Northern Metropolitan Cricket Association Incorporated

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Constitution

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SECTION 1 - CONSTITUTION

STATEMENT OF PURPOSES

The purposes of the Association are:

1. To encourage, promote, protect, control and manage the game of cricket within the North Metropolitan Region as designated by Cricket Victoria.

2. To arrange and determine differences and disputes, and appeals on disputes that arise from the game of cricket played under the auspices of the Association.

3. To adopt the Laws of Cricket as laid down by the International Cricket Council and as adopted by the Australian Cricket Board.

4. To undertake such other activities as may advance the purposes of the Association.

5. Solely for furthering the purposes set out above the Association shall have power:

5.1 To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith. Provided that no member of the Association shall receive any prize, award or distinction of monetary value, except as a successful competitor in any competition held or promoted by the Association.

5.2 To purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easement or property, real and personal, and any rights or privileges which may be required for, or capable or being conveniently used in connection with, any of the purposes of the Association. Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

5.3 To enter into any arrangements with any Government or authority that are incidental or conducive to the purposes of the Association, and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

5.4 To construct, maintain and alter any buildings or works for the purposes of the Association.

5.5 To invest any monies of the Association not immediately required for the purposes of the Association in such manner as time to time be thought fit.

5.6 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of affiliation fees, donations, team registrations, membership fees or otherwise.

5.7 To hire and employ all classes of persons for the purposes of the Association and to pay to them in return for services rendered.

5.8 To do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association and as are permitted by the Rules.

5.9 To help and advance junior cricket in Victoria.

5.10 To foster a better relationship and social spirit amongst the officials, players and members of the clubs comprising the Association.

1.1 ASSOCIATION - ASSOCIATION NAME

The name of the incorporated association is Northern Metropolitan Cricket Association Inc.

1.2 ASSOCIATION - COLOURS OF THE ASSOCIATION

1.2.1 The colours of the Association shall be royal blue and gold.

1.2.2 The colours of the Association may only be changed by a Special General Meeting of the members with a proper formal notice having been given to the clubs, and in accordance with the voting approval of at least a two-thirds majority of members.

1.3 ASSOCIATION - DEFINITIONS

In these Rules—

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

1.3.2 **"Association"** - means the Northern Metropolitan Cricket Association Inc.

1.3.3 **"Board"** - means the Executive and between five and nine duly elected Ordinary Board Members.

1.3.4 **"Board" - Executive"** - means President, 2 Vice Presidents, Secretary and Finance Manager.

1.3.5 **"Board - Ordinary Board Members"** - means a minimum of five and up to nine members in accordance with the positions adopted by Board and shall be in conjunction with the job descriptions set down by the Board.

1.3.6 "**Chairperson"** of a general meeting or committee meeting - means the person chairing the meeting as required under rule 2.0.5;

1.3.7 **"Club"** - means a group of players, a team or a number of teams, regularly competing in games of cricket played under the control and management of the Association.

1.3.8 **"Cricket"** - shall be taken to include all variations and/or modifications of the game of cricket.

1.3.9 **"Disciplinary - Appeal Subcommittee"** - means a sub-committee appointed under 1.7.5.3,

1.3.10 **"Disciplinary - Appeal Meeting" -** means a meeting of the appeal subcommittee convened for the purposes of 1.7.6;

1.3.11 **"Disciplinary - Meeting" -** means a meeting of the Committee convened for the purposes of rule 1.7.4;

1.3.12 **"Disciplinary - Registered Mediator" -** means a person registered as a mediator accredited under the National Mediator Accreditation System developed by the Mediator Standards Board Limited ABN 11 145 829 812;

1.3.13 **"Disciplinary - Subcommittee"** - means the subcommittee appointed under rule 1.7.2.

1.3.14 **"Financial Year"** – means the year ending the 31st of May annually.

1.3.15 **"General Manager"** - means a person appointed by the Board for the purpose of undertaking administration duties on behalf of the Association.

1.3.16 "**Match"** - means any official game of cricket sanctioned by the Board played between clubs or inter-association games.

1.3.17 **"Meeting - Absolute Majority of the Committee"** - means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting);

1.3.18 **"Meeting - Board Meeting" -** means a meeting of the Board held in accordance with these Rules;

1.3.19 **"Meeting - General Meeting" -** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting and a special general meeting;

1.3.20 **"Meeting - 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.

1.3.21 **"Member - Associate Member" -** means a member referred to in rule 1.6.6

1.3.22 **"Member - Club"-** means a Club entity registered with the Association to play cricket under the Associations Rules and Regulations.

1.3.23 **"Member - Life Member"** - means a person recommended by the Board for recognition for services rendered to the Association.

1.3.24 **"Member - Registered Persons"** - means a person registered by a club with the Association as a player of that club – the words registered and registration shall have corresponding meanings.

1.3.25 **"NMCUA"** - means North Metro Cricket Umpires Association

1.3.26 **"The Rules"** - means Rules, Regulations and Playing Bylaws of the Association.

1.3.27 **"The Registrar" -** means the Registrar of Incorporated Associations

1.3.28 **"V.C.A."** - means Cricket Victoria.

1.3.29 **"V.M.C.U."** - means Victorian Metropolitan Cricket Union.

1.3.20 **"V.S.D.C.A"** - means Victorian Sub District Cricket Association.

1.4 ASSOCIATION - POWERS

1.4.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

1.4.2 Without limiting subrule (1), the Association may—

1.4.2.1 acquire, hold and dispose of real or personal property; or

1.4.2.2 open and operate accounts with financial institutions; or

1.4.2.3 invest its money in any security in which trust monies may lawfully be invested; or

1.4.2.4 raise and borrow money on any terms and in any manner as it thinks fit; or

1.4.2.5 cure the repayment of money raised or borrowed, or the payment of a debt or liability; or

1.4.2.6 appoint agents to transact business on its behalf; or

1.4.2.7 enter into any other contract it considers necessary or desirable.

1.4.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

1.4.4 Not for profit organisation

1.4.4.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.

1.4.4.2 Subrule (1) does not prevent the Association from paying a member—

1.4.4.2.1 reimbursement for expenses properly incurred by the member; or

1.4.4.2.2 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.

1.5 ASSOCIATION - MEMBERSHIP - APPLICATION

1.5.1 Membership - "Minimum number of members" - The Association must have at least 5 members.

1.5.2 Membership - "Who is eligible to be a member" - Any person/club who supports the purposes of the Association is eligible for membership.

1.5.3 Membership - "Application for Membership"

1.5.3.1 To apply to become a member of the Association, a person must submit a written application to a Board member stating that the person—

1.5.3.1.1 wishes to become a member of the Association; and

1.5.3.1.2 supports the purposes of the Association; and

1.5.3.1.3 agrees to comply with these Rules.

1.5.3.2 The application—

1.5.3.2.1 must be signed by the applicant; and

1.5.3.2.2 may be accompanied by the joining fee.

1.5.4 Membership - "Consideration of application"

1.5.4.1 As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.

1.5.4.2 The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.

1.5.4.3 If the Board rejects the application, it must return any money accompanying the application to the applicant.

1.5.4.4 The Board is not required to give a reason for the rejection of an application.

Notes:

1. The joining fee is the fee (if any) determined by the Association under rule 1.6.3.3.
2. A requirement for a signature of a person may be met by electronic signature. See section 9 of the **Electronic Transactions (Victoria) Act 2000**.
3. Association may have obligations under Division 6 of Part 4 of the **Equal Opportunity Act 2010**.

1.5.5 Membership - "New membership"

1.5.5.1 If an application for membership is approved by the Board—

1.5.5.1.1 the resolution to accept the membership must be recorded in the minutes of the Board meeting; and

1.5.5.1.2 the Secretary must, as soon as practicable, ensure the name and address of the new member, and the date on which they became a member, is recorded in the register of members.

1.5.5.2 A person becomes a member of the Association from the date on which both of the following have occurred—

1.5.5.2.1 the Board approves the person's membership; and

1.5.5.2.2 the person pays the joining fee.

1.5.5.3 Subject to rule 1.5.7.2 a person is entitled to exercise their rights of membership from the date referred to in subrule 1.5.5.2

1.5.6 Membership - "Annual subscription and fee on joining"

1.5.6.1 At each Annual General Meeting, the Association must determine—

1.5.6.1.1 the process for setting the amount of the annual subscription (if any) for the following financial year; and

1.5.6.1.2 the date for payment of the annual subscription.

1.5.6.2 The Association may determine that a lower annual subscription is payable by associate members.

1.5.6.3 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—

1.5.8.1.1 the full annual subscription; or

1.5.8.1.2 a pro rata annual subscription based on the remaining part of the financial year; or

1.5.8.1.3 a fixed amount determined from time to time by the Association.

1.5.6.4 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.

1.5.7 Membership - “General rights of members”

1.5.7.1 A member of the Association who is entitled to vote has the right—

1.5.7.1.1 to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

1.5.7.1.2 to submit items of business for consideration at a General Meeting; and

1.5.7.1.3 to attend and be heard at General Meetings; and

1.5.7.1.4 to vote at a General Meeting; and

1.5.7.1.5 to have access to the minutes of General Meetings and other documents of the Association as provided under rule 2.4.4; and

1.5.7.1.6 to inspect the register of members.

1.5.7.2 A member is entitled to vote if—

1.5.7.2.1 the member is a member other than an associate member; and

1.5.7.2.2 more than 10 business days have passed since the member became a member of the Association; and

1.5.7.2.3 the member's membership rights are not suspended for any reason.

1.5.8 Membership - “Associate members”

1.5.8.1 Associate members of the Association include—

1.5.8.1.1 any members under the age of 15 years; and

1.5.8.1.2 any other category of member as determined by special resolution at a General Meeting.

1.5.8.2 An associate member must not vote but may have other rights as determined by the Board or by resolution at a General Meeting.

1.5.9 Membership - “Rights not transferable”

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

1.5.10 Membership - “Ceasing membership”

1.5.10.1 The membership of a person ceases on resignation, expulsion or death.

1.5.10.2 If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

1.5.11 Membership - “Resigning as a member”

1.5.11.1 A member may resign by notice in writing given to the Association.

1.5.11.2 A member is taken to have resigned if—

1.5.11.2.1 the member's annual subscription is more than 12 months in arrears; or

1.5.11.2.2 where no annual subscription is payable—

1.5.11.2.2.1 the Secretary has made a written request to the member to confirm that the member wishes to remain a member; and

1.5.11.2.2.2 the member has not, within 3 months after receiving that request, confirmed in writing that the member wishes to remain a member.

1.5.12 Membership - “Register of members”

1.5.12.1 The Secretary must keep and maintain a register of members that includes—

1.5.12.1.1 for each current member—

1.5.12.1.1.1 the member's name; and

1.5.12.1.1.2 the address for notice last given by the member; and

1.5.12.1.1.3 the email address last given by the member (if available); and

1.5.12.1.1.4 the date of becoming a member; and

1.5.12.1.1.5 if the member is an associate member, a note to that effect; and

1.5.12.1.1.6 any other information determined by the Board; and

1.5.12.1.2 for each former member, the name of the person and the date on which the person ceased to be a member of the Association.

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

1.6 ASSOCIATION - DISCIPLINARY ACTION

1.6.1 Disciplinary - "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—

1.6.1.1 has failed to comply with these Rules; or

1.6.1.2 refuses to support the purposes of the Association; or

1.6.1.3 has engaged in conduct prejudicial to the Association.

1.6.2 Disciplinary - "Disciplinary subcommittee"

1.6.2.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

1.6.2.2 Subject to subrule 1.6.2.3, the Board may appoint any person to a disciplinary subcommittee.

1.6.2.3 A person must not be appointed to a disciplinary subcommittee if the person is biased in favour of or against the member concerned.

1.6.3 Disciplinary - "Notice to member"

1.6.3.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

1.6.3.1.1 stating that the Association proposes to take disciplinary action against the member; and

1.6.3.1.2 stating the grounds for the proposed disciplinary action; and

1.6.3.1.3 specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and

1.6.3.1.4 advising the member that the member may do one or both of the following—

1.6.3.1.4.1 attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

1.6.3.1.4.2 give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

1.6.3.1.5 setting out the member's appeal rights under rule 1.6.4.

1.6.3.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

1.6.4 Disciplinary - "Decision of subcommittee"

1.6.4.1 At the disciplinary meeting, the disciplinary subcommittee must—

1.6.4.1.1 give the member an opportunity to be heard; and

1.6.4.1.2 consider any written statement submitted by the member.

1.6.4.2 After complying with subrule 1.6.4, the disciplinary subcommittee may—

1.6.4.2.1 take no further action against the member; or

1.6.4.2.2 subject to subrule 1.6.4.3—

1.6.4.2.2.1 reprimand the member; or

1.6.4.2.2.2 suspend the membership rights of the member for a specified period; or

1.6.4.2.2.3 expel the member from the Association.

1.6.4.3 The disciplinary subcommittee may not fine the member.

1.6.4.4 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.

1.6.5 Disciplinary - "Appeal rights"

1.6.5.1 A person whose membership rights have been suspended or who has been expelled from the Association under 1.6.4 may give notice to the effect that the person wishes to appeal against the suspension or expulsion.

1.6.5.2 The notice must be in writing and given—

1.6.5.2.1 to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

1.6.5.2.2 to the Secretary not later than 7 days after the vote.

1.6.5.3 If a person has given notice under subrule 1.6.5.2, the Board must appoint at least 3 persons to an appeal subcommittee to consider the appeal.

1.6.5.4 Subject to subrule 1.6.5.5, the Board may appoint any person to an appeal subcommittee.

1.6.5.5 A person must not be appointed to an appeal subcommittee if the person—

1.6.5.5.1 was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or

1.6.5.5.2 has a personal interest in the dispute; or

1.6.5.5.3 is biased in favour of or against the member concerned.

1.6.5.6 The Board must convene a meeting of the appeal subcommittee (the ***disciplinary appeal meeting***) as soon as practicable and no later than 21 days after the notice of the appeal is received.

1.6.5.7 Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned as soon as practicable and must—

1.6.5.7.1 specify the date, time and place of the meeting; and

1.6.5.7.2 state—

1.6.5.7.2.1 the name of the person against whom the disciplinary action has been taken; and

1.6.5.7.2.2 the grounds for taking that action; and

1.6.5.7.2.3 that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

1.6.6 Disciplinary - "Conduct of disciplinary appeal meeting"

1.6.6.1 At a disciplinary appeal meeting—

1.6.6.1.1 no business other than the question of the appeal may be conducted; and

1.6.6.1.2 the appeal subcommittee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

1.6.6.1.3 the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

1.6.6.2 After complying with subrule 1.6.6.1, members of the appeal subcommittee present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

1.6.6.3 A member may not vote by proxy at the meeting.

1.6.6.4 The decision is upheld if a majority of the persons voting at the meeting vote in favour of the decision.

1.7 ASSOCIATION - GRIEVANCE PROCEDURE

Application

1.7.1 Grievance - "The grievance procedure set out in this Division applies to disputes under these Rules between"—

1.7.1.1.1 a member and another member; and

1.7.1.1.2 a member and the Board; and

1.7.1.1.3 a member and the Association.

1.7.1.2 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.

1.7.2 Grievance - "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.

1.7.3 Grievance - "Appointment of mediator"

1.7.3.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 1.7.2 the parties must within 10 days—

1.7.3.1.1 notify the Committee of the dispute; and

1.7.3.1.2 agree to or request the appointment of a mediator; and

1.7.3.1.3 attempt in good faith to settle the dispute by mediation.

1.7.3.2 The mediator must be—

1.7.3.2.1 a person chosen by agreement between the parties; or

1.7.3.2.2 in the absence of agreement—

1.7.3.2.2.1 if the dispute is between a member and another member—a person appointed by the Board; or

1.7.3.2.2.2 if the dispute is between a member and the Board or the Association—a registered mediator.

Note This includes a registered mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.

1.7.3.3 Subject to subrule 1.7.3.4, the Committee may appoint any person as a mediator.

1.7.3.4 The Committee must not appoint a person as a mediator if the person—

1**.7.3.4.1** has a personal interest in the dispute; or

1.7.3.4.2 is biased in favour of or against any party.

1.7.4 Grievance - "Mediation process"

1.7.4.1 The mediator to the dispute, in conducting the mediation, must—

1.7.4.1.1 give each party every opportunity to be heard; and

1.7.4.1.2 allow due consideration by all parties of any written statement submitted by any party; and

1.7.4.1.3 ensure that natural justice is accorded to the parties throughout the mediation process.

1.7.4.2 The mediator must not determine the dispute.

1.7.4.3 Any costs of mediation are to be paid—

1.7.4.3.1 I f an agreement as to costs is reached between the parties—in accordance with that agreement; or

1.7.4.3.2 if there is no such agreement—by the Board.

1.7.5 Grievance - "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.

1.8 ASSOCIATION - GENERAL MEETINGS OF THE ASSOCIATION

1.8.1 Meetings – "Annual General Meetings"

1.8.1.1 The Board must convene an Annual General Meeting of the Association to be held within 5 months after the end of each financial year.

1.8.1.2 Despite subrule 1.8.1.1 the Association may hold its first Annual General Meeting at any time within 18 months after its incorporation.

1.8.1.3 The Board may determine the date, time and place of the Annual General Meeting.

1.8.1.4 The ordinary business of the Annual General Meeting is as follows—

1.8.1.4.1 to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting or General Meeting held since then;

1.8.1.4.2 to receive and consider—

1.8.1.4.2.1 the annual report of the Board on the activities of the Association during the preceding financial year; and

1.8.1.4.2.2 the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;

1.8.1.4.3 to elect the members of the Board;

1.8.1.4.4 to determine the process for setting the amounts (if any) of the annual subscription and joining fee.

1.8.1.5 The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

1.8.2 Meetings – "Special General Meetings"

1.8.2.1 Any General Meeting of the Association, other than an Annual General Meeting or a disciplinary appeal meeting, is a Special General Meeting.

1.8.2.2 The Board may convene a Special General Meeting whenever it thinks fit.

1.8.2.3 No business other than that set out in the notice under rule 1.8.4 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 1.9.4 and the majority of members at the meeting agree.

1.8.3 Meetings – "Special General Meeting held at request of members"

1.8.3.1 The Board must convene a Special General Meeting if a request to do so is made in accordance with subrule 1.8.3.2 by at least 10% of the total number of members.

1.8.3.2 A request for a Special General Meeting must—

1.8.3.2.1 be in writing; and

1.8.3.2.2 state the business to be considered at the meeting and any resolutions to be proposed; and

1.8.3.2.3 include the names and signatures of the members requesting the meeting; and

1.8.3.2.4 be given to the Secretary.

1.8.3.3 If the Board 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.

1.8.3.4 A Special General Meeting convened by members under Subrule 1.8.3.3

1.8.3.4.1 must be held within 3 months after the date on which the original request was made; and

1.8.3.4.2 may only consider the business stated in that request.

1.8.3.5 The Association must reimburse all reasonable expenses incurred by the members convening a Special General Meeting under subrule 1.8.3.3.

1.8.4 "Meetings - Notice of General Meetings"

1.8.4.1 The Secretary (or, in the case of a Special General Meeting convened under rule 1.8.3.3, the members convening the meeting) must give to each member of the Association—

1.8.4.1.1 at least 21 days' notice of a General Meeting if a special resolution is to be proposed at the meeting; or

1.8.4.1.2 at least 14 days' notice of a General Meeting in any other case.

1.8.4.2 The notice must—

1.8.4.2.1 specify the date, time and place of the meeting; and

1.8.4.2.2 indicate the general nature of each item of business to be considered at the meeting; and

1.8.4.2.3 if a special resolution is to be proposed—

1.8.4.2.3.1 state in full the proposed resolution; and

1.8.4.2.3.2 state the intention to propose the resolution as a special resolution; and

1.8.4.3.4 comply with rule 1.8.5.5

1.8.4.3 This rule does not apply to a Disciplinary Appeal Meeting.

Note

Rule 1.8.5.4 sets out the requirements for notice of a Disciplinary Appeal Meeting.

1.8.5 Meetings – "Proxies"

1.8.5.1 A member may appoint another member as the member's proxy to vote and speak on the member's behalf at a General Meeting other than at a Disciplinary Appeal Meeting.

1.8.5.2 The appointment of a proxy must be in writing and signed by the member making the appointment.

1.8.5.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf, otherwise the proxy may vote on behalf of the member in any matter as the proxy sees fit.

1.8.5.4 If the Board 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.

1.8.5.5 Notice of a General Meeting given to a member under 1.8.4 must—

1.8.5.5.1 state that the member may appoint another member as a proxy for the meeting; and

1.8.5.5.2 include a copy of any form that the Board has approved for the appointment of a proxy.

1.8.5.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

1.8.5.7 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.

1.8.6 Meetings – "Use of technology"

1.8.6.1 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.

1.8.6.2 For the purposes of this Part, a member participating in a General Meeting as permitted under subrule 1.8.6.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

1.8.7 Meetings – "Quorum at General Meetings"

1.8.7.1 No business may be conducted at a General Meeting unless a quorum of members is present.

1.8.7.2 The quorum for a General Meeting is the presence (physically, by proxy or as allowed under rule 1.8.6 of 10% of the members entitled to vote.

1.8.7.3 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting—

1.8.7.3.1 in the case of a meeting convened by, or at the request of, members under rule 1.8.3—the meeting must be dissolved; or

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 1.8.3.

1.8.7.3.2 in any other case—

1.8.7.3.2.1 the meeting must be adjourned to a date not more than 21 days after the adjournment; and

1.8.7.3.2.2 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.

1.8.7.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule

1.8.7.4.1 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.

1.8.8 Meetings - "Adjournment of General Meeting"

1.8.8.1 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.

1.8.8.2 Without limiting subrule 1.8.8.1, a meeting may be adjourned—

1.8.8.2.1 if there is insufficient time to deal with the business at hand; or

1.8.8.2.2 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 Board at an Annual General Meeting.

1.8.8.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

1.8.8.4 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 1.8.4.

1.8.9 Meetings – "Voting at General Meeting"

1.8.9.1 On any question arising at a General Meeting

1.8.9.1.1 subject to subrule 1.9.9.3, each member who is entitled to vote has one vote; and

1.8.9.1.2 members may vote personally or by proxy; and

1.8.9.1.3 except in the case of a special resolution, the question must be decided on a majority of votes.

1.8.9.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

1.8.9.3 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.

1.8.9.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 1.6.6.

1.8.10 Meetings – "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; or

(b) to alter these Rules, including changing the name or any of the purposes of the Association.

1.8.11 Meetings – "Determining whether resolution carried"

1.8.11.1 Subject to subrule 1.8.2, the Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been—

1.8.11.1.1 carried; or

1.8.11.1.2 carried unanimously; or

1.8.11.1.3 carried by a particular majority; or

1.8.11.1.4 lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

1.8.11.2 If a count is demanded by 3 or more members on any question—

1.8.11.2.1 the count must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

1.8.11.2.2 the Chairperson must declare the result of the resolution on the basis of the count.

1.8.11.3 A count demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

1.8.11.4 A count demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

1.8.12 Meetings – “Minutes of General Meeting”

1.8.12.1 The Committee must ensure that minutes are taken and kept of each General Meeting.

1.8.12.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

1.8.12.3 In addition, the minutes of each Annual General Meeting must include—

1.8.12.3.1 the names of the members attending the meeting; and

1.8.12.3.2 the financial statements submitted to the members in accordance with rule 1.8.1.4.2.2); and

1.8.12.3.3 the certificate signed by 2 Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

1.8.12.3.4 any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

1.9 BOARD - BOARD OF MANAGEMENT

1.9.1 Board - "Role and powers"

1.9.1.1 The business of the Association must be managed by or under the direction of a Board.

1.9.1.2 The Board 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.

1.9.1.3 The Board may—

1.9.1.3.1 appoint and remove staff; and

1.9.1.3.2 establish subcommittees consisting of members with terms of reference it considers appropriate.

1.9.2 Board - "Delegation"

1.9.2.1 The Board may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—

1.9.2.1.1 this power of delegation; or

1.92.2.2 a duty imposed on the Board by the Act or any other law.

1.92.2 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.

1.92.3 The Board may, in writing, revoke a delegation wholly or in part.

1.9.3 Board - "Composition of Board"

1.9.3.1 The Board consists of—

1.9.3.1.1 a President; and

1.9.3.1.2 two Vice-Presidents; and

1.9.3.1.3 a Secretary; and

1.9.3.1.4 a Finance Manager; and

1.9.3.1.5 A minimum of 5 to a maximum of 9 ordinary members (if any) elected under rule 2.0.5.

1.9.3.1.6 There shall be a maximum of two members of the Board from any one Club, who are currently financial members of that Club.

1.9.4 Board - "General Duties"

1.9.4.1 As soon as practicable after being elected or appointed to the Board, each committee member must become familiar with these Rules and the Act.

1.9.4.2 The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.

1.9.4.3 Board members must exercise the member's powers and discharge the member's duties with reasonable care and diligence.

1.9.4.4 Board members must exercise the member's powers and discharge the member's duties—

1.9.4.4.1 in good faith in the best interests of the Association; and

1.9.4.4.2 for a proper purpose.

1.9.4.5 Board members and former Board members must not make improper use of—

1.9.4.5.1 the member's, or former member's, position; or

1.9.4.5.2 information acquired by virtue of holding the members, or former member's, position—
so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

1.9.4.6 In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a General Meeting.

1.9.5 Board - "President and Vice-President"

1.9.5.1 Subject to subrule 1.9.5.2, the President or, in the President's absence, one of the Vice-Presidents is the Chairperson for any General Meetings and for any Board meetings.

1.9.5.2 If the President and both of the Vice-Presidents are both absent, or are unable to preside, the Chairperson of the meeting must be—

1.9.5.2.1 in the case of a General Meeting—a member elected by the other members present; or

1.9.5.2.2 in the case of a Board Meeting—a Board member elected by the other Board members present.

1.9.6 Board - “Secretary”

1.9.6.1 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.

1.9.6.2 The Secretary must—

1.9.6.2.1 maintain the register of members in accordance with rule 1.6.1; and

1.9.6.2.2 keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 2.2.3.3, all books, documents and securities of the Association in accordance with 2.3.1 and 23.4: and

1.9.6.1.3 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

1.9.6.1.4 perform any other duty or function imposed on the Secretary by these Rules.

1.9.6.3 The Secretary must give to the Registrar notice of the General Manager’s appointment within 14 days after the appointment.

1.9.7 Board - “Finance Manager”

1.9.7.1 The Finance Manager must—

1.9.7.1.1 receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

1.9.7.1.2 ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and

1.9.7.1.3 make any payments authorised by the Board or by a General Meeting of the Association from the Association's funds; and

1.9.7.1.4 ensure cheques are signed by at least two authorised office bearers of the Board.

1.9.7.1.5 On the implementation of electronic banking, the Finance Manager shall be the authorised officer for all electronic banking transactions and shall be required to submit all appropriate documentation to the next meeting of the Board.

1.9.7.2 The Finance Manager must—

1.9.7.2.1 ensure that the financial records of the Association are kept in accordance with the Act; and

1.9.7.2.2 coordinate the preparation of the financial statements of the Association and the Association's certification by he Board prior to the Association's submission to the Annual General Meeting of the Association.

1.9.7.3 The Finance Manager must ensure that all other Board members have access to the accounts and financial records of the Association.

2.0 BOARD - ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE

2.0.1 Election of Board - "Who is eligible to be a Board member"

A member is eligible to be elected or appointed as a Board member if the member—

2.0.1.1 is 18 years or over; and

2.0.1.2 is entitled to vote at a General Meeting.

2.0.2 Election of Board - "Positions to be declared vacant"

2.0.2.1 This rule applies to—

2.0.2.1.1 the first Annual General Meeting of the Association after its incorporation; or

2.0.2.1.2 any subsequent Annual General Meeting of the Association, after the annual report and financial statements of the Association have been received.

2.0.2.2 The Chairperson of the meeting must declare positions, subject to rule 2.0.7, on the Board vacant and hold elections for those positions in accordance with rules 2.0.3 to 2.0.6

2.0.3 Election of Board - "Nominations"

2.0.3.1 Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

2.0.3.2 An eligible member of the Association may—

2.0.3.2.1 nominate himself or herself; or

2.0.3.2.2 with the member's consent, be nominated by another member.

2.0.3.3 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.

2.0.4 Election of Board - "Election of President etc."

2.0.4.1 At the Annual General Meeting, separate elections must be held for each of the following positions—

2.0.4.1.1 President;

2.0.4.1.2 Two Vice-Presidents;

2.0.4.1.3 Secretary;

2.0.4.1.3 Finance Manager.

2.0.4.2 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

2.0.4.3 If more than one member is nominated, a ballot must be held in accordance with rule 2.0.6.

2.0.4.4 On the President's election, the new President may take over as Chairperson of the meeting.

2.0.5 Election of Board - "Election of ordinary members"

2.0.5.1 The Annual General Meeting must by resolution decide the number of ordinary members of the Board (if any) it wishes to hold office for the next year.

2.0.5.2 A single election may be held to fill all of those positions.

2.0.5.3 If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

2.0.5.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 2.0.6.

2.0.6 Election of Board – "Ballot"

2.0.6.1 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.

2.0.6.2 The returning officer must not be a member nominated for the position.

2.0.6.3 Before the ballot is taken, each candidate may make a short speech in support of the candidate's election.

2.0.6.4 The election must be by secret ballot.

2.0.6.5 If the election is held in person, the returning officer must give a blank piece of paper to—

2.0.6.5.1 each member present in person; and

2.0.6.5.2 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.

2.0.6.6 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.

2.0.6.7 If the ballot is for more than one position—

2.0.6.7.1 the voter must write on the ballot paper the name of each candidate for whom they wish to vote; and

2.0.6.7.2 the voter must not write the names of more candidates than the number to be elected.

2.0.6.8 Ballot papers that do not comply with subrule 2.0.6.7.2 are not to be counted.

2.0.6.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

2.0.6.10 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.

2.0.6.11 If the returning officer is unable to declare the result of an election under subrule 2.0.6.10 because 2 or more candidates received the same number of votes, the returning officer must—

2.0.6.11.1 conduct a further election for the position in accordance with subrules 2.0.4 to 2.0.10 to decide which of those candidates is to be elected; or

2.0.6.11.2 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.

2.0.7 Election of Board – "Term of office"

2.0.7.1 Subject to subrule 2.0.7.3 and rule 2.0.8, a Board member holds office until the positions of the Board are declared vacant at the next Annual General Meeting.

2.0.7.2 A Board member shall be elected for two years and shall be eligible to be re-elected.

2.0.7.3 Be elected in alternate years, the President, one Vice President and four Board members shall be elected in one year and one Vice President, Finance Manager, and five (5) Board members shall be elected in the next year.

2.0.7.4 A General Meeting of the Association may—

2.0.7.4.1 by special resolution remove a Board member from office; and

2.0.7.4.2 elect an eligible member of the Association to fill the vacant position in accordance with this Division.

2.0.7.5 A member who is the subject of a proposed special resolution under subrule 2.0.7.4.1 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.

2.0.7.6 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.

2.0.8 Election of Board – "Vacation of office"

2.0.8.1 A Board member may resign from the Board by written notice addressed to the Board.

2.0.8.2 A person ceases to be a Board member if the person—

2.0.8.2.1 ceases to be a member of the Association; or

2.0.8.2.2 fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under s; or

2.0.8.2.3 otherwise ceases to be a Board member by operation of section 78 of the Act.

Note

A Board member may not hold the office of Secretary if they do not reside in Australia.

2.0.9 Election of Board – "Filling casual vacancies"

2.0.9.1 The Board may appoint an eligible member of the Association to fill a position on the Board that—

2.0.9.1.1 has become vacant under rule 2.1.8; or

2.0.9.1.2 was not filled by election at the last Annual General Meeting.

2.0.9.2 If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.

2.0.9.3 Rule 2.0.7 applies to any Board member appointed by the Board under subrule 2.0.1 or 2.0.2.

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2.0.9.4 The Board may continue to act despite any vacancy in its membership.

2.1 BOARD - MEETINGS OF BOARD

2.1.1 "Meeting Of Board"

2.1.1.1 The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.

2.1.1.2 The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the Annual General Meeting of the Association at which the members of the Board were elected.

2.1.1.3 Special Board meetings may be convened by the President or by any 4 members of the Board.

2.1.2 Meeting of Board – "Notice of meetings"

2.1.2.1 Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.

2.1.2.2 Notice may be given of more than one Board meeting at the same time.

2.1.2.3 The notice must state the date, time and place of the meeting.

2.1.2.4 If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.

2.1.2.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

2.1.3 Meeting of Board – "Urgent meetings"

2.1.3.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 2.1.2 provided that as much notice as practicable is given to each Board member by the quickest means practicable.

2.1.3.2 Any resolution made at the meeting must be passed by an absolute majority of the Board.

2.1.3.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

2.1.4 Meeting of Board – "Procedure and order of business"

2.1.4.1 The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.

2.1.4.2 The order of business may be determined by the members present at the meeting.

2.1.5 Meeting of Board – "Use of technology"

2.1.5.1 A Board meeting may be held by the use of technology that allows Board members to clearly and simultaneously communicate with each other participating member.

2.1.5.2 For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule 2.1.5.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

2.1.6 Meeting of Board – "Quorum"

2.1.6.1 No business may be conducted at a Board meeting unless a quorum is present.

2.1.6.2 The quorum for a Board meeting is the presence (in person or as allowed under rule 2.1.5 of a majority of the Board members holding office.

2.1.6.3 If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—

2.1.6.3.1 in the case of a special meeting—the meeting lapses; or

2.1.6.3.2 in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the date, time and place to which the meeting is adjourned must be given in accordance with rule 2.1.2.

2.1.7 Meeting 0f Board – "Voting"

2.1.7.1 On any question arising at a Board meeting, each Board member present at the meeting has one vote.

2.1.7.2 A motion is carried if a majority of Board members present and voting at the meeting vote in favour of the motion.

2.1.7.3 Subrule 2.1.7.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.

2.1.7.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

2.1.7.5 Voting by proxy is not permitted.

2.1.8 Meeting of Board – "Conflict of interest"

2.1.8.1 A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the Board member's position and the nature and extent of that interest to the Board.

2.1.8.2 The member—

2.1.8.2.1 must not be present while the matter is being considered at the meeting; and

2.1.8.2.2 must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Board 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.

2.1.8.3 This rule does not apply to a material personal interest—

2.1.8.3.1 that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

2.1.8.3.2 that the member has in common with all, or a substantial proportion of, the members of the Association.

2.1.8.4 The Board must keep a conflict of interest register.

2.1.8.5 The conflict of interest register must record the following—

2.1.8.5.1 the name and position of the member who has disclosed a material personal interest;

2.1.8.5.2 a description of the nature and extent of that interest;

2.1.8.5.3 a management plan documenting actions required to mitigate the conflict.

2.1.9 Meeting of Board – "Minutes of meeting"

2.1.9.1 The Board must ensure that minutes are taken and kept of each Board meeting.

2.1.9.2 The minutes must record the following—

2.1.9.2.1 the names of the members in attendance at the meeting;

2.1.9.2.2 the business considered at the meeting;

2.1.9.2.3 any resolution on which a vote is taken and the result of the vote;

2.1.9.2.4 any material personal interest disclosed under rule 2.1.8.

2.1.10 Meeting of Board – "Leave of absence"

2.1.10.1 The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.

2.1.10.2 The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

2.2 FINANCIAL MATTERS

2.2.1 Finance – "Source of funds"

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

2.2.2 Finance – "Management of funds"

2.2.2.1 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.

2.2.2.2 Subject to any restrictions imposed by a General Meeting of the Association, the Board may approve expenditure on behalf of the Association.

2.2.2.3 The Board 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 Board for each item on which the funds are expended.

2**.2.2.4** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members.

2.2.2.5 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

2.2.2.6 Despite subrule 2.2.1, the Board may authorise the Treasurer to maintain a petty cash fund for minor and incidental expenses of the Association.

2.2.2.7 The Treasurer must record the withdrawal or deposit of an amount from the petty cash fund at the time of the transaction.

2.2.3 Finance – "Financial records"

2.2.3.1 The Association must keep financial records that—

2.2.3.1.1 correctly record and explain its transactions, financial position and performance; and

2.2.3.1.2 enable financial statements to be prepared as required by the Act.

2.2.3.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

2.2.3.3 The Treasurer must keep in the Treasurer's custody, or under the Treasurer's control—

2.2.3.3.1 the financial records for the current financial year; and

2.2.3.3.2 any other financial records as authorised by the Board.

2.2.4 Finance- "Financial statements"

2.2.4.1 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.

2.2.4.2 Without limiting subrule 2.2.4.1, those requirements include—

2.2.4.2.1 the preparation of the financial statements; and

2.2.4.2.2 if required, the review or auditing of the financial statements; and

2.2.4.2.3 the certification of the financial statements by the Board and

2.2.4.2.4 the submission of the financial statements to the Annual General Meeting of the Association; and

2.2.4.2.5 the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

2.2.5 Finance – "Financial Year"

2.2.5.1 The Financial Year of the Association shall be 1st of June to 31st of May.

2.3 GENERAL MATTERS

2.3.1 General – "Common seal"

2.3.1.1 The Association may have a common seal.

2.3.1.2 If the Association has a common seal—

2.3.1.2.1 the name of the Association must appear in legible characters on the common seal; and

2.3.1.2.2 a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of 2 Board members; and

2.3.1.2.3 the common seal must be kept in the custody of the Secretary.

2.3.2 General – "Registered address"

2.3.2.1 The registered address of the Association is—

2.3.2.1.1 the address determined from time to time by resolution of the Board; or

2.3.2.1.2 if the Board has not determined an address to be the registered address—the postal address of the Secretary.

2.3.3 General – "Notice requirements"

2.3.3.1 Any notice required to be given to a member or a Board member under these Rules may be given—

2.3.3.1.1 by handing the notice to the member personally; or

2.3.3.1.2 by sending it by post to the member at the address recorded for the member on the register of members; or

2.3.3.1.3 by email or facsimile transmission.

2.3.3.2 Subrule 2.3.3.1 does not apply to notice given under rule 2.1.3

2.3.3.3 Any notice required to be given to the Association or the Board may be given—

2.3.3.3.1 by handing the notice to a member of the Board; or

2.3.3.2.2 by sending the notice by post to the registered address; or

2.3.3.2.3 by leaving the notice at the registered address; or

2.3.3.2.4 if the Board determines that it is appropriate in the circumstances—

2.3.3.2.4.1 by email to the email address of the Association or the Secretary; or

2.3.3.2.4.2 by facsimile transmission to the facsimile number of the Association.

2.3.4 General – "Custody and inspection of books and records"

2.3.4.1 Members may on request inspect free of charge any of the following—

2.3.4.1.1 the register of members;

2.3.4.2.2 the minutes of General Meetings;

2.3.4.2.3 subject to subrule 2.3.4.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

Note

See note following rule 1.6.2 for details of access to the register of members.

2.3.4.2 The Board 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.

2.3.4.3 The Board must on request make available, or provide copies of, these Rules available to members and applicants for membership free of charge.

2.3.4.4 Subject to subrule 2.3.4.2, a member may request a copy of, or 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.

2.3.4.5 For the purposes of this rule—

relevant document means any record or other document, however compiled, recorded or stored, that relates to the incorporation and management of the Association and includes the following—

2.3.4.5.1 a membership record;

2.3.4.5.2 a financial statement;

2.3.4.5.3 a financial record;

2.3.4.5.4 any other record or document relating to transactions, dealings, business or property of the Association.

2.3.5 General – "Winding up and cancellation"

2.3.5.1 The Association may be wound up voluntarily by special resolution.

2.3.5.2 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.

2.3.5.3 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.

2.35.4 The body to which the surplus assets are to be given must be decided by special resolution.

2.3.6 General - 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.