



IRISH SOCIAL DANCE

ASSOCIATION VICTORIA

RULES OF THE ASSOCIATION

Established July 2024

Registration number A0123834I

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PART 1 — PRELIMINARY

1 Name

The name of the incorporated association is the “Irish Social Dance Association Victoria”.

The Association may be referred to as “ISDAV”.

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

2 Purpose

The purpose of the Association is to promote Irish and Celtic social dancing in all its forms, with a particular emphasis on events and live music. The Association values participation, inclusiveness, and lasting connections.

3 Financial year

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

3.2 The membership year of the Association is each period of 12 months ending on 31 December.

4 Definitions

In these Rules—

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting); **appeal subcommittee** means a subcommittee appointed under subrule 25.3;

associate member means a member referred to in rule 12;

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as determined under subrule 50.4;

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

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

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

disciplinary appeal meeting means a meeting of the appeal subcommittee convened for the purposes of rule 26;

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 24;

disciplinary subcommittee means the subcommittee appointed under rule 22;

Founding member means a member referred to in rule 10;

financial year means the 12-month period specified in subrule 3.1;

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;

member means an ordinary member of the Association;

membership year means the 12-month period specified in subrule 3.2

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;

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

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

the Registrar means the Registrar of Incorporated Associations.

PART 2 — POWERS OF THE ASSOCIATION

5 Powers of the Association

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

5.2 Without limiting subrule 5.1, the Association may—

- (a) acquire, hold and dispose of real or personal property; or
- (b) open and operate accounts with financial institutions; or
- (c) invest its money in any security in which trust monies may lawfully be invested; or

- (d) raise and borrow money on any terms and in any manner as it thinks fit; or
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability; or
- (f) appoint agents to transact business on its behalf; or
- (g) enter into any other contract it considers necessary or desirable.

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

6 Not for profit organisation

- 6.1** The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2** Provided payment is made in good faith and on terms no more favourable than if the member was not a member, subrule 6.1 does not prevent the Association from paying a member:
- (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member.

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

PART 3 — MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

DIVISION 1 — MEMBERSHIP

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

- 8.1** Any person 16 years or older who supports the purposes of the Association is eligible to be an ordinary member, founding member or life member. Any person, including those younger than 16 years, who supports the purposes of the Association is eligible to be an associate member.
- 8.2** There shall be four categories of membership –
- (a) Ordinary member; and
 - (b) Founding member; and

- (c) Life member; and
- (d) Associate member.

9 Ordinary members

- 9.1 To apply to become a member of the Association, a person must submit a written application to the Committee stating that the person—
- (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- 9.2 The application—
- (a) must be signed by the applicant; and
 - (b) may be accompanied by the joining fee.
- 9.3 The Committee may prescribe a channel and/or format for membership applications (i.e. an online form). An application made via this method is taken to satisfy subrules 9.1 and 9.2.

Note— *the joining fee is the fee (if any) determined by the Association under rule 15.*

Note— *a requirement for a signature of a person may be met by electronic signature. See section 9 of the Electronic Transactions (Victoria) Act 2000.*

10 Founding members

- 10.1 A founding member is a person who was a member at the time the Association was first incorporated.
- 10.2 A founding member who leaves the Association for any period of time and is subsequently readmitted shall be eligible to be reinstated as a founding member.
- 10.3 Founding members hold the same obligations, rights and privileges as ordinary members, and shall be subject to the same annual membership fee as ordinary members.
- 10.4 All founding members are to be members of the Committee and cannot be removed from the Committee except where they have—
- (a) ceased membership under rule 18; or
 - (b) been the subject to disciplinary action in accordance with Division 2, and the decision was upheld on appeal (if any); or
 - (c) resigned from the Committee under subrule 58.1.

11 Life members

- 11.1 Any member may make a nomination to the Committee for a member to be considered for life membership.
- 11.2 The nomination must be in writing and be supported by not less than 5 ordinary members of the Association.
- 11.3 The Committee will consider the nomination and at their discretion, support or reject the nomination on the grounds of exceptional or distinguished service or support given to the Association.
- 11.4 Life members are exempt from annual membership fees, but otherwise hold the same obligations, rights and privileges as ordinary members.

12 Associate members

- 12.1 Associate members of the Association include any member other than a founding member, life member or ordinary member.
- 12.2 To apply to become an associate member of the Association, a person must submit a written application to the Committee stating that the person—
 - (a) wishes to become an associate member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- 12.3 The application —
 - (a) must be signed by the applicant; and
 - (b) may be accompanied by the joining fee.
- 12.4 The Committee may prescribe a channel and/or format for membership applications (i.e. an online form). An application made via this method is taken to satisfy subrules 9.1 and 9.2.

Note — *the joining fee is the fee (if any) determined by the Association under rule 15.*

Note— *a requirement for a signature of a person may be met by electronic signature. See section 9 of the Electronic Transactions (Victoria) Act 2000.*

- 12.5 An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

13 Consideration of application

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

- 13.2 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 13.3 If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- 13.4 The Committee is not required to give a reason for the rejection of an application.

Note — *an association may have obligations under Division 6 of Part 4 of the Equal Opportunity Act 2010.*

14 New membership

- 14.1 If an application for membership is approved by the Committee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Secretary must, as soon as practicable, 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.
- 14.2 In accordance with rule 46 the Committee may decide to delegate the power to immediately accept new members and membership renewals to a member (or members) of the Committee, provided that —
 - (a) the Committee is informed of any new members at the next ordinary committee meeting; and
 - (b) the application is accompanied by the appropriate payment (if any).
- 14.3 A person becomes a member of the Association from the date on which both of the following have occurred—
 - (a) the Committee approves the person's membership; and
 - (b) the person pays the joining fee.
- 14.4 Subject to subrule 16.2, a person is entitled to exercise their rights of membership from the date referred to in subrule 14.2.

15 Annual subscription and fee on joining

- 15.1 At each annual general meeting, the Association must determine—
 - (a) the process for setting the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.

- 15.2 The Association may determine that a lower annual subscription is payable by associate members.
- 15.3 The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
- (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- 15.4 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.

16 General rights of members

- 16.1 A member of the Association who is entitled to vote has the right—
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 76; and
 - (f) to inspect the register of members.
- 16.2 A member is entitled to vote if—
- (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since the member became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

17 Rights not transferable

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

18 Ceasing membership

- 18.1 The membership of a person ceases on resignation, expulsion or death.
- 18.2 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.

19 Resigning as a member

- 19.1 A member may resign by notice in writing given to the Association.
- 19.2 A member is taken to have resigned if—
- (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (c) the Secretary has made a written request to the member to confirm that the member wishes to remain a member; and
 - (d) the member has not, within 3 months after receiving that request, confirmed in writing that the member wishes to remain a member.

20 Register of members

- 20.1 The Secretary must keep and maintain a register of members that includes—
- (a) for each current member—
 - (i) the member's name; and
 - (ii) the address for notice last given by the member; and
 - (iii) the email address last given by the member (if available); and
 - (iv) the date of becoming a member; and
 - (v) if the member is an associate member, a note to that effect; and
 - (vi) any other information determined by the Committee; and
 - (b) for each former member, the name of the person and the date on which the person ceased to be a member of the Association.

Note— a requirement for an address for notice of a person may be met by an electronic address (e.g. email address). See section 8 of the *Electronic Transactions (Victoria) Act 2000*.

- 20.2 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

21 Grounds for taking disciplinary action

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

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

22 Disciplinary subcommittee

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

22.2 Subject to subrule 22.3, the Committee may appoint any person to a disciplinary subcommittee.

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

23 Notice to member

23.1 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 the member may do one or both of the following—

(i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

(ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

(e) setting out the member's appeal rights under rule 25.

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

24 Decision of subcommittee

24.1 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.

- 24.2 After complying with subrule 24.1, the disciplinary subcommittee may—
- (a) take no further action against the member; or
 - (b) subject to subrule 24.3 —
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.

24.3 The disciplinary subcommittee may not fine the member.

24.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

25 Appeal rights

- 25.1 A person whose membership rights have been suspended or who has been expelled from the Association under subrule 24.2 may give notice to the effect that the person wishes to appeal against the suspension or expulsion.
- 25.2 The notice must be in writing and given—
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 7 days after the vote.
- 25.3 If a person has given notice under subrule 25.2, the Committee must appoint at least 3 persons to an appeal subcommittee to consider the appeal.
- 25.4 Subject to subrule 25.5, the Committee may appoint any person to an appeal subcommittee.
- 25.5 A person must not be appointed to an appeal subcommittee if the person—
- (a) was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or
 - (b) has a personal interest in the dispute; or
 - (c) is biased in favour of or against the member concerned.
- 25.6 The committee 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.

25.7 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—

(a) specify the date, time and place of the meeting; and

(b) state—

(i) the name of the person against whom the disciplinary action has been taken; and

(ii) the grounds for taking that action; and

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

26 Conduct of disciplinary appeal meeting

26.1 At a disciplinary appeal meeting—

(a) no business other than the question of the appeal may be conducted; and

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

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

26.2 After complying with subrule 26.1, 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.

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

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

DIVISION 3 — GRIEVANCE PROCEDURE

27 Application

27.1 The grievance procedure set out in this Division applies to disputes under these Rules between—

(a) a member and another member; and

(b) a member and the Committee; and

(c) a member and the Association.

27.2 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.

28 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 28 days of the dispute coming to the attention of each party.

29 Appointment of mediator

29.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 28, the parties must within 10 days—

- (a) notify the Committee of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

29.2 The mediator must be—

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a registered mediator.

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

29.3 Subject to subrule 29.4, the Committee may appoint any person as a mediator.

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

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

30 Mediation process

30.1 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.

30.2 The mediator must not determine the dispute.

31 Failure to resolve dispute by mediation

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

PART 4 — GENERAL MEETINGS OF THE ASSOCIATION

32 Annual general meetings

32.1 The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

32.2 Despite subrule 32.1, the Association may hold its first annual general meeting at any time within 18 months after its incorporation.

32.3 The Committee may determine the date, time and place of the annual general meeting.

32.4 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 or general meeting held since then;
- (b) to receive and consider the annual report of the Committee on the activities of the Association during the preceding financial year;
- (c) to receive and consider the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
- (d) to elect the members of the Committee; and
- (e) to determine the process for setting the amounts (if any) of the annual subscription and joining fee.

32.5 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

33 Special general meetings

33.1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

33.2 The Committee may convene a special general meeting whenever it thinks fit.

33.3 No business other than that set out in the notice under rule 35 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 35 and the majority of members at the meeting agree.*

34 Special general meeting held at request of members

- 34.1 The Committee must convene a special general meeting if a request to do so is made in accordance with subrule 34.2 by at least 10% of the total number of members.
- 34.2 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.
- 34.3 If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 34.4 A special general meeting convened by members under subrule 34.3—
- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- 34.5 The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule 34.3.

35 Notice of general meetings

- 35.1 The Secretary (or, in the case of a special general meeting convened under subrule 34.3, the members convening the meeting) must give to each member of the Association—
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- 35.2 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.

35.3 This rule does not apply to a disciplinary appeal meeting.

Note— *subrule 25.7 sets out the requirements for notice of a disciplinary appeal meeting.*

36 Proxies

- 36.1 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.
- 36.2 The appointment of a proxy must be in writing and signed by the member making the appointment.
- 36.3 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.
- 36.4 If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 36.5 Notice of a general meeting given to a member under rule 35 must—
- (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- 36.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 36.7 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.

37 Use of technology

- 37.1 A general meeting may be held and members may be permitted to participate in the meeting by the use of technology that allows members to clearly and simultaneously communicate with each other participating member.
- 37.2 For the purposes of this Part, a member participating in a general meeting as permitted under subrule 32.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

38 Quorum at general meetings

- 38.1 No business may be conducted at a general meeting unless a quorum of members is present.
- 38.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 37) of either 10% of the members entitled to vote or 3 members entitled to vote, whichever is greater.
- 38.3 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 34—the meeting must be dissolved; or
 - (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.

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 34.*

- 38.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under paragraph 38.3(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

39 Conflict of interest at general meetings

- 39.1 A member who has a material personal interest in a matter being considered at an annual general meeting or a special general meeting must disclose the nature and extent of that interest to the meeting.
- 39.2 The member —
- (a) must not be present when the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- 39.3 This rule does not apply to a material personal interest —
- (a) that only exists 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.
- 39.4 This provision does not apply to the processes for nomination and/or election to office.

40 Adjournment of general meeting

- 40.1 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.
- 40.2 Without limiting subrule 40.1, a meeting may be adjourned—
- (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

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

- 40.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 40.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 35.

41 Voting at general meeting

- 41.1 On any question arising at a general meeting—
- (a) subject to subrule 41.3, each member who is entitled to vote has one vote; and

- (b) members may vote personally or by proxy; and
- (c) except in the case of a special resolution, the question must be decided on a majority of votes.

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

41.3 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.

41.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 26.

42 Special resolutions

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

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

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

43 Determining whether resolution carried

43.1 Subject to subrule 43.2, 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.

43.2 An entry in the minutes of the meeting documenting the outcome of a resolution is conclusive proof of that fact.

43.3 If a poll (where votes are cast in writing) is demanded by 3 or more members on any question—

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- (b) the Chairperson must declare the result of the resolution on the basis of the poll.

- 43.4 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 43.5 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

44 Minutes of general meeting

- 44.1 The Committee must ensure that minutes are taken and kept of each general meeting.
- 44.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 44.3 In addition, the minutes of each annual general meeting must include—
- (a) the names of the members attending the meeting; and
 - (b) the financial statements submitted to the members in accordance with paragraph 32.4(c); and
 - (c) the certificate signed by 2 committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 — COMMITTEE

DIVISION 1 — POWERS OF COMMITTEE

45 Role and powers

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

46 Delegation

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

DIVISION 2 — COMPOSITION OF COMMITTEE AND DUTIES OF MEMBERS

47 Composition of Committee

Other than the Secretary, there are no prescribed positions or titles for members of the Committee.

48 Committee responsibilities

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

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.

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

49 Duties of the Secretary

49.1 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.

49.2 The Secretary must—

- (a) maintain the register of members in accordance with rule 20; and
- (b) keep custody of all books, documents and securities of the Association in accordance with the Rules; 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.

49.3 The Secretary must give to the Registrar notice of the Secretary's appointment within 14 days after the appointment.

50 Duties of the Committee

50.1 The Committee shall determine who shall be accountable for specific duties and tasks.

50.2 Collectively the Committee 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 10 working days after receipt; and
- (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
- (d) ensure cheques are signed by at least 2 committee members.
- (e) ensure that the financial records of the Association are kept in accordance with the Act; and

- (f) coordinate the preparation of the financial statements of the Association and the Association's certification by the Committee prior to the Association's submission to the annual general meeting of the Association.
- 50.3 The Committee must ensure that at least two members of the Committee have access to the accounts and financial records of the Association.
- 50.4 The Committee must determine a Chairperson for any general meetings and for any committee meetings.

DIVISION 3 — ELECTION OF COMMITTEE MEMBERS AND TENURE OF OFFICE

51 Who is eligible to be a committee member

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

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

52 Positions to be declared vacant

52.1 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.

52.2 The Chairperson of the meeting must declare all eligible positions on the Committee vacant and hold elections for those positions in accordance with rules 53 to 56.

Note — *Committee member positions held by founding members are not eligible to be declared vacant except where they have been removed or resigned from the Committee under subrule 10.4.*

53 Nominations

53.1 The Secretary shall give notice to the membership of the call for nominations for the Committee no less than 28 days prior to the next annual general meeting.

53.2 An eligible member of the Association may—

- (a) nominate himself or herself; or
- (b) with the member's consent, be nominated by another member.

- 53.3 A member may nominate for more than one position, but may only be elected to one position.
- 53.4 Nominations for committee positions should be received no later than 7 days prior to the annual general meeting.
- 53.5 People wishing to nominate for a position may prepare a written statement for publication to the members in support of their candidature. Such written statement—
- (a) should discuss the candidate's interests and abilities or potential contribution to the position(s) sought;
 - (b) should not be of excessive length (e.g. less than one A4 page);
 - (c) must not deride any other candidate.

54 Election of Secretary

- 54.1 At the annual general meeting, a separate election must be held for the position of Secretary, if it has been declared vacant.
- 54.2 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- 54.3 If more than one member is nominated, a ballot must be held in accordance with rule 56.

55 Election of Committee members

- 55.1 The annual general meeting must by resolution decide the number of members of the Committee (if any) it wishes to hold office for the next year.
- 55.2 A single election may be held to fill all of those positions.
- 55.3 If the number of members nominated for a position of committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- 55.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 56.

56 Ballot

- 56.1 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.
- 56.2 The returning officer must not be a member nominated for the position.

- 56.3 Before the ballot is taken, each candidate may make a short speech in support of the candidate's election.
- 56.4 The election must be by secret ballot.
- 56.5 The Secretary shall have prepared pre-printed ballot papers with the names of all candidates for each position if there should be more than one person nominated to a position.
- 56.6 If the election is held in person, the returning officer must give a ballot 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.*

- 56.7 If the ballot is for a single position, the voter must mark the ballot paper to indicate the candidate for whom they wish to vote.
- 56.8 If the ballot is for more than one position—
- (a) the voter must mark the ballot paper to indicate each candidate for whom they wish to vote; and
 - (b) the voter must not mark more candidates than the number to be elected.
- 56.9 Ballot papers that do not comply with paragraph 56.8(b) are not to be counted.
- 56.10 Each ballot paper on which the name of a candidate has been marked counts as one vote for that candidate.
- 56.11 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.
- 56.12 If the returning officer is unable to declare the result of an election under subrule 56.11 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 55.6 to 55.11 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.

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

56.13 Notwithstanding subrules 56.5 to 56.10, voting may be achieved by electronic means.

57 Term of office

57.1 Subject to subrules 10.4, 57.3 and rule 58, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.

57.2 A committee member may be re-elected.

57.3 A general meeting of the Association may—

(a) by special resolution remove a committee member, other than a Founding member, from office; and

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

57.4 A member who is the subject of a proposed special resolution under paragraph 57.3(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

57.5 The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

58 Vacation of office

58.1 A committee member may resign from the Committee by written notice addressed to the Committee.

58.2 A person ceases to be a committee member if the person—

(a) ceases to be a member of the Association; or

(b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 69; or

(c) otherwise ceases to be a committee member by operation of section 78 of the Act.

Note — a Committee member may not hold the office of Secretary if they do not reside in Australia.

59 Filling casual vacancies

- 59.1 The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
- (a) has become vacant under rule 58; or
 - (b) was not filled by election at the last annual general meeting.
- 59.2 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- 59.3 Rule 57 applies to any committee member appointed by the Committee under subrules 59.1 or 59.2.
- 59.4 The Committee may continue to act despite any vacancy in its membership.

DIVISION 4 — MEETINGS OF COMMITTEE

60 Meetings of Committee

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

61 Notice of meetings

- 61.1 Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting, unless by agreement.
- 61.2 Notice may be given of more than one committee meeting at the same time.
- 61.3 The notice must state the date, time and place of the meeting.
- 61.4 If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

61.5 The only business that may be conducted at the meeting is the business for which the meeting is convened, unless by resolution, the Committee determine additional business should be considered.

62 Urgent meetings

62.1 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 committee member by the quickest means practicable.

62.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.

62.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened, unless by resolution, the Committee determine additional business should be considered.

63 Procedure and order of business

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

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

64 Use of technology

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

64.2 For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule 64.1 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

65.1 No business may be conducted at a Committee meeting unless a quorum is present.

65.2 The quorum for a committee meeting is the presence (in person or as allowed under rule 64) of a majority of the committee members holding office.

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

(a) in the case of a special meeting—the meeting lapses;

(b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the date, time and place to which the meeting is adjourned must be given in accordance with rule 61.

66 Voting

- 66.1 On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- 66.2 A motion is carried if a majority of committee members present and voting at the meeting vote in favour of the motion.
- 66.3 Subrule 66.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- 66.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 66.5 Voting by proxy is not permitted.

67 Conflict of interest

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

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

- 67.3 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.
- 67.4 The Committee must keep a conflict of interest register.
- 67.5 The conflict of interest register must record the following—

- (a) the name and position of the committee member who has disclosed a material personal interest;
- (b) a description of the nature and extent of that interest;
- (c) a management plan documenting actions required to mitigate the conflict.

68 Minutes of meeting

68.1 The Committee must ensure that minutes are taken and kept of each committee meeting.

68.2 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

69.1 The Committee may grant a committee member leave of absence from committee meetings.

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

PART 6 — FINANCIAL MATTERS

70 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 Committee.

71 Management of funds

71.1 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.

71.2 Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.

71.3 The Committee may authorise a committee member to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit

without requiring approval from the Committee for each item on which the funds are expended.

- 71.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- 71.5 All funds of the Association must be deposited into the financial account of the Association no later than 10 working days after receipt.
- 71.6 The Committee 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

- 72.1 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.
- 72.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

73 Financial statements

- 73.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 73.2 Without limiting subrule 73.1, those requirements include—
- (a) the preparation of the financial statements; and
 - (b) if required, the review or auditing of the financial statements; and
 - (c) the certification of the financial statements by the Committee; and
 - (d) the submission of the financial statements to the annual general meeting of the Association; and
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 — GENERAL MATTERS

74 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or

(b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

75 Notice requirements

75.1 Any notice required to be given to a member or a committee member under these Rules may be given—

- (a) by handing the notice to the member personally; or
- (b) by sending it by post to the member at the address recorded for the member on the register of members; or
- (c) by email; or
- (d) by posting a notice to the Association website.

75.2 Subrule 75.1 does not apply to notice given under rule 62.

75.3 Any notice required to be given to the Association or the Committee may be given—

- (a) by handing the notice to a member of the Committee; or
- (b) by sending the notice by post to the registered address; or
- (c) by leaving the notice at the registered address; or
- (d) by email to the email address of the Association.

76 Custody and inspection of books and records

76.1 Members may on request inspect free of charge—

- (a) the register of members;
- (b) the minutes of general meetings;
- (c) subject to subrule 76.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note— see note following rule 18 for details of access to the register of members.

76.2 The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

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

76.4 Subject to subrule 76.2, 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.

76.5 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—

(a) a membership record;

(b) a financial statement;

(c) a financial record;

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

77 Winding up and cancellation

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

77.2 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.

77.3 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.

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

78 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.*