

# **Constitution of the Annodex Association, Inc.**

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## PART I: Preliminary

### 1 Definitions

(1) In these rules

(a) the **Act** means the [Associations Incorporation Act 1984 \(NSW, Australia\)](#).

(b) **Commissioner** means the Commissioner of the Department of Fair Trading, NSW, Australia.

(c) the **Regulation** means the [Associations Incorporation Regulation 1999 \(NSW, Australia\)](#).

(d) the **Public Officer** means the Public Officer according to the Act.

(e) **Written notices** as used in these rules encompass notices written in electronic form and sent via Email. Notices made on irc (Internet relay chat) are not regarded as written notices. **Signing** is also a type of written notice and an identified email notice fulfills the requirements of a signature.

(f) **General meetings** of the Association must be accessible to all members and thus must be held online such as on irc. Members are **present**, when they identify themselves by name at the meeting. **Oral statements** as provided for in these rules then encompass statements provided online as on irc.

(g) A **vote** can be either by a show of hands, an email proxy vote sent to the Secretary, online voting, or any method the committee chooses to define. In online meetings on irc, a show of hands is fulfilled through a statement of opinion by the attending members. **Secret ballot** as used in these rules may be undertaken online in a manner provided by the Committee.

(h) **Open standards** are technology specifications that follow the principles and practice of open standards given in Appendix 1.

(i) **Open source** refers to any software published under an OSI (Open Source Initiative, <http://www.opensource.org/>) license, as reprinted in Appendix 2.

(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](#) 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.

### 2 Name and Status

(1) This corporation shall be known as the Annodex Association, Inc. (the Association).

(2) The registered officer and registered office will be determined by a resolution of the Committee. The main web site of the Association shall be <http://www.annodex.org/>.

(3) The address of the initial registered office in NSW and the name of the initial Public Officer of the corporation at such address are set forth in the Certificate of Incorporation.

- (4) The Association is organised and shall be operated as a not-for-profit membership Association.
- (5) The fiscal year shall be fixed by resolution of the managing Committee of the Association and defaults to the Australian fiscal year from 1st July to 30th June.

### **3 Statement of Purpose**

- (1) The purpose of the Association is to develop and maintain open standards for annotating and indexing networked media.
- (2) Particular goals of the Association are:
  - (a) To further develop Annodex specifications as open standards and ascertain interoperability with other Web technologies.
  - (b) To ensure the existence of open source reference implementations of Association specifications for the advantage of the general public.
  - (c) To promote knowledge and use of the Association specifications.
  - (d) To support the open source development community around Annodex and to encourage creation of new Annodex-related open source software projects from the community.
  - (e) To facilitate interaction with other organisations, both open source associations and open standards bodies, and commercial entities desiring to implement or use the Annodex technologies.
  - (f) To ascertain a legal framework for the use of the trademarks and technology owned by the Association.

## **Part II: Membership**

### **4 Membership Classifications**

Within the Association there shall be the following membership classifications:

#### **(1) Active Members**

Active membership in the Association shall be limited to volunteers who have contributed to any Annodex project prior to the election ballot request deadline after their application for membership and payment of annual dues (if any). All active members shall have the right to vote in this Association at any election for the Committee and to stand for Committee elections.

#### **(2) Committee Members**

The Committee is a subset of the active members that were elected as representatives of the Association for one-year terms of office by majority vote. The Committee exercises the powers of the Association, controls its resources, supervises the disposition and solicitation of non-profit donations, sets future directions, and conducts its affairs. The Committee consists of a President, a Vice-President, a Treasurer, a Secretary, and three Ordinary Committee representatives. According to the Regulation, the Committee ultimately represents the Association, and the Secretary is its Public Officer, the primary contact in the Association. Only the Committee has the authority to set membership dues, discipline and suspend members, and to amend the constitution.

#### **(3) Advisory Panel Members**

The Advisory Panel is a panel of experts that take an interest in influencing the future direction of the Association. Companies or individuals pay a fee to become a member of the Advisory Panel. Such members shall be listed (anonymously if requested) in some prominent place on the main online site of the Association. The Panel meets twice yearly with the Committee to discuss achievements, plans and other business.

## **Part III: Active Membership**

### **5 Membership qualifications**

A person is qualified to be a member of the Association if, but only if:

(a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act (founding members) and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act,

or

(b) the person is a natural person:

(i) who has been nominated for membership of the Association as provided by rule 6, and

(ii) who has been approved for membership of the Association by the Committee of the Association.

All members of the Association are expected to have an active email account through which written notices are exchanged and are expected to be in a position to attend online annual general meetings such as on irc.

### **6 Nomination for membership**

(1) A nomination of a person for membership of the Association:

(a) must be made in writing in the form set out in Appendix 3 to these rules or through an online means that the Committee chooses to define, and

(b) must be lodged with the Secretary of the Association.

(2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee, which is to determine whether to approve or to reject the nomination. The Committee may delegate approval to the Secretary, who has to regularly report upon membership status at Committee meetings.

(3) As soon as practicable after that determination, the Secretary must:

(a) notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable), and

(b) if the Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable as specified in rule 11 by a member as annual membership fee.

(4) The Secretary must, on payment by the nominee of the amounts referred to in clause (3) (b) within the period referred to in that provision, enter the nominee's name in the register of members, and, on the name being so entered, the nominee becomes a member of the Association.

### **7 Cessation of membership**

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

- (a) dies, or
- (b) resigns membership, or
- (c) is removed from the Association.

## **8 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.

## **9 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.
- (4) The Committee at its sole discretion may maintain or remove any such ceased member's user accounts, mailing list subscriptions and other access to its resources from any of its projects upon such resignation.

## **10 Register of members**

- (1) The Public Officer of the Association must establish and maintain a register of members of the Association specifying the name and Email address of each person who is a member of the Association together with the date on which the person became a member.
- (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.
- (3) A member of the Association may obtain a copy of any part of the register.

## **11 Fees and subscriptions**

- (1) A member of the Association must, on admission to membership, pay to the Association an annual membership fee as determined by the Committee by resolution of a majority of the Committee. The set fee at the time of incorporation of the Association is nil.
- (2) A member of the Association must pay to the Association the annual membership fee:

(a) 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.

(3) When an active member shall be in default of membership fees for a period of sixty (60) days from the beginning of the period for which such dues become payable, the member becomes delinquent and ceases to be entitled to any of the benefits of membership until such dues are paid.

## **12 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 11.

## **13 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](#) (NSW, Australia).

(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.

## **14 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.

(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, remove 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 removes 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

15.

(5) The Committee, at its sole discretion, may maintain or remove any such member's user accounts, mailing list subscriptions, and access to the Association's resources from any of its projects upon such removal for cause which may also be for successive membership terms (i.e. numbers of years); such removal shall mean said individual shall not be allowed to contribute to any Association project until said time is completed.

(6) 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 15(5),

whichever is the later.

### **15 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 14, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a written 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 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 IV: The Committee**

### **16 Powers**

(1) The Committee is to be called the Committee of management 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 exercise the powers of the Association, control and manage its affairs, 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.

(2) No Committee member shall be employed or otherwise receive compensation from the Association for their duties as Committee members.

### **17 Composition and membership**

(1) Subject in the case of the first members of the Committee to section 21 of the Act, the Committee is composed of:

- (a) the office-bearers of the Association, and
- (b) 3 ordinary members,

each of whom is to be elected at the annual general meeting of the Association under rule 18. All Committee members must be active members of the Association.

(2) The office-bearers of the Association are to be:

- (a) the President
- (b) the Vice-President
- (c) the Treasurer, and
- (d) the Secretary

(3) Each member of the Committee is, subject to these rules, to hold office from the annual general meeting at or for which they are elected until the conclusion of the next annual general meeting, but is eligible for re-election.

(4) 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 following the date of the appointment.

(5) No single organization can have more than 40% of the Committee seats, regardless of election results. If the change of affiliation of a Committee member results in breaking this rule, the

changing member must step down.

## **18 Election of members**

- (1) Elections for office-bearers of the Association or for ordinary members of the Committee are to be held once yearly before or at the annual general meeting.
- (2) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Committee:
  - (a) must be made in writing 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 prior to the election of the position.
- (3) 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. If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If only one person is nominated to any one position, that person is taken to be elected to that position.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (7) The ballot for the election of office-bearers and ordinary members of the Committee is to be conducted at or before the annual general meeting in such usual and proper manner as the Committee may direct.

## **19 President**

- (1) The President shall be the chief elected officer of the Association.
- (2) The President shall have general supervision of the affairs of the Association.
- (3) It is the duty of the President:
  - (a) to preside at Committee and Association meetings according to rules 26(9) and 36(1).
  - (b) to make reports to the Committee, the Advisory Panel according to rule 30, and the Association members according to rule 32.
  - (c) to appoint sub-committees, regular or special, as required from time to time.

## **20 Vice-President**

The Vice-President shall perform the duties and have the powers of the President when the President is absent or unable to perform his duties. Other duties of the Vice-President may be designated by the Committee or the President.

## **21 Secretary**

(1) The Secretary of the Association 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.

(2) 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.

(3) It is the duty of the Secretary to:

(a) keep minutes of the names of members of the Committee present at a Committee meeting or a general meeting, and

(b) keep minutes of all proceedings at Committee meetings and general meetings.

(c) ensure that all notices are duly given in accordance with the provisions of this constitution or as required by law.

(d) maintain corporate records.

(e) keep in custody the common seal of the Association.

(4) 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.

(5) Except as otherwise provided by these rules, the Public Officer or Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

(6) 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.

## **22 Treasurer**

It is the duty of the Treasurer of the Association:

(a) to receive monies for the Association and to ensure that all monies due to the Association is collected and received.

(b) to ensure that all payments authorised by the Association are made.

(c) to ensure that 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.

(d) to make financial reports to the Committee at regular and special meetings.

(e) to effect and maintain insurances as determined by the Committee.

## **23 Ordinary Member**

An Ordinary Member of the Committee is an Active Member of the Association who was voted into the Committee but is not an office-bearer, as referred to in rule 17(2).

## **24 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 25, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months, or
- (h) changes employer with the consequence of affecting rule 17(5).

## **25 Removal of member**

(1) 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 President (not exceeding a reasonable length) and requests that the representation 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 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.

## **26 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 President or by any member of the Committee.

(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) Meetings may be held by remote means such as telephone or irc chat as long as all members are able to participate fully in any discussions with all the other members of the Committee.
- (5) 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.
- (6) Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (7) 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. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) A resolution signed by all the Committee members shall have the same force as if it were passed at a duly called meeting of the Committee.
- (9) At a meeting of the Committee:
- (a) the President or, in the President's absence, the Vice-President is to preside, or
  - (b) if the President and the Vice-President 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.
- (10) Minutes of proceedings at a meeting must be taken by the Secretary and be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **27 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.

## **28 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 26(6), the Committee may act despite any vacancy on the Committee.

(4) 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 V: The Advisory Panel**

### **29 Membership**

- (1) Any natural person or organization who are donors of funds or resources to the Association for the purpose of advancing, improving and bettering the Association's projects may be recommended to the Committee to become Advisory Panel members of the Association.
- (2) A nomination of a person or organization for membership on the Advisory Panel of the Association must be made in writing and lodged with the Secretary of the Association.
- (3) As soon as practicable after receiving a nomination for Advisory Panel membership, the Secretary must refer the nomination to the Committee, which is to determine whether to approve or to reject the nomination.
- (4) As soon as practicable after that determination, the Secretary must:
  - (a) notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable), and
  - (b) if the Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable as determined by the Committee for annual membership fee, and
  - (c) add the new member to the Advisory Panel member list.
- (5) There is no membership fee for non-profit organizations or companies with fewer than 10 employees. We value contributions of code and resources more than membership dues.
- (6) A member of the Advisory Panel must, on admission to membership, pay to the Association an annual membership fee as determined by the Committee by resolution of a majority of the Committee.
- (7) A member of the Advisory Panel must pay to the Association the annual membership fee:
  - (a) 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.
- (7) When an Advisory Panel member shall be in default of membership fees for a period of sixty (60) days from the beginning of the period for which such dues become payable, the member becomes delinquent and ceases to be entitled to any of the benefits of membership until such dues are paid.
- (8) The number of Advisory Panel members is to be decided by the Committee.
- (9) No single organization may hold more than 50% of Advisory Panel seats at any point in time unless they are the only member.

### **30 Advisory Panel Membership entitlements**

- (1) Advisory Panel members meet twice yearly with the Committee to discuss achievements, plans and other business, and in addition are entitled to direct and private contact with the Committee as can be arranged.
- (2) The Advisory Panel meets at least once a year to discuss needs and exchange information.
- (3) Advisory Panel members shall be listed in a prominent position on the main Web site of the Association unless anonymity is explicitly requested.
- (4) Advisory Panel membership shall be with all privileges of Active membership except that of holding office and voting.
- (5) Advisory Panel members are entitled to other special privileges, as decided by the Committee.

## **Part VI: General meeting**

### **31 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 Commissioner under section 26(3) of the Act.

### **32 Annual general meetings – calling of and business at**

- (1) The annual general meeting of the Association is, subject to the Act and to rule 31, 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 or introduce elected office-bearers of the Association and ordinary members of the Committee, and to hand over from the previous 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.

### **33 Special general meetings**

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

- (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 5 per cent of the total number of 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 or emails 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.

### **34 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 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 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 32(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **35 Procedure**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five percent of members but a minimum of five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of 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 members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

### **36 Presiding member**

(1) The President or, in the President's absence, the Vice-President or another Committee member, is to preside as chairperson at each general meeting of the Association.

(2) If the President and all other Committee members are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **37 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.

### **38 Making of decisions**

(1) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the 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 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.

### **39 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 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 Commissioner 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 Commissioner.

### **40 Voting**

(1) On any question arising at a general meeting of the Association a member has one vote only.

(2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.

(3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(4) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the 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.

### **41 Appointment of proxies**

(1) Each member is to be entitled to appoint another member as proxy by written 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 to these rules.

## **Part VII: Miscellaneous**

### **42 Funds – source**

- (1) The funds of the Association are to be derived from membership fees, Advisory Panel membership fees, donations, and, subject to any resolution passed by the Association in general meeting, 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.

### **43 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, based on advice from the Advisory Panel.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.

### **44 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.

### **45 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 email 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 email 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.

#### **46 Distribution of assets**

Upon the dissolution or winding-up of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for public-good purposes.

## Appendix 1

### The “Open Standards” Definition - Principles and Practice

(A copy of a document published by Bruce Perens,  
<http://perens.com/OpenStandards/Definition.html> copied on 27th October 2005)

An Open Standard is more than just a specification. The principles behind the standard, and the practice of offering and operating the standard, are what make the standard Open.

#### Principles

(1) Availability

Open Standards are available for all to read and implement.

(2) Maximize End-User Choice

Open Standards create a fair, competitive market for implementations of the standard. They do not lock the customer in to a particular vendor or group.

(3) No Royalty

Open Standards are free for all to implement, with no royalty or fee. Certification of compliance by the standards organization may involve a fee.

(4) No Discrimination

Open Standards and the organizations that administer them do not favor one implementor over another for any reason other than the technical standards compliance of a vendor's implementation. Certification organizations must provide a path for low and zero-cost implementations to be validated, but may also provide enhanced certification services.

(5) Extension or Subset

Implementations of Open Standards may be extended, or offered in subset form. However, certification organizations may decline to certify subset implementations, and may place requirements upon extensions (see Predatory Practices).

(6) Predatory Practices

Open Standards may employ license terms that protect against subversion of the standard by embrace-and-extend tactics. The licenses attached to the standard may require the publication of reference information for extensions, and a license for all others to create, distribute, and sell software that is compatible with the extensions. An Open Standard may not otherwise prohibit extensions.

#### Practice

(1) Availability

Open Standards are available for all to read and implement. Thus:

(a) The best practice is for the standards text and reference implementation to be available for free download via the Internet.

(b) Any software project should be able to afford a copy without undue hardship. The cost should not far exceed the cost of a college textbook.

(c) Licenses attached to the standards documentation must not restrict any party from implementing the standard using any form of software license.

(d) The best practice is for software reference platforms to be licensed in a way that is compatible with all forms of software licensing, both Free Software (Open Source) and proprietary. However, see Predatory Practices regarding license restrictions that may be appropriate for a software reference platform.

## (2) Maximize End-User Choice

Open Standards create a fair, competitive market for implementations of the standard. Thus:

(a) They must allow a wide range of implementations, by businesses, academia, and public projects.

(b) They must support a range of pricing from very expensive to zero-price.

## (3) No Royalty

Open Standards are free for all to implement, with no royalty or fee. Certification of compliance by the standards organization may have a fee. Thus:

(a) Patents embedded in standards must be licensed royalty-free, with non-discriminatory terms.

(b) Certification programs should include a low or zero cost self-certification, but may include higher-cost programs with enhanced branding.

## (4) No Discrimination

Open Standards and the organizations that administer them do not favor one implementor over another for any reason other than the technical standards compliance of a vendor's implementation. Certification organizations must provide a path for low and zero-cost implementations to be validated, but may also provide enhanced certification services. Thus:

(a) A standards organization that wishes to support itself through certification branding should establish a premium track and a low-cost or zero-cost track. Generally, the premium track will provide a certification lab outside of the vendor's facility to verify a vendor's implementation and enhanced branding: a certification mark that indicates a greater certainty of verification and financial support of the standard. The low or zero-cost track would provide self-certification by the vendor and baseline branding.

## (5) Extension or Subset

Implementations of Open Standards may be extended, or offered in subset form. However, certification organizations may decline to certify subset implementations, and may place requirements upon extensions (see Predatory Practices).

## (6) Predatory Practices

Open Standards may employ license terms that protect against subversion of the standard by embrace-and-extend tactics. The license may require the publication of reference information and an

license to create and redistribute software compatible with the extensions. It may not prohibit the implementation of extensions.

(a) The standards organization may wish to apply an agreement similar to the Sun Industry Standards Source License to the standard documentation and its accompanying reference implementation. The Sun agreement requires publication of a reference implementation (not the actual commercial implementation) for any extensions to the standard. This makes it possible for a standards organization to actively preserve interoperability without stifling innovation.

## **Glossary**

### **Embrace and Enhance**

A predatory practice in which a predominant vendor creates an implementation of a standard with extensions that are incompatible with other systems practicing the standard. The other systems then are incompatible with the majority of systems, which are provided by the predominant vendor. The predominant vendor uses patents or copyright to restrain others from implementing systems that are compatible with the new extensions. This creates a monopoly lock on the standard. The user is forced to switch to the dominant vendor's implementation in order to be compatible with the majority of users.

### **Free Software**

A paradigm in which the creators of computer software or other media convey rights to others to freely use, redistribute, and modify their work. This results in a broad public collaboration on such works. The licensing commonly used for Free Software complies with the Open Source Definition, and thus Free Software and Open Source are really two different faces of the same thing. However, promotion of Free Software emphasizes the civil liberties of software users and developers, while promotion of Open Source stresses its applicability to business.

### **Open Source**

Similar to Free Software, but promoted to business, and with less emphasis on the civil liberties of the computer user or developer. The Open Source Definition is at [http://www.opensource.org/docs/definition\\_plain.html](http://www.opensource.org/docs/definition_plain.html) . A commentary on the document by its creator is at <http://perens.com/OSD.html> .

## Appendix 2

### The Open Source Definition

(A copy of the Open Source Definition © Open Source Initiative OSI,  
[http://www.opensource.org/docs/definition\\_plain.html](http://www.opensource.org/docs/definition_plain.html) copied on 27th October 2005)

#### Introduction

Open source doesn't just mean access to the source code. The distribution terms of open-source software must comply with the following criteria:

##### (1) Free Redistribution

The license shall not restrict any party from selling or giving away the software as a component of an aggregate software distribution containing programs from several different sources. The license shall not require a royalty or other fee for such sale.

##### (2) Source Code

The program must include source code, and must allow distribution in source code as well as compiled form. Where some form of a product is not distributed with source code, there must be a well-publicized means of obtaining the source code for no more than a reasonable reproduction cost preferably, downloading via the Internet without charge. The source code must be the preferred form in which a programmer would modify the program. Deliberately obfuscated source code is not allowed. Intermediate forms such as the output of a preprocessor or translator are not allowed.

##### (3) Derived Works

The license must allow modifications and derived works, and must allow them to be distributed under the same terms as the license of the original software.

##### (4) Integrity of The Author's Source Code

The license may restrict source-code from being distributed in modified form only if the license allows the distribution of "patch files" with the source code for the purpose of modifying the program at build time. The license must explicitly permit distribution of software built from modified source code. The license may require derived works to carry a different name or version number from the original software.

##### (5) No Discrimination Against Persons or Groups

The license must not discriminate against any person or group of persons.

##### (6) No Discrimination Against Fields of Endeavor

The license must not restrict anyone from making use of the program in a specific field of endeavor. For example, it may not restrict the program from being used in a business, or from being used for genetic research.

##### (7) Distribution of License

The rights attached to the program must apply to all to whom the program is redistributed without

the need for execution of an additional license by those parties.

(8) License Must Not Be Specific to a Product

The rights attached to the program must not depend on the program's being part of a particular software distribution. If the program is extracted from that distribution and used or distributed within the terms of the program's license, all parties to whom the program is redistributed should have the same rights as those that are granted in conjunction with the original software distribution.

(9) License Must Not Restrict Other Software

The license must not place restrictions on other software that is distributed along with the licensed software. For example, the license must not insist that all other programs distributed on the same medium must be open-source software.

(10) License Must Be Technology-Neutral

No provision of the license may be predicated on any individual technology or style of interface.

## Appendix 3

(Rule 66 (1))

APPLICATION FOR MEMBERSHIP OF THE ANNODEX ASSOCIATION, INC. incorporated under the Associations Incorporation Act 1984, NSW Australia

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

of ..... (address)

..... (Email address)

..... (occupation)

hereby apply to become a member of the Annodex 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

Reasons for application/What will you contribute:

.....

.....

.....

.....

.....

.....

## Appendix 4

(Rule 433 (1))

### FORM OF APPOINTMENT OF PROXY

I, .....(full name)

of ..... (address)

being a member of the Annodex Association Inc hereby

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

of ..... (address)

being a 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).

.....  
(Signature of member appointing proxy)

.....  
(Date)

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

Details on resolution and votes:

.....  
.....  
.....