

**CONSUMER AFFAIRS VICTORIA**  
**Associations Incorporation Reform Act 2012**

**GOLF CENTRAL VICTORIA INCORPORATED CONSTITUTION**  
**Associations Incorporation Reform Regulations 2012**

**Part 3**

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## Model Rules for an Incorporated Association

### Note

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 Golf Central Victoria Incorporated A0062774G.

#### 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

The purposes of the association are—

- (a) to represent *all members*
- (b) to provide administrative and golf support for *members*
- (c) to adopt and implement relevant policies of Golf Victoria and Golf Australia;
- (d) to encourage pennant and other competitions within the district and to regulate and control such activities;
- (e) to select all district representative teams;
- (f) to allot, regulate and fix dates for *members* tournaments and open meetings;
- (g) to collect and supply the funds of the Association in such manner that the Association believes to be in the best interests of golf within the district.

#### 3 Financial year

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

#### 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;

***district*** means the region or geographical area defined by Golf Victoria from time to time

***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*;

***life member*** means a member of a member who has been awarded life membership by the association

***member*** means a Club that is 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*; and includes any person from time to time occupies a position as President of a member Club or their written nominee

***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;

***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*, 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 golf club located in the *district* which supports the purposes of the Association and applies for and is approved for membership as provided in these Rules is eligible to be a *member* of the Association on payment of the joining fee and affiliation fee payable under these Rules.

### (2) **Life Member** –

Any member of a *member* who has rendered outstanding services to the Association may be elected as a *Life Member* of the Association.

- (a) This distinction shall be conferred only at an Annual *General Meeting*.
- (b) The distinction shall carry with it the right to attend and to speak at all *General Meetings* of the Association, but not to vote unless otherwise qualified.
- (c) Recommendations for Life Membership shall be submitted to the *Committee* in writing by two *members* who shall set out the details of special service rendered.
- (d) No person shall be elected a *Life Member* of the Association unless the affirmative votes be three quarters (3/4) of the total voting strength of the Annual *General Meeting*.
- (e) A *Life Member's* badge shall be awarded.
- (f) **Life Members of BDGA and WGBD shall be recognised by Golf Central Victoria**

## 9 Application for membership

- (1) To apply to become a *member* of the Association, a golf club must submit a written application to a *committee member* stating that the golf club—
  - (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) supported by a club minute approving the application from the golf club
  - (c) may be accompanied by the joining fee.

**Note**

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

## **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 *Committee* 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, as soon as practicable, enter the name and address of the new *member*, and the date of becoming a *member*, in the register of *members*.
- (2) A golf club becomes a *member* of the Association and, subject to rule 13(2), is entitled to exercise its rights of membership from the date, whichever is the later, on which—
  - (a) the *Committee* approves the golf club's membership; or
  - (b) the golf club pays the joining fee.

## **12 Affiliation fee and fee on joining**

- (1) At each annual *general meeting*, the Association must determine—
  - (a) the amount of the affiliation fee (if any) for the current *financial year* of the association; and
  - (b) the date for payment of the affiliation fee.
- (2) The Association may determine that a lower affiliation fee is payable by *associate members*.
- (3) The Association may determine that any new *member* who joins after the start of a *financial year* must, for that *financial year*, pay a fee equal to—
  - (a) the full affiliation fee; or
  - (b) a pro rata affiliation fee based on the remaining part of the *financial year*; or
  - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a *member* (including the right to vote) who has not paid the affiliation fee by the due date are suspended until the affiliation fee is paid.

### 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 10 business days have passed since they 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—

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*.

### 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 *golf club* ceases on resignation, expulsion or when the *golf club* ceases to be an association.
- (2) If a *golf club* ceases to be a *member* of the Association, the Secretary must, as soon as practicable, enter the date the *golf club* ceased to be a *member* in the register of *members*.

### 17 Resigning as a *member*

- (1) A *member* may resign by notice in writing given to the Association.

#### Note

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the *committee*.

- (2) A *member* is taken to have resigned if—
  - (a) the *member's* affiliation fee is in arrears more than the period prescribed by the *Committee* from time to time; or
  - (b) where no affiliation fee is payable—
    - (i) the Secretary has made a written request to the *member* to confirm that they wish to remain a *member*; and

- (ii) the *member* has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a *member*.

## 18 Register of *members*

- (1) The Secretary 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;
    - (v) any other information determined by the *Committee*; and
  - (b) for each former *member*, the date of ceasing to be a *member*.
- (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 they 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.
- (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 *member* whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that they wish 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 *member* is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a *member* 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 *member* 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 *member* 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 *member* 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 *member* 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 three quarters 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.

## **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 affiliation fee and joining fee.
- (5) The annual *general meeting* may also conduct any other business of which notice has been given in accordance with these Rules.

## **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.

**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 20% 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 45 days 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.
- (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).
- (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 their proxy to vote and speak on their 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 their behalf, otherwise the proxy may vote on behalf of the *member* in any matter as it 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.

### **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 40% 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) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
  - (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 motion is defeated.
- (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.

### **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)(ii); 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 individual members with terms of reference it considers appropriate.

#### **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.

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

#### **44 Composition of *Committee***

The *Committee* consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) 5 ordinary members elected under rule 53.

#### **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) co-ordinate 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*?

A person who is a member of a *member* is eligible to be elected or appointed as a *committee member* if the person is 18 years or over.

#### 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 positions on the *Committee* vacant and hold elections for those positions in accordance with rules 51 to 54.

#### 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 individual as defined in section 49 may with their consent, be nominated by and seconded by another member of a *member*.
- (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.
- (4) On his or her election, the new President may take over as *Chairperson* of the meeting.

#### 53 Election of ordinary members

- (1) A single election may be held to fill all of those positions.
- (2) If the number of nominees 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 nominees to be elected to the position.
- (3) If the number of nominees 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 nominee 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 the proxy of 5 other *members*, the member must be given 6 ballot papers—one for the *member* and one each for the other *members*.

- (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 sub rule (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 *general meeting* of the Association may—
  - (a) by *special resolution* remove a *committee member* from office; and
  - (b) elect an eligible person 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.

## 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 they—
  - (a) ceases to be a *member* of their member Club; or
  - (b) their member Club ceases to be a member of the Association; or
  - (c) fails to attend 3 consecutive *committee meetings* (other than special or urgent *committee meetings*) without leave of absence under rule 67; or
  - (d) otherwise ceases to be a *committee member* by operation of section 78 of *the Act*.

### 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 a *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*.
- (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 4 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 4 members of the *Committee*.

## **59 Notice of meetings**

- (1) Notice of each *committee meeting* must be given to each *committee member* no later than 7 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 a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

## 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 6—FINANCIAL MATTERS

### 68 Source of funds

The funds of the Association may be derived from joining fees, affiliation fees, 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.
- (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 may only be altered by *special resolution* of a *general meeting* of the Association.

### Note

An alteration of these Rules does not take effect unless or until it is approved by *the Registrar*. If 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.