

RULES
For
THE VICTORIAN VETERAN GOLFERS' ASSOCIATION INC
Registration Number: A0023016N

TABLE OF CONTENTS

<i>Regulation</i>	<i>Page</i>
PART 1—PRELIMINARY	5
1. NAME	5
2. PURPOSES	5
3. FINANCIAL YEAR	5
4. DEFINITIONS	5
PART 2—POWERS OF ASSOCIATION	6
5. POWERS OF ASSOCIATION	6
6. NOT FOR PROFIT ORGANISATION	7
7. ZONES	7
PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	8
Division 1—Membership	8
8. MINIMUM NUMBER OF MEMBERS	8
9. WHO IS ELIGIBLE TO BE A MEMBER	8
10. APPLICATION FOR MEMBERSHIP	8
11. CONSIDERATION OF APPLICATION	9
12. NEW MEMBERSHIP	9
13. ANNUAL SUBSCRIPTION AND FEE ON JOINING	9
14. GENERAL RIGHTS OF MEMBERS	10
15. RIGHTS NOT TRANSFERABLE	10
16. CEASING MEMBERSHIP	10

17.	RESIGNING AS A MEMBER	10
18.	REINSTATEMENT OF MEMBERS	11
19.	REGISTER OF MEMBERS	11
	Division 2—Disciplinary action	11
20.	GROUNDINGS FOR TAKING DISCIPLINARY ACTION	11
21.	DISCIPLINARY SUBCOMMITTEE	12
22.	NOTICE TO MEMBER	12
23.	DECISION OF SUBCOMMITTEE	12
24.	APPEAL RIGHTS	13
25.	CONDUCT OF DISCIPLINARY APPEAL MEETING	13
	Division 3—Grievance procedure	14
26.	APPLICATION	14
27.	PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE	14
28.	APPOINTMENT OF MEDIATOR	14
29.	MEDIATION PROCESS	14
30.	FAILURE TO RESOLVE DISPUTE BY MEDIATION	15
	PART 4—GENERAL MEETINGS OF THE ASSOCIATION	15
31.	ANNUAL GENERAL MEETINGS	15
32.	SPECIAL GENERAL MEETINGS	15
33.	SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS	15
34.	NOTICE OF GENERAL MEETINGS	16
35.	PROXIES	16
36.	USE OF TECHNOLOGY	17
37.	QUORUM AT GENERAL MEETINGS	17
38.	ADJOURNMENT OF GENERAL MEETING	18
39.	VOTING AT GENERAL MEETING	18

40.	SPECIAL RESOLUTIONS	19
41.	DETERMINING WHETHER RESOLUTION CARRIED	19
42.	RESOLUTIONS IN WRITING	19
43.	MINUTES OF GENERAL MEETING	20
	PART 5—COUNCIL	20
	Division 1—Powers of Council	20
44.	ROLE AND POWERS	20
45.	DELEGATION	20
	Division 2—Composition of Council and duties of members	21
46.	COMPOSITION OF COUNCIL	21
47.	GENERAL DUTIES	21
48.	PRESIDENT	22
49.	SECRETARY	22
50.	TREASURER	22
	Division 3—Election of Council members and tenure of office	23
51.	WHO IS ELIGIBLE TO BE A ZONE COUNCILLOR	23
52.	POSITIONS TO BE DECLARED VACANT	23
53.	NOMINATIONS	23
54.	ELECTION OF PRESIDENT ETC.	24
55.	ELECTION OF ORDINARY MEMBERS	24
56.	BALLOT	24
57.	TERM OF OFFICE	25
58.	VACATION OF OFFICE	25
59.	FILLING CASUAL VACANCIES	26
	Division 4—Meetings of Council	26
60.	MEETINGS OF COUNCIL	26

61.	NOTICE OF MEETINGS	26
62.	URGENT MEETINGS	27
63.	PROCEDURE AND ORDER OF BUSINESS	27
64.	USE OF TECHNOLOGY	27
65.	QUORUM	27
66.	VOTING	27
67.	CONFLICT OF INTEREST	28
68.	MINUTES OF MEETING	28
69.	LEAVE OF ABSENCE	29
	PART 6—FINANCIAL MATTERS	29
70.	SOURCE OF FUNDS	29
71.	MANAGEMENT OF FUNDS	29
72.	FINANCIAL RECORDS	29
73.	FINANCIAL STATEMENTS	30
74.	AUDIT	30
	PART 7—GENERAL MATTERS	30
75.	BY-LAWS	30
76.	COMMON SEAL	30
77.	REGISTERED ADDRESS	30
78.	NOTICE REQUIREMENTS	31
79.	CUSTODY AND INSPECTION OF BOOKS AND RECORDS	31
80.	WINDING UP AND CANCELLATION	32
81.	ALTERATION OF RULES	32

Rules for The Victorian Veteran Golfers' Association Inc

Note

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

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

PART 1—PRELIMINARY

1. Name

The name of the incorporated association is The Victorian Veteran Golfers' Association Inc.

Note

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

2. Purposes

The purposes of the Association are:

- (a) the federation of District Associations.
- (b) to foster, promote and encourage the playing of the game of golf among or by members of member District Associations in whatever form it thinks fit in the spirit of goodwill and for the enjoyment of the game.
- (c) To assist member District Associations:
 - i. to pursue their respective objects; or
 - ii. if required, to conduct their affairs

3. Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

4. Definitions

In these Rules—

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

Association refers to The Victorian Veteran Golfers' Association Inc

Chairperson, of a general meeting or council meeting, means the person chairing the meeting as required under Rule 48;

Council means the Council having management of the business of the Association;

council meeting means a meeting of the Council held in accordance with these Rules;

zone councillor means a member of the Council elected to represent a Zone;

Zone means the several geographical districts into which, for the purposes of the Association and its administration, the State of Victoria is from time to time divided and which comprise, at the date of these Rules, a Metropolitan Zone (corresponding broadly

to the Melbourne metropolitan area) and five (5) country zones named, respectively, Northern Zone, Southern Zone, Eastern Zone, Western Zone and Central Zone.

delegate means a person notice of whose appointment as a delegate of a Member District Association has been given under Rule 19 and whose name has been noted in the Register of Members.

disciplinary appeal meeting means a meeting of the members of the Association convened under Rule 24(3);

disciplinary meeting means a meeting of the Council convened for the purposes of Rule 23;

disciplinary subcommittee means the subcommittee appointed under Rule 21;

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;

member of the Association refers to a Member District Association;

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

special resolution means a resolution that requires not less than three-quarters (75%) of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

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

the Registrar means the Registrar of Incorporated Associations.

Veteran Golfer means a person who has attained the age of 55 years, is an amateur golfer and is a life, honorary or otherwise playing member of;

a golf club affiliated with the Golf Australia (or its successor body) and who has a current handicap recognised by Golf Australia (or its successor body); or

a veteran golfers' association, body or club affiliated with Australian Veteran Golfers' Union Incorporated (or its successor body); or

is a person accepted by the Australian Veteran Golfers' Union (or its successor body) or the Association as a visitor to Australia for international veteran golfers' competitions.

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

- (1) The affairs of the Association shall be managed by a Council.
- (2) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

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

6. Not for profit organisation

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

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

Note

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

7. Zones

- (1) For the administrative purposes of the Association, the State of Victoria will be divided into Zones. Each Zone shall be of a geographical as is specified or approximately specified by the Association in a general meeting.
- (2) The Association may, by special resolution, (within the meaning of the Act):
- i. Increase or decrease the number of Zones; and
 - ii. Change the geographical specification of any one or more Zones.
- (3) Each Member District Association shall belong:
- i. to the Zone in which it is located; or
 - ii. if there is any doubt as to which of two (2) or more Zones its locality places it in, to the Zone to which, in the reasonable opinion of Secretary, its locality most closely corresponds; and

iii. may belong to only one (1) Zone at any time.

(4) The Member District Associations belonging to each Zone:

- a) must ensure, at least seven (7) days before each Annual general Meeting, and (at the request of the Council Secretary) on a casual vacancy occurring in the position of Zone Councillor for that Zone, that at least one (1) member of a Member District Association in that Zone is nominated in accordance with these Rules for election as a Zone Councillor for that Zone; and
- b) may, and are encouraged, in order to meet their obligations under paragraph (a) and minimise the number of nominations from that Zone, to come to such arrangements and understandings as between themselves as to a nomination or nominations.

(5) Paragraph (b) does not limit the power of the Association in a general meeting or of the Council (as the case may be), if more than one nomination is received under Rule 53 for the position of Zone Councillor for a Zone, to vote on and appoint any such nominee;

(6) A Zone may have no more than one (1) Zone Councillor at any time. A delegate, while they are a delegate, may be nominated for election as a Zone Councillor but, if appointed a Zone Councillor, will by that fact be taken to have resigned their position as a delegate.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

8. Minimum number of members

The Association must have at least 5 members.

9. Who is eligible to be a member

Membership is only open to Member District Associations within the State of Victoria.

10. Application for membership

- 1) To apply to become a member of the Association, a Member District Association must be nominated and approved for membership in accordance with these Rules.
- 2) The nomination shall be made in writing on the form set out in Schedule 1 or in such other form as the council may from time to time prescribe and state the Member District Association;
 - (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.

- 3) The application—
 - (a) must be signed by the applicant; and
 - (b) may be accompanied by the joining fee.
 - (c) lodged with the Secretary.

Note

The joining fee is the fee (if any) determined by the Association under Rule 13(3).

11. Consideration of application

- (1) As soon as practicable after an application for membership is received, the Council must decide by resolution whether to accept or reject the application.
- (2) The Council must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Council 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.

12. New membership

- (1) If an application for membership is approved by the Council—
 - (a) the resolution to accept the membership must be recorded in the minutes of the council 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 Member District Association becomes a member of the Association and, subject to Rule 14(2), is entitled to exercise their rights of membership from the date, whichever is the later, on which—
 - (a) the Council approves the Member District Association's membership; or
 - (b) the Member District Association pays the joining fee.

13. Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine—
 - a. the amount of the annual subscription (if any) for the following financial year; and
 - b. the date for payment of the annual subscription.
- (2) The formula used to calculate the annual subscription is based on the following;

$$F = nb$$

where:

F = the subscription fee

n = the number of members of the District Association as at the date which is three (3) months before the current year or at such other date as the Council may generally or in any particular instance set; and

b = the base per capita amount set by the Council, with the approval of the members, at a general meeting of the Association.

- (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—
 - i. the full annual subscription; or
 - ii. a pro rata annual subscription based on the remaining part of the financial year; or
 - iii. 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.

14. 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 79; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member, via their nominated delegate, is a member; and
 - (b) more than 10 business days have passed since they became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

15. Rights not transferable

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

16. Ceasing membership

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

17. Resigning as a member

- (1) A member may resign by giving one (1) months' notice in writing given to the Secretary of the Association. The resignation takes effect upon the expiration of that period of notice.

Note

Rule 78(3) sets out how notice may be given to the association. It includes by post, email or by handing the notice to a member of the Council.

- (2) A member is taken to have resigned if—
- (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) it is wound up, becomes defunct or otherwise ceases to exist.
 - (c) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that they wish to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.

18. Reinstatement of members

The Council may reinstate the membership of a District Association whose membership has ceased, on receipt of a written application and subject to such terms and conditions as the Council may decide.

19. 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. the name and address of the current delegate for the member District Association;
 - v. any other information determined by the Council; and
 - (b) A Member District Association may only have one (1) delegate at a time. No Zone Councillor may also be a delegate. A notice of appointment of a delegate will have effect as notice that the previous delegate, if any, of the relevant Member District Association has ceased to be the delegate of that Member District Association.
 - (c) for each former member and/or delegate, the date of ceasing to be a member and/or delegate.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

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

Division 2—Disciplinary action

20. 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.

21. Disciplinary subcommittee

- (1) If the Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Council 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 Council members, members of Member District Associations or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

22. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
 - (d) advising the member that they may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under Rule 24.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

23. Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - i. reprimand the member; or
 - ii. suspend the membership rights of the member for a specified period; or
 - iii. expel the member from the Association; or

- iv. fine a Member District Association; or
 - v. require a Member District Association to replace its delegate within a period of time specified by the Council and/or resolve in advance that, failing replacement within that time, the delegate's appointment be terminated.
- (3) 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.

24. Appeal rights

- (1) A Member District Association whose membership rights have been suspended or who has been expelled from the Association under Rule 23 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
- (a) to the disciplinary subcommittee immediately after the vote to suspend, fine or expel the member is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a Member District Association has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Council as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
- (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the Member District Association against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the member should be upheld or revoked.

25. 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 Council must state the grounds for suspending, fining or expelling the member and the reasons for taking that action; and
 - (c) the representative of the Member District Association whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the disciplinary appeal meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

26. Application

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

27. 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.

28. Appointment of mediator

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

29. 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.

30. 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

31. Annual General Meetings

- (1) The Council must convene an Annual General Meeting of the Association to be held within five (5) months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first Annual General Meeting at any time within 18 months after its incorporation.
- (3) The Council 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 Council 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 Council in accordance with Part 7 of the Act;
 - (c) to elect the members of the Council;
 - (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 Rule 34.

32. 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 Council may convene a Special General Meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under Rule 33 may be conducted at the meeting.

Note

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

33. Special General Meeting held at request of members

- (1) The Council must convene a Special General Meeting if a request to do so is made in accordance with subrule (2) by two (2) Member District Associations.

- (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 Council 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 Member District Associations under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a Special General Meeting under subrule (3).

34. Notice of general meetings

- (1) The Secretary (or, in the case of a Special General Meeting convened under Rule 33(1), the members convening the meeting) must give to each delegate representing the Member District Associations—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with Rule 36(5).
- (3) This Rule does not apply to a Disciplinary Appeal Meeting.

Note

Rule 24(4) sets out the requirements for notice of a Disciplinary Appeal Meeting.

35. Proxies

- (1) A delegate may appoint:
 - (a) a member of the Council;
 - (b) another delegate; or
-

- (c) another person approved by the delegate's Member District Association to substitute for that delegate at the relevant general meeting other than at a Disciplinary Appeal Meeting.
- (2) The appointment of a proxy must be in writing and signed by the delegate representing the Member District Association making the appointment.
- (3) The Member District Association appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- (4) If the Council has approved a form for the appointment of a proxy, the Member District Association may use any other form that clearly identifies the delegate appointed as the member's proxy and that has been signed by the Member District Association.
- (5) Notice of a general meeting given to a member under Rule 34 must—
 - (a) state that the Member District Association may appoint another Member District Association as a proxy for the meeting; and
 - (b) include a copy of any form that the Council has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

36. Use of technology

- (1) The delegate of a Member District Association not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that delegate and the delegates present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a delegate participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the delegate 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 (physically, by proxy or as allowed under Rule 36) of not fewer than 50% of the total number of Member District Associations at that time.
- (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 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 33.

(b) in any other case—

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

(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

(4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the delegates 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 delegates present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) Without limiting subrule (1), a meeting may be adjourned—

(a) if there is insufficient time to deal with the business at hand; or

(b) to give the delegates more time to consider an item of business.

Example

The delegates may wish to have more time to examine the financial statements submitted by the Council 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 34.

39. Voting at general meeting

(1) On any question arising at a general meeting—

(a) subject to subrule (3), each delegate who is entitled to vote has one vote; and

(b) delegates may vote personally or by proxy; and

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

(d) A delegate (or their proxy) may only vote at a general meeting if all money due and payable to the Association by the Member District Association they represent has been paid.

(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 delegates 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 25.

40. Special resolutions

A special resolution is passed if not less than three quarters of the delegates 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 Zone Councillor from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

41. Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more delegates 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. Resolutions in writing

- (1) If delegates representing more than 75% of the Member District Associations for the time being sign a document (and all do so within not more than 45 days of each other) containing a statement that they are in favour of a resolution of the Association in terms set out in the document, then that resolution shall be deemed to have been duly passed by a general meeting of the Association held:
- (a) If all such delegates sign the document on the same day, on that same day and at the time at which the document was last signed by a delegate; or
 - (b) If delegates signed the document on different days, on the day which, and at the time of which, the document was last duly signed by a delegate.

- (2) Rule 41(1) applies only if all Member District Associations have been given notice of the business to which the resolution relates and have had reasonable opportunity, via their respective delegates, to vote on or otherwise participate in the passage of the resolution.
- (3) For the purposes of Rule 41(1), two (2) or more separate documents containing statements in identical terms each of which is signed by one or more delegates shall together be deemed to constitute one document containing a statement in those terms signed by those – delegates on the respective days on which they signed the separate documents.

43. Minutes of general meeting

- (1) The Council 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 delegates attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under Rule 35(6); and
 - (c) the financial statements submitted to the Member District Associations in accordance with Rule 31(4)(b)(ii); and
 - (d) the certificate signed by two Zone Councillors certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COUNCIL

Division 1—Powers of Council

44. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Council.
- (2) The Council 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 Member District Associations; and
- (3) The Council may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of delegates with terms of reference it considers appropriate.

45. Delegation

- (1) The Council may delegate to a member of the Council, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Council by the Act or any other law.

- (2) The delegation must be in writing and may be subject to the conditions and limitations the Council considers appropriate.
- (3) The Council may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Council and duties of members

46. Composition of Council

- (1) The Council consists of—
 - (a) President; and
 - (b) Vice-President
 - (c) Secretary
 - (d) Treasurer; and
 - (e) Captain; and
 - (f) Zone Councillor from each zone, duly nominated and elected under these Rules.Though the offices of Secretary and Treasurer may, by resolution of the Council, be combined.
- (2) In addition to Officers referred to in (1), there will be a Vice-President of the Association who shall be appointed by the Council and who shall hold office for one (1) year (subject to any contrary determination at any time by the Council) and be eligible for re-appointment.

47. General Duties

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

Note

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

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

48. President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any council 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 delegate elected by the other delegates present; or
 - (b) in the case of a council meeting—a council member elected by the other council members present.

49. Secretary

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

Example

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

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with Rule 19; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 72(3), all books, documents and securities of the Association in accordance with Rules 73 and 79; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

50. 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 five (5) working days after receipt; and
 - (c) make any payments authorised by the Council or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques/EFT are signed by at least 2 council 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 Council prior to their submission to the annual general meeting of the Association.

- (3) The Treasurer must ensure that at least one other council member has access to the accounts and financial records of the Association.

Division 3—Election of Council members and tenure of office

51. Who is eligible to be a Zone Councillor

A member of a Member District Association is eligible to be elected or appointed as a Zone Councillor if the member—

- (a) is 55 years or over; and
- (b) is entitled to vote at a general meeting.

52. Positions to be declared vacant

- (1) This Rule applies to—
 - (a) the first Annual General Meeting of the Association after its incorporation; or
 - (b) any subsequent Annual General Meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Council vacant and hold elections for those positions in accordance with Rules 52 to 55.

53. Nominations

- (1) Nominations of candidates for election as members of the Council shall:
 - (a) in the case of proposed Zone Councillors, be made in writing signed by two (2) persons, each of whom is a member of a Member District Association from the Zone the proposed Zone Councillor is to represent and be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).
 - (b) in the case of proposed officers of the Association, be made in writing signed by two (2) persons, each of whom is a member of a Member District Association and be accompanied by written consent of the candidate (which may be endorsed on the form of nomination); and
 - (c) be delivered to the secretary not less than seven (7) days before the date fixed for holding of the Annual General Meeting or, in the case of an appointment by Council to fill a casual vacancy, the date fixed for the proposed Council meeting or resolution.
- (2) Every nomination document under Rule 53(1) must clearly identify the names and addresses of the candidates and the nominating delegates and the name of the Member District Association(s) to which they respectively belong.
- (3) A nomination of a candidate for election under Rule 53(1) is not valid, unless the Association in general meeting otherwise decides, if that candidate has already been duly nominated for another office or position for election at the same meeting.
- (4) 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.

54. Election of President etc.

- (1) At the Annual General Meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Secretary;
 - (c) Treasurer;
 - (d) Captain;
 - (e) Zone Councillor's from each Zone
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with Rule 56.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

55. Election of ordinary members

- (1) The Annual General Meeting must by resolution decide the number of Zone Councillors of the Council (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary Council 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.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 56.
- (5) If no nominations are received for a particular position to be filled on the Council, further nominations can't be received at the Annual General Meeting.

56. Ballot

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

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

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

Examples

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

57. Term of office

- (1) Subject to subrule (3) and Rule 58, a council member holds office until the positions of the Council are declared vacant at the next annual general meeting.
- (2) A council member may be re-elected.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a council member from office; and
 - (b) elect an eligible delegate of the Association to fill the vacant position in accordance with this Division.
- (4) A delegate who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the delegates of the Association.
- (5) The Secretary or the President may give a copy of the representations to each delegate of the Association or, if they are not so given, the delegate may require that they be read out at the meeting at which the special resolution is to be proposed.

58. Vacation of office

- (1) An Officer of the Association or a Zone Councillor may resign from the Council by written notice addressed to the Council.

- (2) A person ceases to be a council member if he or she—
 - (a) ceases to be a member of the Member District Association; or
 - (b) fails to attend 3 consecutive council meetings (other than special or urgent council meetings) without leave of absence under Rule 69; or
 - (c) otherwise ceases to be a council member by operation of section 78 of the Act.

Note

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

59. Filling casual vacancies

- (1) The Council may appoint an eligible member of the Association to fill a position on the Council that—
 - (a) has become vacant under Rule 58; or
 - (b) was not filled by election at the last Annual General Meeting.
- (2) If the position of Secretary becomes vacant, the Council must appoint a member to the position within 14 days after the vacancy arises.
- (3) If a casual vacancy occurs in the office of a Zone Councillor, the Council may:
 - (a) Through the Secretary, request Member District Associations from the Zone represented by the departing Zone Councillor to cause a nomination or nominations to be made in accordance with Rule 53 for the election of a replacement Zone Councillor.
 - (b) Appoint a person so nominated to fill the vacancy.
- (3) Rule 57 applies to any council member appointed by the Council under subrule (1), (2) or (3).
- (4) The Council may continue to act despite any vacancy in its membership.

Division 4—Meetings of Council

60. Meetings of Council

- (1) The Council must meet at least three (3) times in each year at the dates, times and places determined by the Council.
- (2) The date, time and place of the first council meeting must be determined by the members of the Council as soon as practicable after the annual general meeting of the Association at which the members of the Council were elected.
- (3) Special council meetings may be convened by the President or by any four (4) members of the Council.

61. Notice of meetings

- (1) Notice of each council meeting must be given to each council member no later than two (2) days before the date of the meeting.
- (2) Notice may be given of more than one council meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.

- (4) If a special council 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.

62. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 61 provided that as much notice as practicable is given to each council member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Council through a show of hands, or, if demanded by a member, by a poll taken in such a manner as the Chairperson presiding at the meeting may determine.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

63. Procedure and order of business

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

64. Use of technology

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

65. Quorum

- (1) No business may be conducted at a Council meeting unless a quorum is present.
- (2) The quorum for a council meeting is the presence (in person or as allowed under Rule 64) of five (5) council members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a council 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 61.

66. Voting

- (1) On any question arising at a council meeting, each council member present at the meeting has one vote.

- (2) A motion is carried if a majority of council members for the time being (and who, in a meeting of the Council, would form a quorum) have signed a document containing a statement that they are in favour of a resolution of the Council in terms set out in the document, a resolution in those terms shall be deemed to have been duly passed at a meeting of the Council held:
 - (a) if all such members of the Council signed the document on the same day, on that day and at the time at which the document was last signed by a member of the Council; or
 - (b) if members of the Council signed the document on different days, on the day on which, and at the time at which, the document was last signed by a member of the Council.
- (3) For the purposes of Rule 64 (2), two (2) or more separate documents containing statements in identical terms each of which is signed by one or more members of the Council shall together be deemed to constitute one (1) document containing a statement in those terms signed by those members of the Council on the respective days on which they signed the separate documents.
- (4) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Council and only if all members of the Council have been given notice of the business to which the resolution relates and have had a reasonable opportunity to vote on or otherwise participate in the passage of the resolution.
- (5) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (6) Voting by proxy is not permitted.

67. Conflict of interest

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

Note

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

68. Minutes of meeting

- (1) The Council must ensure that minutes are taken and kept of each council meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;

- (b) the business considered at the meeting;
- (c) any resolution on which a vote is taken and the result of the vote;
- (d) any material personal interest disclosed under Rule 67.

69. Leave of absence

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

PART 6—FINANCIAL MATTERS

70. Source of funds

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

71. 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 Council may approve expenditure on behalf of the Association.
- (3) The Council 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 Council for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments (EFT) must be signed by two (2) council members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than five (5) working days after receipt.
- (6) With the approval of the Council, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

72. 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 seven (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 Council.

73. Financial statements

- (1) For each financial year, the Council must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Council;
 - (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.

74. Audit

- (1) An Auditor or Auditors shall be duly appointed at the Annual General Meeting and will remain in office until the conclusion of the next Annual General Meeting.
- (2) The accounts of the Association shall be examined and the correctness of the Profit and Loss accounts and Balance Sheet(s) ascertained by an Auditor or Auditors at least once in every financial year.

PART 7—GENERAL MATTERS

75. By-laws

The Member District Associations, via their delegates, in a general meeting, may make such by-laws not inconsistent with these Rules as may be deemed necessary or expedient for the proper and effective management of the Association and may repeal or amend any such by-law.

76. 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 Council and the sealing must be witnessed by the signatures of two council members;
 - (c) the common seal must be kept in the custody of the Secretary.

77. Registered address

The registered address of the Association is—

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

78. Notice requirements

- (1) Any notice required to be given to a member or a council member under these Rules may be given—
 - (a) by handing the notice to the council member personally; or
 - (b) by sending it by post to the council member at the address recorded for the council member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under Rule 62.
- (3) Any notice required to be given to the Association or the Council may be given—
 - (a) by handing the notice to a member of the Council; 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 Council 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.

79. Custody and inspection of books and records

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

Note

See note following Rule 19 for details of access to the register of members.

- (2) The Council may refuse to permit a Member District Association to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) Any request to view Council meeting minutes must be in writing to the Secretary and include the reason for such a request. The Council will consider such a request and provide a written response back to the requesting Member District Association within fourteen (14) days. The Council isn't required to provide a reason should they refuse the request from the Member District Association.
- (4) The Council must on request make copies of these Rules available to Member District Associations and applicants for membership free of charge.
- (5) Subject to subrule (2), a Member District Association 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.
- (6) 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.

80. 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 Zone Councillors, Member District Associations or their delegates.
- (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.

81. 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.

