

**CROYDON AND DISTRICTS VOLLEYBALL
ASSOCIATION INCORPORATED**

CONSTITUTION

Revised 2024

Based on

Model Rules

Associations Incorporation Reform Act 2012

Associations Incorporation Reform Regulations 2023

CONSUMER AFFAIRS VICTORIA

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Rules for an Incorporated Association

PART 1 - PRELIMINARY

1 Name

The name of the incorporated Association is "Croydon and Districts Volleyball Association Incorporated".

2 Purposes

The purposes of the Association are –

- (a) To promote interest in volleyball.
- (b) To promote good fellowship among those interested in volleyball.
- (c) To educate, train, coach and encourage members of the Association.
- (d) To do all such things and acts conducive to the furtherance of the purposes and interests of the Association.

3 Financial year

The financial year of the Association is each period of 12 months ending on "30th 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);

Association, Croydon and Districts Volleyball Association Incorporated;

CDVA, Croydon and Districts Volleyball Association Incorporated;

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under Rule 44;

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;

Junior Member means any Member who is aged between 12 and under 18 years of age.

Life Member means a Member elected as a Life Member of the Association pursuant to Rule **15**

Maroondah Volleyball is a trading name of Croydon and Districts Volleyball Association Incorporated;

Member means a member of the Association or an ordinary member of the Association;

Member entitled to vote means a member who under Rule 13(2) and 14(2) is entitled to vote at a general meeting;

Office Bearer means a Committee Member who holds the office of the President, Vice President, Secretary or Treasurer.

Ordinary Committee Member means a Committee Member other than an Office Bearer;

Ordinary Member means a person who is an Ordinary Member or a Life Member and is aged 18 years or older.

Rule(s) means the Rules of the Association's constitution as outlined in this document.

Special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, 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.

Volleyball Australia Limited, the peak body for the administration of the sport of volleyball in Australia;

Volleyball Victoria, Volleyball Victoria Incorporated;

Volleyball Victoria Incorporated (VVI), as a Member State is an entity recognised under the Volleyball Australia Constitution to administer the sport of volleyball in the State of Victoria;

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 Rule 5 (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) Rule 6 (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.
- (3) the Committee is to monitor and review payments made by the Association to:
 - (i) Committee Members on a quarterly basis; and
 - (ii) to other Members on an annual basis.

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

Any person who supports the purposes of the Association is eligible for membership.

9 Application for membership

- (1) To become a member of the Association a person must complete a Membership Registration with Volleyball Victoria Incorporated, or a Volleyball Australia Limited equivalent, nominating Maroondah Volleyball and making the required annual membership payment specified to Volleyball Victoria and Maroondah Volleyball. Membership continues by remaining a financial member through this Volleyball Victoria Registration process.
- (2) Alternatively, a person may apply to become a member of the Association by submitting a written application to a committee member 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.
 - (d) agrees to pay the required joining fee (where applicable) and any ongoing fees (where applicable)

Note

Applications need to be done annually. Non playing members are required to apply to the committee in writing or fill in the registration details for each regular season to maintain membership.

10 Consideration of written application

- (1) As soon as practicable after a written 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 a written 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 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, whichever is the later, on which -
 - (a) The Committee approves the person's membership; or
 - (b) The person pays the joining fee.

- (3) A person who becomes a member of the Association is required to pay the applicable annual membership fee to Volleyball Victoria or the Association where a non-playing member. This is compulsory for the member to become insured against injury. A person who chooses not to take up a membership shall be deemed to have their own medical cover by the Association and will play at their own risk.

12 Annual subscription and fee on joining

- (1) Generally a person will become a member of the Association via the registration process outlined in Rule 9(1) whereby the subscription and the date of payment is set by Volleyball Victoria
- (2) Otherwise, at each annual general meeting, the Association must determine -
 - (a) the amount of the regular season subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
 - (c) The Association may determine that a lower annual subscription 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 annual subscription; or
 - (b) a pro rata annual subscription 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 annual subscription by the due date are suspended until the subscription 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 76; and
 - (f) to inspect the register of members (names only) under Rule 76(1)(a)
- (2) A member is entitled to vote if -
 - (a) the member is a member other than an Associate Member or, subject to Rules 15 and 50, a Junior Member; and
 - (b) more than 10 business 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 12 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.
- (3) A parent or guardian of an Associate Member is not considered to be a Member and has no membership rights unless they themselves are Members.

15 Junior members

- (1) Junior Members of the Association include -
 - (a) any members aged between 12 years under the age of 18 years; and
 - (b) any other category of member as determined by special resolution at a general meeting.
- (2) Junior members, except those elected under Rule 50, may not vote at general meetings but may have other rights as determined by the Committee or by resolution at a general meeting.
- (3) Junior members may vote for the election of a junior member to join the committee according to Rule 50.
- (4) A parent or guardian of a Junior Member is not considered to be a Member and has no membership rights unless they themselves are Members.

16 Life Members

- (1) Any Ordinary Member of the Association who has rendered distinguished and exceptional service to the Association, may be nominated and seconded for submission to the committee for life membership.
- (2) Upon receipt of the nomination of a life member, the committee will resolve by majority whether or not to endorse the nomination.
- (3) A Life Member will be permanently relieved of the payment of the annual subscription payable by members to Maroondah Volleyball and will be entitled to all the rights and privileges of an Ordinary Member.

17 Rights are not transferable

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

18 Ceasing membership

- (1) The membership of a person ceases at the completion of each membership cycle or on resignation, expulsion or death.

Note

Membership continues on completion of the registration process as prescribed in Rule 9 (1)

19 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if -
 - (a) the member has not completed a Volleyball Victoria registration each Volleyball Victoria financial cycle/year.

(b) has not remained financial under Rule 12 above

20 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) if the member is a life member, a note to that effect;
 - (vi) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
 - (c) In the case of a person becoming a member according to Rule 9 (1), unless otherwise determined, the date of ceasing to be a member will be the date 12 months after their last registration date.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members (names only)

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.

- (3) The register of members may include an electronic database held by the Association.

Division 2 - Disciplinary action

21 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.

22 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.

23 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 25.
- (2) The notice must be given no earlier than 28 days before the disciplinary meeting is held.

24 Decision of Disciplinary 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 Rule 24 (1), the disciplinary subcommittee may -
 - (a) take no further action against the member; or
 - (b) subject to Rule 24 (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.

25 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under Rule 24 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 3 business days after the vote.
- (3) If a person has given notice under Rule 25 (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) Subject to Rule 25 (5), the Committee may appoint any person to a Disciplinary Appeal Subcommittee, whether they be a Member of the Association or not.
 - (a) The Disciplinary Appeal Subcommittee shall comprise of between 5 and 9 members.
- (5) A person must not be appointed to a Disciplinary Appeal Subcommittee if the person.

- (a) was appointed to the Disciplinary Subcommittee to hear and determine the matter of the member concerned; or
 - (b) has a personal interest in the dispute; or
 - (c) who is in the reasonable opinion of the Committee, actually or is likely to reasonably be perceived to be biased in favour of or against the Member concerned, having regard to the grounds for the disciplinary action against the Member.
- (6) The Committee must convene a meeting of the Disciplinary Appeal Subcommittee (the **disciplinary appeal meeting**) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- (7) Notice of the disciplinary appeal meeting must be given to each member of the **Disciplinary Appeal Subcommittee and the Member concerned** 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 Disciplinary Appeal Subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

26 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 Rule **26 (1)**, the **Disciplinary Appeal Subcommittee** must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) 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

27 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 (**including a Members right to appeal under Rule 25**) has been completed.

28 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.

29 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between them within the time required by Rule 28, the parties must within 10 days -
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator in accordance with Rule 29 (2); 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) In accordance with Rules 29(2)(a) and 29(2)(b)(i) and subject to Rule 29(4), the Committee may appoint any person as a mediator.
- (4) 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.

30 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.

31 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

32 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 Rule 32 (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 in accordance with Division 3 of the Rules;
 - (d) to confirm or vary the amounts (if any) of the annual subscription 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.

33 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 34 may be conducted at the meeting.

34 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 Rule 34 (2) by at least 10% 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 Rule 34 (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 Rule 34 (3).

35 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under Rule 34(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

36 Use of technology at a General Meeting

- (1) A General Meeting may be held, and Members may take part by the use of technology that allows Members to clearly and simultaneously communicate with each other participating Member.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under Rule 36 (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

37 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 of at least 20 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 33 - the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this rule, 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 34.

- (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 Rule 37 (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.

38 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 Rule 38 (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 35.

39 Voting at a general meeting

- (1) On any question arising at a general meeting -
 - (a) subject to Rule 39 (3), each member who is entitled to vote has one vote; and
 - (b) members must vote personally;
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
 - (d) in circumstances where meetings are conducted wholly online or where members may elect to attend online they may cast their vote electronically if such provision is available.
- (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 26.

40 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting 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.
- (a) enables voting via technology if allowed ;

41 Determining whether resolution carried

- (1) Subject to Rule 41 (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.

42 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) the financial statements submitted to the members in accordance with Rule **32(4)(b)(ii)**; and
 - (c) 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
 - (d) 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

43 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.

44 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

45 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) a number of committee members (if any) elected under Rule 54.

46 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.
- (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.

47 President and Vice-President

- (1) Subject to Rule 47 (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.

48 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated Association.
- (2) The Secretary must -
 - (a) maintain the register of members in accordance with Rule 19; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 71(3), all books, documents and securities of the Association in accordance with Rules 73 and 76; 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; and
 - (e) carry out such duties as the committee may from time to time direct.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

49 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 21 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.
 - (e) ensure any other payment method is approved 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.
- (4) The Treasurer must prepare and present to the Committee for its review, the reports required in accordance with Rule 6(3).

Division 3—Election of Committee members and tenure of office

50 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.
- (2) One junior member who is at least 16 years and under 18 years of age may be elected or appointed as a committee member for every four elected committee members 18 years or over.

Note

Example, If there are 4 to 7 ordinary members, then there shall be provision for 1 junior member, if there are 8 to 11 members then there shall be provision for 2 junior members.

- (a) The election of a junior member for the purposes of Rule 50 (2) shall be by a ballot of junior members.
- (b) The ballot for a junior member as per Rule 50 (2) (a) may be held before or after the annual general meeting, the number of elected persons being determined by Rule 50 (2). The junior nominees for the committee shall be determined according to the vote with the candidate with the most votes being the first selection, and second and further selections being according to descending votes at the ballot.
- (3) The age for Rule 50 (1) and (2) shall be their age on the day prior to the ballot for the committee.

51 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) Committee Member positions are automatically declared vacant to be filled by Members voting in elections at General Meeting based on the following rotation principals:
 - (a) all Committee Member positions are appointed for a two-year tenure.
 - (b) on each “uneven” calendar year, the President and Secretary positions become vacant and current Members holding those positions may put themselves up for re-election.

- (c) on each “even” calendar year, the Vice-President and Treasurer positions become vacant and current Members holding those positions may put themselves up for re-election.
 - (d) each year, a minimum of one half of the number of Committee Ordinary Members are to be declared vacant on a rotational basis. If this would require an additional Ordinary Committee Member position to be declared vacant on consecutive years, the impacted Ordinary Committee Members must draw lots to determine which Ordinary Committee Members position is declared vacant.
- (3) The Chairperson of the meeting must declare all expiring positions on the Committee vacant and hold elections for those positions in accordance with Rules 50 to 53.

52 Nominations

- (1) Prior to any General Meeting, the Secretary must ensure that Members are advised of all vacant Committee positions to be filled at the General Meeting.
- (a) Nomination forms are to be distributed to Members along with the Notice of Meeting provided to Members.
 - (b) Completed nomination forms are to be forwarded to the Secretary at least 7 days prior to the commencement of a General Meeting.
 - (c) Any vacant positions not nominated for prior to the General Meeting will be available for verbal nomination of an eligible Member at the General Meeting. Any such nomination must be seconded by another Member. Note: Any ordinary committee positions not filled at the General Meeting by prior nomination are available for verbal nominations. These verbal nominations will not cause an election to the members nominated prior to the meeting, and only within the verbal nominations received on the day.
 - (d) If any vacant positions are not filled at the General Meeting, then they will become casual vacancies to be filled by the Committee in accordance with Rule 58.
- (2) An eligible member of the Association may -
- (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another 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.

53 Election of Office Bearers.

- (1) At the annual general meeting, separate elections must be held for each of the following office bearer positions as required by Rule 51(2):
- (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) The four office bearers must be 18 years of age or over.
- (3) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (4) If more than one member is nominated, a ballot must be held in accordance with Rule 55.
- (5) On his or her election, the new President may take over as Chairperson of the meeting.

54 Election of Committee Members

- (1) The committee consists of 2 committee members plus 1 committee member for each 100 members of the Association to a maximum of 9 ordinary committee members.

Note

Example, If the Association has 430 members, then the maximum committee members shall be 6. (2 plus 4)

- (2) Committee members are elected for a two year term, with half of the committee standing for election each year. In the first year of elections, the half with the most votes will stand for two years and the remainder for one year. After the first year, committee members will be elected for two years. If there is not a ballot, then the half the committee standing for a two year term will be decided by the committee at the first committee meeting.
- (3) A single election may be held to fill all of those positions.
- (4) If the number of members nominated for the position of 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.
- (5) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 55.

55 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, a pre-prepared ballot slip, or access to an electronic format if so provided for voting to -
 - (a) Each member present in person; and
 - (b) for each member where provision has been made for members to attend online, as per Rule 39 (1) (d), to cast a vote electronically.
- (6) If the ballot is for a single position, the voter must write on the blank paper the name of the candidate for whom they wish to vote or select as indicated on the pre-prepared ballot slip or electronic format.
- (7) If the ballot is for more than one position -
 - (a) The voter must write on the blank paper the name of each candidate for whom they wish to vote or select as indicated on the pre-prepared ballot slip or electronic format;
 - (b) The voter must not write or select the names of more candidates than the number to be elected.
- (8) Ballot papers or slips that do not comply with Rule 55 (7) (b) are not to be counted.
- (9) Each ballot paper, pre-prepared ballot slip, or electronic format on which the name of a candidate has been written or selected 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 Rule 55 (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 Rules 55 (4) to 55 (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.

56 Term of office

- (1) Subject to Rules 51(2) and 54 (2), Rule 56 (3) and Rule 57, a committee member holds office until the positions of the Committee are declared vacant at the 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 Rule 56 (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) in the event that the relevant Member who is subject to the proposed Special Resolution under Rule 56(3)(a) is the President or Secretary, then the Vice President and Treasurer will assume the respective roles for the purpose of this Rule 56.

57 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) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under Rule 68; or
 - (c) Otherwise ceases to be a committee member by operation of section 78 of the Act.

58 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 57; 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 56 applies to any committee member appointed by the Committee under Rule 58 (1) or (2).

- (4) The Committee may continue to act despite any vacancy in its membership.
- (5) The filling of casual vacancies shall only apply until the next General Meeting.

Division 4—Meetings of Committee

59 Meetings of Committee

- (1) The Committee must meet at least 4 times in each year, with at least one Committee Meeting to be held in each quarter of the Financial 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.

60 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 unless an Absolute Majority of the Committee agrees to the inclusion of Other Business without notice.
- (6) Any relevant Committee papers and other material to be considered during a Committee Meeting must be distributed to Committee Members no later than 7 days before the date of the meeting.

61 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 60 provided that
 - (a) as much notice as practicable is given to each committee member by the quickest means practicable; and
 - (b) details of the specific business to be conducted and any papers for the meeting are provided at the time of notice.
- (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 as notified under Rule 61(1).

62 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.

63 Use of Technology for Committee Meetings

- (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 Rule 63 (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

64 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 63) 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 60.

65 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) Rule 65 (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.

66 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 79(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.

- (4) The Secretary must keep a conflict of interest register.
- (5) The conflict of interest register must record the following—
 - (a) the name and position of the Committee Member who has disclosed a material personal interest;
 - (b) a description of the nature and extent of that interest;
 - (c) a management plan documenting actions required to be undertaken to mitigate the conflict.
- (6) If any Committee Member is concerned that a Committee Member has a conflict of interest that has not been declared in accordance with **Rule 66 (1)**, then the Committee must discuss the matter prior to any other business being considered and vote to determine if the relevant Committee Member is deemed to have a Conflict of Interest. Any such vote by the Committee can only be passed by an Absolute Majority of the Committee. **Rule 66 (2)** and **Rule 66 (5)** will apply to such a deemed conflict of interest as if the relevant Committee Member had declared the conflict of interest under **Rule 66 (1)**.

67 Minutes of meeting

- (1) The Committee must ensure that minutes are taken by the Secretary and kept for each Committee Meeting and any Subcommittee established by the Committee.
- (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 66**.

68 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months or three consecutive meetings, whichever is the shorter period.
- (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

69 Source of funds

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

70 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, credit or debit cards) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended. Any such payments must be reported by each quarter in a financial Year to the Committee.
- (4) All other payments, including cheques, drafts, bills of exchange, promissory notes and other negotiable instruments and any type of electronic transfer must be approved by a minimum of 2 Committee Members prior to payment or in the case of a negotiable instrument, signed by 2 Committee Members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 21 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash/debit card float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- (7) The Treasurer must record the withdrawal or deposit of an amount from the petty cash/debit card float at the time of the transaction.
- (8) The Treasurer may authorise a nominated staff member or administrative volunteer to expend funds on behalf of the Association by the use of a credit or debit card, or by electronic funds transfer where that staff member has had prior approval and authorisation by the Committee.

71 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.

72 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 Rule 72 (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

73 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.

74 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.

75 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; or
 - (d) by other electronic or digital means as advised and normally used by the committee.
- (2) Rule 75 (1) does not apply to notice given under Rule 61.
- (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; or
 - (iii) by other electronic or digital means as advised and normally used by the committee.

76 Custody and inspection of books and records

- (1) Members may on request inspect free of charge -
 - (a) the register of members;(names only)
 - (b) The minutes of general meetings;
 - (c) Subject to Rule 76 (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note

See note following Rule 20 for details of access to the register of members.

- (2) The Committee may, acting reasonably, 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, acting reasonably, be considered to be prejudicial to the interests of the Association or cause it to breach any legislation.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to Rule 76 (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.

77 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.

78 Review

As a minimum, this Constitution must be relevant to the Association and reviewed at least every 5 years.

79 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association. Any revision of these Rules, once approved by Members in General Meeting are to be effective following the closure or adjournment of the General Meeting in which they were approved and when accepted by the Registrar.

Note

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

80 Notes and Examples

All notes and examples contained within this document are for guidance only and do not form part of these Rules.