applied is the date at which an invoice for membership could have been levied, not the date it is actually raised, nor the payment date.”

#### Motion 2

It is proposed that the constitution of the Talent2 User Group be amended as follows:

- a. that the clause 36(1) be rescinded and that clause 12(2) amended to read:

“12(2). At the annual general meeting of the association, all members of the management committee for the time being shall retire from office, but shall be eligible upon nomination for re-election except that the President be restricted to a maximum of two consecutive terms, unless a motion is carried at an annual general meeting to allow a further term.

- b. that clause 36(2) be rescinded and clause 4(3) be added, to read:

“4(3). Applicants who wish to join the association as ordinary members prior to actually using Talent2 software may do so as associate members, becoming ordinary members once they are using at least one element of the software or service.

- c. that clause 36(4) be rescinded and replaced with a new clause 36 to read:

“36. Interpretation of Constitution and By-laws

(1) In the event of a conflict in interpretation between the constitution and a by-law, the constitution shall take precedence

(2) In the event of a conflict in interpretation between by-laws, the by-law most recently approved shall take precedence

- d. that clause 29(3) be added to read:

“29(3). All amendments, rescissions and additions to these rules, once registered, as well as all by-laws from time to time approved, shall be collated and appended as a schedule to this constitution, in the form of the special resolution carried at the general meeting, in the case of the constitution, or the motion carried by the management committee, in the case of by-laws.

**MOTIONS CARRIED AT THE GENERAL MEETING ON 17 MARCH 1997**

- 36 (1) The President is elected for a term of no more than two years unless amended at an Annual General Meeting.
- (2) Enterprises may only be an associate member whilst implementing the Talent2 software and upon implementation of a core module will then become entitled to full membership
- (4) Enterprises who join the Talent2 User Group in December, January or February will pay the full membership fee which will entitle them to membership for the balance of the association year plus the following year; conversely those joining in the first nine months of the association year will pay the full membership fee but for the year in progress

A similar policy will follow for those paying their fee via an add-on to their Talent2 maintenance charge. If the maintenance fee falls due in the last three months of the association's year then the membership fee will apply to the following membership year and vice versa, if it falls due in the first nine months it will apply to the present association year.

The determining factor in the application of this motion will be the date at which an invoice for membership could have been levied, not the date it was actually raised nor the date of payment.

- (5) The meeting unanimously agreed that in the event of any conflict in interpretation between the constitution and a by-law, the constitution will take preference. If there are any conflicts in interpretation between by-laws, then the by-law passed most recently will take preference. Further, that these by-laws be collated and appended to the constitution and supplied with the constitution whenever a copy of the constitution is issued.

**MOTIONS CARRIED AT THE GENERAL MEETING ON 3 MAY 1999**

1. The following bylaw was passed  
  
“This meeting amends the Constitution for this year only to allow the incumbent President to stand for re-election for one further year.”
2. Clause 12 (4) was added to the constitution