



# **Rules of the Association**

**Of**

## **Seymour Puckapunyal Community Radio Inc.**

**AGM 2022 CAV Edition**

*(See note 4 on the inside cover)*

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**Notes:**

1. The front page, table of contents, and headings used in this document do not form part of the Rules of the Association proper. They are provided to aid readability and add clarity.
2. The changes passed by resolution of an Annual General Meeting or a Special General Meeting held in a particular year and included in this edition, are indicated by the edition title and year on the front page.
3. This edition of the rules is not deemed valid until such time as the special resolutions of an Annual or Special General Meeting have been included herein and submitted and approved by the Registrar, Consumer Affairs Victoria, using the “*myCAV for Incorporated Associations*” online Internet facility.
4. This edition of the rules is prepared for Consumer Affairs Victoria (CAV). It does not contain the annotations or commentary that was included with any of the proposed rule changes presented at previous AGM’s. It does contain the latest rule changes voted by the members at Special General Meetings in July, 2022, and February, 2023, and March 2023 AGM.

**Purpose of this updated version of the Rules of the Association.**

Is to reflect the latest rule changes at two Special General Meetings, July 10, 2022, and February 26, 2023 and at the 2022 AGM, March 30, 2023.

The previous edition of the Rules of the Association (AGM 2021 CAV Edition) was approved by Consumer Affairs Victoria (CAV) after the February 26, 2023 Special General Meeting.

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## **Rules of the Association of Seymour Puckapunyal Community Radio Incorporated.**

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

### **PART 1—PRELIMINARY**

#### **1 Name**

The name of the incorporated association is Seymour Puckapunyal Community Radio Incorporated.

##### **Note**

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

#### **2 Purposes**

- (1) To hold a community broadcasting licence and any other telecommunications licences required to operate a community broadcasting station with equipment, audio studios and production facilities of broadcast standard for use by the community.
- (2) To operate the association as a not for profit community organisation
  - (a) to facilitate, instruct and enable the local community and community groups to broadcast programs dealing with local issues, events, culture and activities and be involved in the production and presentation of original programs
  - (b) to promote the work of Australian and local musicians and performers and to adopt and exceed the minimum Australian content provisions outlined in the Community Broadcasting Code of Practice
- (3) To provide programming of a type not adequately covered by existing broadcasters, and in particular:
  - (a) to encourage and develop uses of radio for community and public affairs, education, culture, information, entertainment and recreation for the local community
  - (b) to become a “town crier” of cultural and community information by compiling community resource data
  - (c) to promote and encourage innovative and experimental uses of radio
  - (d) to commission musical, dramatic and literary works
- (4) To foster the development and ideals of community broadcasting and become a member of the Community Broadcasting Association of Australia and to subscribe to the Community Broadcasting Code of Practice
- (5) To conduct, either solely or in collaboration with other community groups’ entertainments, promotions, concerts, cultural activities, meetings, conferences, community information resource centres, on matters of interest to the community
- (6) To carry out research into radio and other media including all technical, economic, social and marketing aspects to ensure the Association is at the forefront of technology and trends (7)

To inform members and other interested individuals about the aims and operations of the Association, about community broadcasting, Australian and alternative music, and about the aims and activities of participating groups and individuals, through station programming and the establishment of a newsletter or programming guide.

### 3 Financial year

The financial year of the Association is each period of 12 months ending on 30<sup>th</sup> June.

### 4 Definitions

In these Rules—

***absolute majority***, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

***associate member*** means a member referred to in rule 14(1);

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

***Committee*** means the Committee having management of the business of the Association;

***committee meeting*** means a meeting of the Committee held in accordance with these Rules;

***committee member*** means a member of the Committee elected or appointed under Division 3 of Part 5;

***disciplinary appeal meeting*** means a meeting of the members of the Association convened under rule 23(3);

***disciplinary meeting*** means a meeting of the Committee convened for the purposes of rule 22;

***disciplinary subcommittee*** means the subcommittee appointed under rule 20;

***financial year*** means the 12 month period specified in rule 3;

***general meeting*** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

***local community*** means the area within the Mitchell Shire (in the state of Victoria) north of the Great Dividing Range and the Strathbogie Shire.

***local member*** means a member of the association normally resident within the local community

***non-local member*** means a member of the association not normally resident within the local community

***member*** means a member of the Association;

***member entitled to vote*** means a member who under rule 13(2) is entitled to vote at a general meeting;



*ordinary member of the committee* means a member of the committee who is not an officer of the Association under Rule 53;

*Regulations* means regulations under the Act;

*relevant documents* has the same meaning as in the Act;

*special resolution* means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

*subscriber member* means a member referred to in rule 8A(2)b.

*the Act* means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

*the Registrar* means the Registrar of Incorporated Associations.

## PART 2—POWERS OF ASSOCIATION

### 5 Powers of Association

- (1) Subject to the Act, and all other current and relevant law, including the OHS Act 2004 and Regulations, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### 6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

#### Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

## PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

### Division 1—Membership

#### 7 Minimum number of members

The Association must have at least 5 members.

#### 8 Who is eligible to be a member

- (1) A natural person is immediately eligible to apply for membership of the Association if he/she:
  - (i) Is normally resident within the Local Community;
  - (ii) Has not been previously expelled from the membership of the Association
- (2) A natural person may not be immediately eligible for membership of the Association and such membership may be or not be granted at the discretion of the Committee if the applicant is not normally resident within the Local Community. The committee may also consider such matters as:
  - (i) The contribution of the person to the Association;
  - (ii) The background, expertise and / or qualifications of the applicant
  - (iii) Whether the applicant has been previously expelled from the membership of the Association,
- (2a) A person who is granted membership under section Rule 8(2) shall be recorded in the Membership Register as a Non Local Member
- (3) A membership application may be reviewed and considered ineligible if the applicant
  - (i) Is considered by the Committee to be unlikely to abide by these Rules
  - (ii) Is considered to pose a security threat to the Association and its members
  - (iii) Presents false or misleading information within the membership application, including such details as name, address, occupation, and/or any other misleading information supporting the application.

#### 8A Membership Categories

- (1) A person who applies to become a member of the Association must chose the category of membership.
- (2) Categories are:
  - (a) Standard member:
    - (i) A person who gains the entitlements provided by Rule 13 ‘General Rights of members’,

- (ii) Is equal to or above the age of 15 years,
- (b) Subscriber member:
  - (i) A person who does not have any of the rights provided by Rule 13 ‘General Rights of members’. A subscriber supports the aims and objectives of the Association but chooses not to participate in any facet of its operation.
  - (ii) A subscriber is also an Associate member as provided by Rule 14 ‘Associate members’,
- (c) Associate member:
  - (i) A person who meets the criteria of Rule 14 ‘Associate members’.
- (d) any other category as defined and published by the Committee of Management. Said categories must include a description and information relevant to the characteristics of the category.

## **9 Application for membership**

- (1) To apply to become a member of the Association, a person must submit a written application to the Secretary of the Association stating that the person—
  - (a) wishes to become a member of the Association; and
  - (b) supports the purposes of the Association; and
  - (c) agrees to comply with these Rules.
- (2) The application—
  - (a) must be signed by the applicant; and
  - (b) may be accompanied by the joining fee, and
  - (c) must be completed on a form that the Committee has approved for the purpose.

### **Note**

The joining fee is the fee (if any) determined by the Association under rule 12(3).

- (3) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.

## **10 Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Secretary of the Association must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

## **11 New membership**

- (1) If an application for membership is approved by the Committee—
  - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - (b) the Secretary must, within 28 days after receipt of the amounts referred to in sub rule 1(c), enter the name and address of the new member, and the date of becoming a member, in the register of members.
  - (c) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date on which—
  - (a) his or her name is entered in the register of members.

## **12 Annual subscription and fee on joining**

- (1) The entrance fee may be determined by the committee and adjusted from time to time. Any change or adjustment to the entrance fee must be recorded in the minutes of the Committee. Unless otherwise stated, the entrance fee shall be \$10.
- (2) The annual subscription is payable in advance on or before the anniversary date of joining in each year. The annual subscription for each membership category shall be determined by the committee and adjusted from time to time. Any change or adjustment to the annual subscription fee must be recorded in the minutes of the Committee Meeting.

### **12A Financial Member May Suspend Membership**

- (1) A financial member may suspend their membership of the association subject to the following conditions.
  - (a) the membership to be suspended must belong to a membership category that applies to an individual,
  - (b) a member must declare at least two calendar months in advance the period of the suspension in accordance with the notice requirements of Rule 74(3),
  - (c) a membership is not eligible for suspension unless the membership has been continuously active in the preceding 36 months,
  - (d) a suspended membership also suspends all of the rights bestowed by Rule 13(2)(c),
  - (e) a suspended membership must be either 12 months or 24 months duration,
  - (f) the annual subscription fee shall not accrue during the period of the membership suspension,
  - (g) payment of the annual subscription fee shall be suspended until the membership is reactivated and shall become due as determined by Rule 12(2).

### **13 General rights of members**

- (1) A member of the Association who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
  - (a) the member is a member other than an associate member; and
  - (b) more than 28 days have passed since he or she became a member of the Association; and
  - (c) the member's membership rights are not suspended for any reason.

### **14 Associate members**

- (1) Associate members of the Association include—
  - (a) any members under the age of 15 years; and
  - (b) any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

#### **14A Honorary Life Membership**

- (1) The committee may bestow upon a past or current member of the Association honorary life membership subject to the following conditions
  - (a) the past or current member must have been a member of the Association for a term greater than five years
  - (b) the past or current member must have demonstrated an extraordinary commitment to the objectives of the Association
  - (c) the past or current member must have provided an exemplary contribution to the operations of the Association
  - (d) the past or current member is recognised as a member of the community that is beyond reproach

- (2) No entrance or annual subscription fee is payable by the honorary life member.
- (3) The Secretary shall enter the name of the person nominated for honorary life membership in the register of members and, upon the name being entered, the person so nominated becomes an honorary life member of the Association.
- (4) The Committee shall bestow an award or plaque for honorary life membership at the next Annual General Meeting of the Association.
- (5) A right, privilege, or obligation of a person by reason of honorary life membership of the Association -
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon cessation of membership whether by death, resignation or otherwise.

### **15 Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

### **16 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

### **17 Resigning as a member**

- (1) A member may resign by giving one month's notice of his or her intention to resign in the manner prescribed in Rule 74(3) 'Notice requirements'.
- (2) A member is taken to have resigned if—
  - (a)
    - (i) the member's annual subscription is more than one calendar month in arrears; and
    - (ii) the member has not suspended their membership as provided by Rule 12A
  - (b) where no annual subscription is payable—
    - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.
    - (iii) After the expiry of the period referred to in sub-rule (1)

## 18 Register of members

(1) The Association must keep and maintain a register of members that includes—

- (a) for each current member—
  - (i) the member's name;
  - (ii) the address for notice last given by the member;
  - (iii) the date of becoming a member;
  - (iv) if the member is an associate member, a note to that effect;
  - (iv-a) the membership classification, being either a Local Member or Non-Local Member as defined in Rule 4 'Definitions'.
  - (v) any other information determined by the Committee; and
- (b) for each former member, the date of ceasing to be a member.

(1A) The register of members is to be administered by -

- (a) the secretary, or
- (b) under the supervision of the secretary, a member of no less than three months duration, appointed by the Committee of Management.

(1B) The Secretary is ultimately responsible for the register of members.

(2) Any member may, at a reasonable time and free of charge, inspect the register of members.

### **Note**

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.



## **Division 2—Disciplinary action**

### **19 Grounds for taking disciplinary action**

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

### **20 Disciplinary subcommittee**

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
  - (a) may be Committee members, members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

### **21 Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advising the member that he or she may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### **22 Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.

- (2) After complying with subrule (1), the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Association; or
    - (iv) fine that member an amount not exceeding \$500.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

### **23 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

### **24 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

- (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than two thirds of the members voting at the meeting vote in favour of the decision.

### **Division 3—Grievance procedure**

#### **25 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Committee;
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

#### **26 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

#### **27 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
  - (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
    - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.
- (4) A member of the Association, or an independent person nominated by the Committee upon agreement of both parties to a dispute can be a mediator.

## **28 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **29 Failure to resolve dispute by mediation**

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

## **PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

### **30 Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Committee;
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
  - (e) to receive and consider the statement submitted by the Association in accordance with Part 7(100) of the Act.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **30A Annual Report to Members**

- (1) The Committee shall prepare an Annual Report to Members. The report shall contain
  - (a) a statement from each officer of the Association about the progress and future development of the Association
  - (b) the annual Financial Statement of the Association and the Certification by the Committee, both statements in accordance with Rule 71 – Financial Statements
  - (c) The Annual Report to Members may contain such other reports as the Committee deems appropriate
  - (d) other financial information that includes, but is not limited to, a summary of the value of contra and similar arrangements entered into by the association.

### **31 Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.

- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.

**Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

### **32 Special general meeting held at request of members**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 5% of the total number of members.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (4a) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **33 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.

- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) comply with rule 34(5).

(2A) The notice must be sent in accordance with Rule 74 'Notice requirements'.

- (3) This rule does not apply to a disciplinary appeal meeting.

**Note**

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

### **34 Proxies**

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must—
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.
- (8) A person may be a proxy for no more than one other person

### **35 Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **36 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of the higher number of
  - (a) double the number of members on the Committee of Management plus one, or
  - (b) 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

#### **Note**

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in any other case—
  - (i) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
  - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **37 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.



- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.

**Example**

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

**38 Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.
- (5) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid.

**39 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

**Note**

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

#### **40 Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **41 Minutes of general meeting**

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
  - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(i); and
  - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## PART 5—COMMITTEE

### Division 1—Powers of Committee

#### 42 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate, and in accordance with Rule 67A.

#### 43 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

#### 43A. Policy and Procedures Manual.

- (1) The Committee of Management shall develop, implement and maintain a manual that contains policy, rules and procedures about the functional aspects of our operation.
- (2) By resolution at any properly convened meeting of Committee of Management, changes may be made to the Policy and Procedures manual.
- (3) Definitions:
  - (a) Policy is defined as being information and/or rules that govern the behavioral aspects of the association.
  - (b) Procedures are defined as being one or more processes that are used to achieve an objective or perform an activity.
- (4) Functional Areas:
  - (a) Each major functional area of the association (which may be a subcommittee) shall contribute and draft such policy and procedures that is relevant to its operation.
  - (b) The person responsible for the functional area shall submit draft policy and procedures or amendments to the Committee of Management for review and approval.

## **Division 2—Composition of Committee and duties of members**

### **44 Composition of Committee**

- (1) The committee shall, where membership of the association is greater than 50 persons, consist of —
  - (a) a President; and
  - (b) a Vice-President; and
  - (c) a Secretary; and
  - (d) a Treasurer; and
  - (e) five ordinary members (if any) elected under rule 53.otherwise shall consist of the officers of the Association and three ordinary members.

### **45 General Duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

#### **Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **46 President and Vice-President**

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

#### **47 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

##### **Example**

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 18; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **48 Treasurer**

- (1) The Treasurer must—
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - (d) ensure cheques are signed by at least 2 committee members.

- (2) The Treasurer must—
  - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

### **Division 3—Election of Committee members and tenure of office**

#### **49 Who is eligible to be a Committee member**

- (1) A member is eligible to be elected or appointed as a committee member if the member—
  - (a) is 18 years or over; and
  - (b) is entitled to vote at a general meeting,
  - (c) the Committee may appoint another member to join the Committee
- (2) The President and Vice President shall be local members of the Association.

#### **50 Positions to be declared vacant**

- (1) This rule applies to—
  - (a) the first annual general meeting of the Association after its incorporation; or
  - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all expired positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.
- (3) An expired position is that of an office or ordinary member at the completion of their term in accordance with rule 55(6) and 55(7).

#### **51 Nominations**

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may—
  - (a) submit a nomination in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which shall be endorsed on the form of nomination); and

- (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2A) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

## **52 Election of President etc.**

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
  - (a) President;
  - (b) Vice-President;
  - (c) Secretary;
  - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (3A) If there is no nomination for a position, nominations may be received at the annual general meeting.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

## **53 Election of ordinary members**

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position and further nominations may be received at the annual general meeting.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

## 54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
  - (a) each member present in person; and
  - (b) each proxy appointed by a member.

### Example

If a member has been appointed proxy they will be given two ballot papers: one for the present member and one for the absent member for whom they are acting as proxy.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

### Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.



## **55 Term of office**

- (1) Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may—
  - (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.
- (6) Each member of the Committee shall serve a term of two years, after which the position becomes vacant.
- (7) On alternate years, five or four positions on the Committee shall become vacant.
  - (i) On odd numbered years, the positions of President, Treasurer and three ordinary members shall become vacant.
  - (ii) On even numbered years the positions of Vice President, Secretary and two ordinary members shall become vacant.

## **56 Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
  - (a) ceases to be a member of the Association; or
  - (b) otherwise ceases to be a committee member by operation of section 78 of the Act (*Removal from and vacation of office*), or
  - (c) when the President or Vice-President ceases to be a local member.
- (3) A Member of the Committee shall be eligible for removal from the Committee upon nonattendance at three consecutive meetings (other than special or urgent committee meetings) without leave of absence under rule 67 .

- (a) Upon such eligibility, the remaining Committee members may, by simple majority, determine whether the member will no longer sit on the committee and/or determine the terms under which the member may remain on the Committee.
  - (b) The committee member has the right to appeal within 28 days of the notice given and request a special general meeting under rule 31 of the association.
- (4) A committee member holding the position of President or Vice President, who becomes a non-local member, is deemed to have vacated that position.

**Note**

A Committee member may not hold the office of secretary if they do not reside in Australia.

**57 Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
  - (a) has become vacant under rule 56; or
  - (b) was not filled by election at the last annual general meeting.
- (1A) In the event of a casual vacancy in any office referred to in Clause 44, the committee may appoint one of its members to the vacant office.
- (1B) In the event of a casual vacancy of an ordinary member referred to in Clause 44, the committee may appoint one of its members or an eligible member of the Association to the vacant office.
- (1C) A member appointed to the committee by sub-rule (1A) or (1B) may continue in office until the date on which the term of the elected member vacating the office is reached.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

**Division 4—Meetings of Committee**

**58 Meetings of Committee**

- (1) The Committee must meet at least 6 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 5 members of the Committee.

## 58A Committee Not to Hold Closed Meetings

- (1) The Committee of Management is prohibited from conducting a meeting that excludes any member of the Association.
- (2) The provision in paragraph (1) is related to the descriptions of meetings that include the terms 'closed', 'in camera', 'secret', and any other term that infers the potential for improper conduct of a committee meeting.
- (3) In the event that a committee needs to discuss business that has characteristics or information that make its content inappropriate for general awareness by members of the Association, or external to the Association, then the discussion may be conducted subject to the following rules.
  - (a) The chairman must advise any persons that are not members of the committee that an item of business is to be discussed, and reveal the nature of that business.
  - (b) The chairman must invite the members as described in (a) to voluntarily leave the meeting, and advise that their right to attend is preserved.
  - (c) A member who chooses to remain at the meeting shall be given the following warnings by the chairman.
    - i. The member must not disclose, discuss, or reveal in any other manner the business discussed by the committee to any other person or entity.
    - ii. The member has no right to comment, suggest, interject, or make any other verbal contribution to the discussion unless invited to do so by the chairman.
    - iii. The member has no right to receive any documents or copies of documents that form part of the discussion.
    - iv. The member has no right to record the sound, take pictures, take notes, or transmit the discussion.
    - v. The member has no right to produce any record of the discussion after the meeting for personal or any other use.
    - vi. A member who acts contrary to sub rules (i-v) will be considered to be acting in a manner not in the interests of the association and will be subject to Disciplinary action in accordance with Division 2 of the Rules of the Association.
    - vii. A member who considers the item of business to be inappropriate or not in the interests of the association may lodge a Grievance in accordance with the Policy and Procedures, and Division 3 of the Rules of the Association.
- (4) An item of business discussed in accordance with sub rule (3) must be referred to in the minutes of the meeting as a future Addendum, but whose content and details may be suppressed from the minutes for a period not exceeding four months.
- (5) The secretary must ensure that a normal record of the item of business is created as an Addendum for the minutes of the meeting to be added at a later date at a meeting of the Committee of Management in accordance with sub rule (4) and rule 66.

## **59 Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 2 business days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

## **60 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

## **61 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

## **62 Use of technology**

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **63 Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to the same place and the same time and day in the following week.

### **64 Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

### **65 Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

#### **Note**

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

**66 Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 65.

**67 Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## PART 5A—SUBCOMMITTEES

### 67A Role and powers

- (1) Any sub-committee shall be provided its terms of reference and statement of purpose in writing, and be noted in the Minutes of the meeting of the Committee in which the subcommittee was established.
- (2) A Sub-committee may include within its membership no more than three members of the Committee and four members of the association.
- (3) A maximum number of two Non Local Members shall be admitted to the membership of a sub-committee
- (4) A Sub-committee appointed by the Committee may also be disbanded or dissolved at the discretion of the Committee.
- (5) Any resolution or proposal submitted by a Sub-Committee must be approved by the Committee prior to any such resolution or proposal being established as a rule, guideline, policy or direction that becomes binding on any member or group of members.

## PART 6—FINANCIAL MATTERS

### 68 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

### 69 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### 70 Financial records

- (1) The Association must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.



## **71 Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## PART 7—GENERAL MATTERS

### 72 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
  - (c) the common seal must be kept in the custody of the Secretary.

### 73 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

### 74 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.
- (1A) A notice given in accordance with Subrule (1)(c) must use an email bulk distribution service that provides a guaranteed ‘Delivery Service Notification’ (DSN).
- (1B) If the number of successfully delivered notices is less than 45% of those sent, then the committee is required to re-issue the undelivered notices by any other means as defined in Subrule (1). Such notifications must remain compliant with Rule 33(1).

**Note:** This rule considers the possibility that an email may have been successfully delivered, but the receiver may employ software or a configuration that prevents a ‘Delivery Service Notification’.
- (2) Subrule (1) does not apply to notice given under rule 60.

- (3) Any notice required to be given to the Association or the Committee may be given—
  - (a) by handing the notice to a member of the Committee; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Committee determines that it is appropriate in the circumstances—
    - (i) by email to the email address of the Association or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Association.

## **75 Custody and inspection of books and records**

- (1) Members may on request inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

### **Note**

See note following rule 18 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

***relevant documents*** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

## **76 Winding up and cancellation**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

## **77 Alteration of Rules**

These Rules and the statement of purposes of the Association must not be altered unless;

- (i) The proposed changes have been determined to be legally correct,
- (ii) The proposed changes have been approved by the relevant authorities,
- (iii) Members have been advised in writing no less than 21 days in advance of the Annual General Meeting or Special General Meeting convened in which the proposed changes are to be considered by the members
- (iv) The proposed changes are to be explained in detail within any documentation submitted to the members as part of the formal notification of the Special Resolution in which the changes have been proposed.
- (v) The members present at the Annual General Meeting or Special General Meeting voting in person and those represented by proxy vote in favour of the proposed changes by Secret Ballot by majority of not less than three quarters.

### **Note**

If An alteration of these Rules does not take effect unless or until it is approved by the Registrar. these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

