

## **RULES FOR THE AUSTRALIA–JAPAN SOCIETY OF VICTORIA INCORPORATED**

1. The name of the incorporated association is Australia-Japan Society of Victoria Incorporated (in these rules called "the Association").
2. The purposes of the Association are to foster mutual understanding, collaboration and enduring friendship between Australia and Japan within the Victorian community.

### **INTERPRETATION**

3. (1) In these rules ("Rules"), unless the contrary intention appears –
  - "Chairman" means the person chairing a general meeting as required under Rule 15.
  - "Committee" means the Committee of Management 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 Rule 28.
  - "disciplinary appeal meeting" means a meeting of the members of the Association convened under Rule 9(5).
  - "disciplinary meeting" means a meeting of the Committee convened for the purposes of Rule 9(2).
  - "financial year" means a year ending on 31 December.
  - "general meeting" means a general meeting of members convened in accordance with Rule 9(5), Rule 11 or Rule 12, and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting.
  - "Honorary Member" means a Member elected pursuant to Rule 4(10).
  - "Honorary Life Member" means a Member elected pursuant to Rule 4(11)
  - "Member" means a member of the Association.
  - "ordinary resolution" means a resolution of members that is not a special resolution.
  - "Ordinary Member" means a person who is, or who is admitted as, a member of the Association other than an Honorary Member or Honorary Life Member.
  - "Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 27.

“Secretary” means the person elected to act as secretary under Rule 26.

“special resolution” means a resolution which is approved by not less than three-quarters of the members voting at a general meeting, whether in person or by proxy.

"The Act" means the Associations Incorporation Reform Act 2012.

"The Regulations" means regulations under the Act.

“Registrar” means the Registrar of Incorporated Associations.

"Returning Officer" means an officer appointed by the Committee in accordance with Rule 45.

- (2) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

## APPLICATION FOR MEMBERSHIP

4. (1) The Association shall be comprised of Ordinary Members, Honorary Members and Honorary Life Members.
- (2) Ordinary Membership shall include such classes as the Committee may determine from time to time.
- (3) An applicant who is nominated and approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the applicable entrance fee and annual subscription payable under these Rules.
- (4) A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:
  - (a) unless that person is nominated as provided in subrule (5), and
  - (b) admission of that person as a member is approved by the Committee.
- (5) A nomination of a person for membership of the Association:
  - (a) shall be made in writing in the form set out in Appendix 1, and
  - (b) shall be lodged with the Secretary of the Association.
- (6) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee.
- (7) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- (8) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that the nominee is approved for membership of the association and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (9) The Secretary shall, upon payment of the amounts referred to in subrule (8) within the period referred to in that subrule, enter the nominee's name in the register of members of the Association and, upon the name being so entered, the nominee becomes a member of the association.
- (10) The Committee may elect to Honorary Membership a person who is a Diplomatic, Consular or other representative of Japan, or a distinguished visitor from Japan, and is resident in Victoria, for so long as the Committee thinks fit.
- (11) The Association in general meeting may elect to Honorary Life Membership a person who in the opinion of the Committee has made an outstanding contribution to the objects of the Association and is proposed by the Committee for Honorary Life Membership; and the Secretary shall advise the Honorary Life Member within one month of his or her election.
- (12) The Committee may invite the Governor of Victoria, the Consul-General of Japan in Melbourne, and any other suitable person to become a patron of the

Association. This invitation shall be made as soon as possible following a new appointment.

### **ENTRANCE FEE & ANNUAL SUBSCRIPTION**

5. (1) The entrance fee shall be \$1.00 or such other amount as the Committee may determine from time to time.
- (2) The annual subscription is the amount determined by the Committee and is payable in advance on, or before the 1<sup>st</sup> January in each year, or as the Committee shall otherwise determine.
- (3) In each year the Committee may fix and notify different annual subscriptions to be paid by each class of Ordinary Members. Honorary Members and Honorary Life Members shall not be required to pay subscriptions.
- (4) The rights of an Ordinary Member (including the right to vote) who has not paid the annual subscriptions by the due date are suspended until the subscription is paid.
- (5) The Committee may if it thinks fit reduce the first annual subscription of a new member by reference to the time of his admission.

### **GENERAL RIGHTS OF MEMBERS**

6. (1) A member of the Association who is entitled to vote has the right –
  - (a) to receive notice of general meetings in the manner and time prescribed by these Rules;
  - (b) to submit items of business for consideration at a general meeting;
  - (c) to attend and be heard at general meetings;
  - (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 39.
- (2) In all proceedings and meetings of the Association held pursuant to these Rules every member other than an Honorary Member or an Honorary Life Member shall be entitled to one vote. A family or corporate member shall nominate one person to exercise its vote.
- (3) An Honorary Member and an Honorary Life Member are not entitled to vote, but may have other rights as determined by the Committee or by resolution at a general meeting.
- (4) A right, privilege, or obligation of a person by reason of membership of the Association:
  - (a) is not capable of being transferred or transmitted to another person; and

- (b) terminates upon the cessation of that person's membership pursuant to Rule 8.

## **REGISTER OF MEMBERS**

7. (1) The Secretary shall 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 class of membership of the member;
    - (v) any other information determined by the Committee; and
  - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

## **CESSATION; RESIGNATION**

8. (1) The membership of a person ceases on resignation, expulsion or (in the case of a member who is a natural person) death of that person.
- (2) The membership of a corporate member ceases when that corporate becomes an insolvent under administration.
- (3) 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.
- (4) A member of the Association who has paid all monies due and payable by that person to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of their intention to resign and upon the expiration of that period of notice, the member shall cease to be a member, but shall not be entitled to any refund or monies paid in respect of that membership.
- (5) A member is taken to have resigned if the member has not paid the relevant annual subscription within 2 months of notification, but may be re-instated by the Committee upon such terms (including payment of arrears) as it may decide.

## **DISCIPLINARY ACTION**

9. (1) Subject to these Rules, the Committee may by resolution –
- (a) expel a member from the Association;
  - (b) suspend a member from membership of the Association for a specified period; or
  - (c) fine a member in accordance with the Regulations,

if the Committee is of the opinion that the member:

- (a) has refused or neglected to comply with these Rules; or
  - (b) has been guilty of conduct unbecoming a member or which is prejudicial to the interests of the Association.
- (2) A resolution of the Committee under subrule (1):
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under subrule (3) confirms the resolution in accordance with this rule (the *disciplinary meeting*); and
  - (b) where the member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this rule.
- (3) Where the Committee passes a resolution under subrule (1), the Secretary shall as soon as practicable, cause to be served on the member a notice in writing:
- (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the member may address the Committee at the disciplinary meeting;
  - (c) stating the date, place and time of the disciplinary meeting;
  - (d) informing the member that the member may do one or more of the following:
    - (i) Attend the disciplinary meeting;
    - (ii) Give to the Committee before the date of the disciplinary meeting a written statement seeking the revocation of the resolution; or
    - (iii) Not later than 24 hours before the date of the disciplinary meeting lodge with the Secretary a notice to the effect that the member wishes to appeal to the Association in general meeting against the resolution.
- (4) At the disciplinary meeting of the Committee held in accordance with subrule (2), the Committee:
- (a) shall give to the member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by member; and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.

- (5) Where the Secretary receives a notice under subrule (3)(d)(iii), the Secretary shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice (the *disciplinary appeal meeting*).
- (6) 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;
  - (b) state –
    - (i) the name of the person against whom the disciplinary action has been taken;
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the resolution of the Committee should be confirmed or revoked.
- (7) At the disciplinary appeal meeting:
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot the question whether the resolution should be confirmed or revoked.
  - (e) a member may not vote by proxy.
- (8) If at the disciplinary appeal meeting:
- (a) two-thirds of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.

### **GRIEVANCE PROCEDURE**

10. (1) The grievance procedure set out in this rule applies to disputes under these Rules between:
- (a) a member and another member;
  - (b) a member and the Committee; or
  - (c) a member and the Association



- (2) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- (3) If the parties are unable to resolve the dispute between themselves within the time required by subrule (2), then the parties must within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or
    - (ii) in the case of a dispute between a member and the Committee or between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A mediator may be a member or former member of the Association but in any case must not be a person who –
  - (a) is a party to the dispute;
  - (b) has a personal interest in the dispute; or
  - (c) is biased in favour of or against any party.
- (6) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (7) The mediator, in conducting the mediation, must:
  - (a) give the parties to the mediation process 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 to the dispute throughout the mediation process.
- (8) The mediator must not determine the dispute.
- (9) If the mediation process does not result in the dispute being resolved within 21 days after the appointment of the mediator, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- (10) The costs of the mediator will be borne equally by the parties to the dispute in the case of a dispute between:

- (a) members; and
- (b) a member and the Committee or a member and the Association.

### **ANNUAL GENERAL MEETING**

- 11. (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive and consider
    - (i) reports of the Committee upon the transactions of the Association during the last preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act; and
  - (c) to elect officers of the Association and the Ordinary Members of the Committee.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meeting that may be held in the same year.

### **SPECIAL GENERAL MEETING**

- 12. (1) All general meetings other than the annual general meeting or a disciplinary appeal meeting, shall be called special general meetings.
- (2) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this subrule, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (3) The Committee shall on the requisition in writing of members representing not less than five per cent of the total number of members, convene a special general meeting of the Association.
- (4) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent

to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

- (5) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition under subrule (3) is sent to the address of the Secretary. The members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (6) A special general meeting convened by members under subrule (3) shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the person incurring the expenses.

### **NOTICE OF MEETING**

- 13. (1) The Secretary of the Association (or, in the case of a special general meeting convened under Rule 12(5), the members convening the meeting) shall, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at their address appearing in the register of members, or to the electronic address (if any) nominated by the member a notice:
  - (a) specifying the place, date and time of the meeting;
  - (b) indicating the nature of the business to be transacted at the meeting;
  - (c) if a special resolution is to be proposed –
    - (i) stating in full the proposed resolution; and
    - (ii) stating the intention to propose the resolution as a special resolution; and
  - (d) which complies with Rule 22(3).
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.
- (4) This rule does not apply to a disciplinary appeal meeting.

### **PROCEEDINGS AT MEETINGS**

- 14. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being ordinary business of the annual general meeting shall be deemed to be special business.

- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
  - (3) Fifteen members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
  - (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for commencement of the meeting, the members present (being not less than 3) shall be a quorum.
15. (1) The President, or in his absence, the Vice-President, shall preside as Chairman at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the Meeting.
16. (1) The Chairman of a general meeting at which a quorum is present may adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (3) Except as provided in subrules (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. Subject to Rule 20, a question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
18. (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) An ordinary resolution will not pass unless a majority of the votes cast on the resolution at the meeting (whether in person or by proxy) are in favour of the resolution.
- (4) In the case of an equality of voting on a question the Chairman of the meeting is entitled to exercise a second or casting vote.

- (5) This rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 9(7).
19. A special resolution will not pass unless at least three quarters of the votes cast on the special resolution at the meeting (whether in person or by proxy) are in favour of the resolution.
20. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
21. A member is not entitled to vote at any general meeting unless all monies due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the then current financial year.
22. (1) Each member shall be entitled to appoint another member as their proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) A form appointing a proxy must be given to the Chairman of the meeting before the commencement of the meeting.
- (3) Notice of a general meeting given to a member under Rule 13 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.
- (4) The notice appointing the proxy shall be in the form set out in Appendix 2.
23. (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this rule, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
24. (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—

- (a) the names of the members attending the meeting;
- (b) proxy forms given to the Chairman of the meeting under Rule 22(2);
- (c) any financial statements submitted to the members in accordance with Rule 11(4)(b)(ii);
- (d) a certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### **COMMITTEE OF MANAGEMENT**

- 25. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 27.
- (2) The Committee:
  - (a) shall control and manage the business and affairs of the Association;
  - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
  - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
- 26. (1) The officers of the Association shall be:
  - (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer; and
  - (d) a Secretary
- (2) The provisions of Rule 28 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in subrule (1).
- (3) Subject to subrule (4), an officer of the Association shall retire not later than the conclusion of the second annual general meeting next following the date of his or her appointment.

- (4) An officer of the Association shall be eligible for re-election at the second annual general meeting next following the date of his or her appointment.
  - (5) In the event of a casual vacancy in any office referred to in subrule (1) the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.
  - (6) If the position of the Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
27. (1) Subject to the Section 77 of the Act, the Committee shall consist of:
- (a) the officers of the Association; and
  - (b) ten Ordinary Members or such lesser numbers as may offer themselves for election save that the Committee must comprise a minimum of two (2) Ordinary Members each of whom shall be elected at the annual general meeting of the Association.
- (2) Each Ordinary Member shall retire not later than the conclusion of the second annual general meeting next following the date of his or her appointment. All Ordinary Members are eligible for re-election.
  - (3) In the event of a casual vacancy occurring in the office of an Ordinary Member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of his appointment.

### **ELECTION OF OFFICERS & VACANCY**

28. (1) Nomination of candidates for election as officers of the Association or as Ordinary Members of the Committee:
- (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
  - (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
  - (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

- (5) The ballot for the election of officers and Ordinary Members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
  - (6) A nomination of a candidate for election under this rule is not valid if that candidate has been nominated for another office for election at the same election.
29. (1) For the purposes of these Rules, the office of an officer of the Association or of an Ordinary Member of the Committee becomes vacant if the officer or member:
- (a) ceases to be a member of the Association;
  - (b) becomes an insolvent under administration;
  - (c) resigns his or her office by notice in writing given to the Secretary;  
or
  - (d) otherwise ceases to be a committee member by operation of section 78 of the Act.
- (2) Officers of the Association (including the President) shall not be re-elected to the same office for more than four consecutive years unless the Association in general meeting by ordinary resolution resolves otherwise prior to the election of a particular officer.
- (3) Should any committee member be absent from four consecutive committee meetings without leave or reasonable excuse he or she shall be deemed to have resigned from the Committee.

### **PROCEEDINGS OF COMMITTEE**

30. (1) The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any five of the members of the Committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any five members of the Committee constitute a quorum for the transaction of the business of a committee meeting.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same time and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Committee:



- (a) the President or in the absence of the President the Vice-President shall preside; or
  - (b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (7) Questions arising at a committee meeting or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member of the Committee, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a committee meeting or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each committee meeting shall be served on each committee member electronically or by delivering it a reasonable time before the meeting or by sending it by pre-paid post at least two business days before the date of the meeting.
- (10) Subject to subrule (4) the Committee may act notwithstanding any vacancy on the Committee.
31. (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this rule, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
32. (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) A committee member who has a material personal interest in a matter:
- (a) must not be present while the matter is being considered at the meeting;
  - (b) must not vote on 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.
33. (1) The Committee must ensure that minutes are taken and kept of each committee meeting.

- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under Rule 32.

### **SECRETARY**

- 34. (1) The Secretary of the Association must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary of the Association shall –
  - (a) maintain the register of members in accordance with Rule 7;
  - (b) except for the financial records referred to in Rule 42(3), keep custody of all books, documents and securities of the Association in accordance with Rule 39;
  - (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 fourteen days after the appointment.

### **TREASURER**

- 35. (1) The Treasurer of the Association –
  - (a) shall collect and receive all monies due to the Association and issue receipt for those monies in the name of the Association; and
  - (b) make all payments authorised by the Committee or by a general meeting of the Association from the Association's funds.
- (2) The Treasurer shall –
  - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.

### **REMOVAL OF MEMBER OF COMMITTEE**

36. (1) The Association in general meeting may by special resolution remove any committee member before the expiration of their term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in subrule (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

### **NOTICES**

37. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the address for that member shown in the register of members, or to the electronic address (if any) nominated by the member.
- (2) Where a notice is properly addressed it shall be deemed, unless the contrary is proved, to have been given to the member as follows:
- (a) if it is a letter prepaid and posted – at the time at which the letter would have been delivered in the ordinary course of post; and
  - (b) if it is an electronic notice – on the next day after sending.

### **WINDING UP AND CANCELLATION**

38. (1) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (2) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to any one or more of the following organisations which is not carried on for the profit or gain of its individual members:
- (a) a fund or non-profit organisation with objectives similar to those of the Association;
  - (b) a fund which has a philanthropic or benevolent purpose, including the promotion of art, culture, science, religion, education or charity; or
  - (c) a registered community or charity organisation.
- (3) The organisation to which the surplus assets are to be given must be decided by special resolution.

### **CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

39. (1) Members may on request inspect free of charge—

- (a) the register of members;
  - (b) the minutes of general meetings; and
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association.
- (2) The Committee may refuse to permit a member to inspect minutes of committee meetings, records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule, except for the register of members, and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

***relevant documents*** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

## **FUNDS**

40. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.
41. (1) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve:
- (a) expenditure on behalf of the Association; and
  - (b) processes for the manner in which funds of the incorporated association are received and paid, the authorisation of expenditure and signature of cheques.
- (2) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

## **FINANCIAL RECORDS**

42. (1) The Association must keep financial records that—
- (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
- (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

## **FINANCIAL STATEMENTS**

43. (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
- (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **AUDIT**

44. The Committee may from time to time appoint an Auditor to audit the annual accounts of the Association and report to Members thereon and otherwise act in accordance with the directions of the Committee save that the Auditor or if the Auditor is a firm, a partner of the firm shall not be a committee member.

## **GENERAL**

45. The Committee shall appoint a Returning Officer to carry out procedures as and when required by the Committee.
46. By-laws may be adopted by the Committee and published to the Members. By-laws shall be binding on the Members and may be amended, altered or repealed at any time by the Committee. If there is any contradiction between a By-law or an alteration or amendment to a By-law and these Rules, these Rules shall prevail.

47. These Rules may only be altered by special resolution of a general meeting of the Association.



Ross Ciarravino

PRESIDENT. 6/5/2019.

## Appendix 1

Application for membership of \_\_\_\_\_  
(Name of the Association)

I, \_\_\_\_\_  
(Full name of applicant)

of \_\_\_\_\_  
(Address)

\_\_\_\_\_ desire to become a member of  
(Occupation)

\_\_\_\_\_  
(Name of Association)

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

\_\_\_\_\_  
Signature of Applicant

Date \_\_\_\_\_

**Appendix 2**

**FORM OF APPOINTMENT OF PROXY**

I, \_\_\_\_\_ of \_\_\_\_\_

being a member of \_\_\_\_\_  
(Name of incorporated Association)

hereby appoint \_\_\_\_\_ of \_\_\_\_\_

being a member of that incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting, or special general meeting, as the case may be) to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

Signed \_\_\_\_\_

The \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_