



SOUTHERN DISTRICTS RUGBY CLUB CONSTITUTION and RULES

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CONSTITUTION and RULES

STATEMENT OF PURPOSE	5
1. NAME	5
2. DEFINITIONS	5
3. ALTERATION OF THE RULES	6
4. ASSOCIATION COLOURS	6
5. MEMBERSHIP	6
MEMBERSHIP CATEGORIES	7
ELECTION OF LIFE MEMBERS	7
6. ANNUAL MEMBERSHIP FEE	7
7. REGISTER OF MEMBERS	8
8. CEASING MEMBERSHIP	8
9. DISCIPLINARY ACTION	8
DECISION OF A SUBCOMMITTEE	9
10. TERMINATION OF MEMBERSHIP	9
11. RIGHT TO APPEAL	10
RIGHT TO APPEAL TO A COMMITTEE MEETING	10
RIGHT TO APPEAL TO A GENERAL MEETING	10
12. DISPUTES AND MEDIATION	11
MEDIATION	11
13. ANNUAL GENERAL MEETINGS	12
BUSINESS OF THE ANNUAL GENERAL MEETING	12
14. SPECIAL GENERAL MEETINGS	12

15. NOTICE OF GENERAL MEETINGS	13
16. PROXIES AT GENERAL MEETINGS	13
17. USE OF TECHNOLOGY AT A GENERAL MEETING	14
18. QUORUM AT A GENERAL MEETING	14
19. VOTING AT A GENERAL MEETING	14
20. DETERMINING WHETHER A RESOLUTION IS CARRIED	15
POLL	15
21. MINUTES OF A GENERAL MEETING	15
22. COMMITTEE OF MANAGEMENT	15
COMMITTEE DELEGATIONS	16
COMPOSITION OF THE COMMITTEE:	16
DUTIES OF THE COMMITTEE:	16
THE PRESIDENT AND VICE-PRESIDENT	16
THE SECRETARY	17
THE TREASURER	17
23. ELECTION OF COMMITTEE MEMBERS AND TENURE OF OFFICE	18
ELECTION OF COMMITTEE MEMBERS	18
BALLOT	18
TENURE OF OFFICE	19
COMMITTEE VACANCIES	19
24. MEETINGS OF THE COMMITTEE OF MANAGEMENT	20
QUORUM	20
USE OF TECHNOLOGY	20
NOTICE OF MEETINGS	20
VOTING	21
CONFLICT OF INTEREST	21
MINUTES OF MEETING	21
LEAVE OF ABSENCE	21
25. FINANCIAL MATTERS	21
MANAGEMENT OF FUNDS	22
FINANCIAL RECORDS	22
FINANCIAL STATEMENTS	22

26. NOTICE REQUIREMENTS	22
27. CUSTODY AND INSPECTION OF BOOKS AND RECORDS	23
28. REGISTERED ADDRESS	23
29. WINDING UP AND CANCELLATION	23
30. ALTERATION OF RULES	24

Statement of Purpose

The purpose of the Southern Districts Rugby Club (SDRC) is to develop, administer and promote the sport of Rugby Union within the local area, including the Shires of Frankston, Kingston and Mornington and the state of Victoria.

The Southern Districts Rugby Club shall affiliate with Rugby Victoria (RV) to:

- Provide club rooms, playing fields and appropriate equipment for the use and enjoyment of its members and their guests as may be required, and to obtain any necessary certificates of registration as a club and any licences or permits for the sale and disposal of liquor within the meaning of the Licensing Acts of the state of Victoria.
- Provide positive social interaction for the members.
- Properly administer and account for the funds, assets and liabilities of the Southern Districts Rugby Club as incorporated.
- Raise and borrow money on terms that the club deems fit and to repay such borrowings at such time and in such manner and on such terms and conditions as the Club may from time to time consider desirable.
- To construct, maintain and alter any building plant, equipment works or property and to sell, improve, manage, develop, exchange, lease, sublease, mortgage, dispose of or return to account or otherwise deal with all or any real or personal property of the Club or any of its rights or privileges.
- To do all such other things as are conducive to or incidental to the attainment of the above.

1. NAME

The name of the incorporated association is the Southern Districts Rugby Club Incorporated
Registered Number A0003350, Australian Business Number 22136893013.

2. DEFINITIONS

In these Rules:

Affiliated body means any club competing in competitions conducted by SDRC, any sub-union, such as junior or schools union or club, the Victorian Rugby Referee Association Inc and Rugby Australia Ltd.

RA means Rugby Australia Ltd.

Chair of a general meeting or Committee meeting, means the person chairing the meeting as required under sub-rule 22.14;

Code of conduct means the code of conduct sanctioned by RV or RA that governs the game of Rugby union, rugby players, rugby teams and any variation adopted by SDRC.

Committee means the Committee of Management 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 Rule 23.

Disciplinary appeal meeting means a meeting of the members of the Association convened under Rule 11;

Disciplinary meeting means a meeting of the Committee convened for the purposes of Rule 9;

Financial year means the 12 month period ending on 30 September;

General meeting means a general meeting of the members of the Association and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Member means a natural person who is a member of the Association;

Executive Committee means the positions of President, Vice-President, Secretary and Treasurer of the Committee;

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.

RV means the Rugby Victoria Inc.

3. ALTERATION OF THE RULES

These Rules and the statement of purposes of SDRC must not be altered except in accordance with the Act.

4. ASSOCIATION COLOURS

The Association colours shall be blue and gold.

5. MEMBERSHIP

- 1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of SDRC on:
 - a) payment of the annual membership fee as set out in sub-rule 6.1; and
 - b) upon their name being entered into the register of members.
- 2) An application of a person for membership of SDRC must be by completing the registration process, as decided by the Committee or RV as the governing body.
- 3) The Secretary or Treasurer must enter the approved applicants name on the register of members as soon as is practicable.

Membership Categories

- 4) The following categories of membership shall apply:
- a) **Full membership** shall apply to adult members who have paid the relevant annual membership fee and who participates in the playing activities of SDRC.
 - b) **Junior membership** shall apply to members under the age of 18 years on the 1st of January of the playing year. Junior members must not vote at Association meetings or hold office. Parents or legal guardians of a Junior Member are entitled to vote on behalf of the Junior Members. In the case of parents or legal guardians being responsible for more than one junior member, the parent is entitled to one vote per junior member.
 - c) **Social membership** shall apply to non-playing adults who pay the social membership fee. These members shall have the same voting rights as a full member.
 - d) **Volunteer membership** shall apply to members who volunteer and provide services to SDRC on and off the field for either Junior or Senior sections of SDRC – this will include but is not limited to coaches, team managers, physiotherapists, team first aid providers, grounds manager and canteen volunteers. Volunteer members shall have the same voting rights as a full member.
 - e) **Life membership** shall apply to members who have held a position within the SDRC or an affiliated body for a minimum of 10 years (not including playing years) and who has rendered distinguished service to the SDRC and who may be elected at the Annual General Meeting as a Life Member of the SDRC.
 - f) **Honorary membership** shall apply to any player, official, referee, administrator or spectator affiliated with Rugby Victoria and its competitions on the day of competition with the SDRC or as part of SDRC's hosting duties.

Election of Life Members

- 5) Election of Life Members must be carried out in the following way:
- a) Notice of each nomination, signed by at least two members, must be given to the Secretary of SDRC at least 60 days prior to the next Annual General Meeting.
 - b) The President will submit the nominations to the Committee for consideration.
 - c) If the Committee approves the nomination, the President will submit the nomination to the members at the next Annual General Meeting.
 - d) Voting for election of Life Members must be by ballot.
 - e) The successful election of a Life Member is by Special Resolution at the Annual General Meeting.

6. ANNUAL MEMBERSHIP FEE

- 1) The annual membership fee is the relevant amount set by the Committee of SDRC prior to the commencement of each new season in each year.
- 2) The annual membership fee is payable either in advance, before the first official match of the new season in each year, or as determined by the Committee.
- 3) The RA insurance component of the annual membership fee must be paid, where a player is not covered by the insurance for the previous season, prior to a player engaging in any pre-season game.

- 4) Rights of membership are not transferable and end when membership ceases.
- 5) Any waiver of the membership fee (wholly or in part) must be passed as a resolution of the Committee in a majority vote.

7. REGISTER OF MEMBERS

- 1) The Secretary must keep and maintain a register of members that includes – for each current member—
 - a) the member's name;
 - b) the address for notice last given by the member;
 - c) the date of becoming a member;
 - d) the category of membership; and
 - e) 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.
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.

8. CEASING MEMBERSHIP

- 1) The membership of a person ceases if a member's annual membership fee remains unpaid after falling due, resignation, expulsion or death.
- 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.

9. DISCIPLINARY ACTION

- 1) Disciplinary action may be taken against a member if it is determined that the member—
 - a) has failed to comply with these rules;
 - b) refuses to support the purpose of SDRC; or
 - c) has engaged in conduct prejudicial to SDRC.
- 2) 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 and determine what action, if any, to take against the member.
- 3) The members of the disciplinary subcommittee—
 - a) may be Committee members, members of the Association or anyone else; but
 - b) must not be biased against, or in favour of, the member concerned.
- 4) Before a disciplinary action is taken against a member, the secretary must give written notice to the member—
 - a) stating that the club proposes to take disciplinary action against the member; and
 - b) stating the grounds for the proposed disciplinary action; and
 - c) specifying the date and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
 - d) advising the member that they may do one or both of the following—

- i. attend the disciplinary meeting and address the disciplinary subcommittee at the meeting;
 - ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - e) Setting out the members appeal rights under Rule 11.
- 5) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

DECISION OF A SUBCOMMITTEE

- 6) At the disciplinary meeting, the disciplinary subcommittee must—
 - a) Give the member an opportunity to be heard;
 - b) Consider any written statement by the member.
- 7) After complying with sub-rule 9.6 the disciplinary subcommittee may—
 - a) take no further action against the member; or
 - b) subject to sub-rule 9.7.c—
 - i. reprimand the member; or
 - ii. suspend the membership rights of the member for a specified period; or
 - iii. expel the member from the club.
 - c) the disciplinary subcommittee may not fine the member.
 - d) 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.

10. TERMINATION OF MEMBERSHIP

- 1) Any persons' membership may be terminated by the following events;
 - a) A member's annual membership fee remains unpaid after falling due
 - b) Resignation
 - c) Expulsion
 - d) Death
- 2) Subject to Rule 9, the Committee shall have the power to suspend or expel any member of the club, after undertaking due inquiry, for;
 - a) Any of the events in sub-rule 9.1
 - b) False or inaccurate statements made in the member's application for membership of the club
 - c) Breach of any rule, regulation, by-law or code of the club and
 - d) By any act detrimental to the club.
- 3) The Secretary must, as soon as practicable, give the member written notice of the following:
 - a) Setting out the resolution of the Committee and the grounds on which it is based; and
 - b) Stating that the member may have the right to appeal the decision at a Committee General Meeting to be held not less than 14 days and not later than 28 days after the notice has been given to the member, and as set out in Rule 11.

11. RIGHT TO APPEAL

RIGHT TO APPEAL TO A COMMITTEE MEETING

- 1) Any member who is reprimanded, suspended or has their membership terminated shall have the right to appeal against the action by presenting their case to the Committee at a General Meeting called for such purpose.
- 2) The notice of appeal must be in writing and given to the Secretary not later than 48 hours after receiving the notice of the action to be taken against them.
- 3) A meeting of the Committee to confirm or revoke a resolution passed under sub-rule 9.7 must not be held earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule 9.4.
- 4) At a meeting of the Committee to confirm or revoke a resolution passed under sub-rule 9.1 the Committee must:
 - a) Give the member, or his or her representative, an opportunity to be heard; and
 - b) Give due consideration to any written statement submitted by the member; and
 - c) Determine by resolution whether to confirm or to revoke the resolution.
- 5) A resolution of the Committee under sub-rule 9.7 does not take effect unless:
 - a) At a meeting held in accordance with sub-rule 9.4, the Committee confirms the resolution; and
 - b) If the member exercises a right of appeal to SDRC under this rule, SDRC confirmed the resolution in accordance with this rule.

RIGHT TO APPEAL TO A GENERAL MEETING

- 6) If at the meeting held under sub-rule 11.1, the Committee confirms the resolution, the member may, no later than 48 hours after that meeting, give the Secretary notice to the effect that he or she wishes to appeal to the SDRC in a general meeting against the resolution.
- 7) If the Secretary receives a notice under sub-rule 11.6, she or he must notify the Committee and the Committee must convene a general meeting of SDRC to be held within 21 days after the date on which the Secretary received the notice.
- 8) At a general meeting of the SDRC convened under sub-rule 9.6;
 - a) No business other than the question of the appeal may be conducted; and
 - b) The Committee may place before the meeting details of the grounds for resolution and the reasons for passing the resolution; and
 - c) The member, or her or his representative, must be given an opportunity to be heard; and
 - d) The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 9) A resolution is confirmed if, at the general meeting, not less than three-quarters of the members vote in person in favour of the resolution, as per a Special Resolution. In any other case, the resolution is revoked.

12. DISPUTES AND MEDIATION

- 1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - a) a member and another member;
 - b) a member and the Committee;
 - c) a member and the Association.
- 2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 3) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

MEDIATION

- 4) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub-rule 12.3, 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.
- 5) The mediator must be—
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement—
 - i. if the dispute is between a member and another member—a person appointed by the Committee; or
 - ii. if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
 - c) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
 - i. has a personal interest in the dispute; or
 - ii. is biased in favour of or against a party
- 6) 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.
- 7) The mediator must not determine the dispute.
- 8) 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.

13. ANNUAL GENERAL MEETINGS

- 1) The Annual General Meeting shall be held no later than the end of October of each year, on a date, time and place fixed by the Committee.
- 2) The Secretary of SDRC shall at least 14 days prior to the date of the annual general meeting, send each member of SDRC a notice stating the place, time and date of the meeting
 - a) The notice shall include the nature of the business to be transacted at the meeting (agenda)
 - b) The notice shall include nomination forms for members on the Committee
 - c) All completed nomination forms should be returned to the Secretary no later than 7 days prior to the annual general meeting.

Business of the Annual General Meeting

- 3) The ordinary business of the annual general meeting is as follows –
 - a) To confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - b) To receive and consider -
 - i) The annual report of the Committee on the activities of the Association during the preceding financial year; and
 - ii) The financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act.
 - c) To elect members of the Committee.
 - d) Appoint the auditor for the following year.

14. SPECIAL GENERAL MEETINGS

- 1) Any general meeting of the Association, other than the annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 2) The Committee may convene a special general meeting whenever it thinks fit.
- 3) No business other than that set out under sub-rule 13.2.a may be conducted at the meeting.

Members request for a special general meeting

- 4) The Committee must convene a special general meeting if a request to do is made in accordance with sub-rule 14.4.a by at least 10% of the members.
 - a) A request for a special general meeting must –
 - i. Be in writing; and
 - ii. State the business to be considered at the meeting and resolutions proposed; and
 - iii. Include the names and signatures of the members requesting the meeting; and
 - iv. Be given to the Secretary.

- b) If the Committee does not convene a special general meeting within one month of the date of the request being made, the members making the request may convene the special general meeting.
- c) A special general meeting convened by members under sub-rule 14.5.b –
 - i. Must be held within 3 months of the date on which the original request was made; and
 - ii. May only consider the business of that request.
- d) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule 14.5.b.

15. NOTICE OF GENERAL MEETINGS

- 1) The Secretary must give each member of the Association –
 - a) At least 21 days' notice of a general meeting if special resolution is to be proposed at the meeting; or
 - b) At least 14 days' notice of a general meeting in any other case.
 - c) The notice must
 - i. Specify the date, time and place of the meeting; and
 - ii. Indicate the general nature of the meeting; and
 - iii. If a special resolution is to be proposed –
 - 1. State in full the resolution
 - 2. State the intention to propose the resolution as a special resolution; and
 - iv. Comply with sub-rule 16.5.

16. PROXIES AT GENERAL MEETINGS

- 1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- 2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- 3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- 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.
- 5) Notice of a general meeting given to a member under Rule 15 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.
- 6) A form appointing a proxy must be given to the Chair of the meeting before or at the commencement of the meeting.

- 7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

17. USE OF TECHNOLOGY AT A GENERAL MEETING

- 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 Part, a member participating in a general meeting as permitted under Rule 17 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

18. QUORUM AT A GENERAL MEETING

- 1) No business may be conducted at a general meeting unless a quorum of members is present.
- 2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under Rule 17) is 15 members entitled to vote.
- 3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - a) in the case of a meeting convened by, or at the request of, members under sub-rule 14.4 —the meeting must be dissolved;
Note: If a meeting convened by, or at the request of, members is dissolved under this sub-rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under sub-rule 14.4.
 - b) in any other case-
 - i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- 4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule 18.3.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.

19. VOTING AT A GENERAL MEETING

- 1) On a question arising at a general meeting, each member who is entitled to vote has one vote, except as provided under sub-rule 5.4.b.
- 2) Members may vote personally or by proxy.
- 3) In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.

- 4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to SDRC have been paid.
- 5) This rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 11.

20. DETERMINING WHETHER A RESOLUTION IS CARRIED

- 1) The Chair of a general meeting may, on the basis of a show of hands, declare the resolution has been –
 - a. Carried; or
 - b. Carried unanimously; or
 - c. Carried by a particular majority; or
 - d. Lostand an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

Poll

- 2) If at a general meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such a manner that the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 3) A poll demanded on the election of the Chair or on a question of adjournment must be taken immediately.
- 4) A poll demanded on any other question must be taken before the close of the meeting.

21. MINUTES OF A GENERAL MEETING

- 1) The Committee must ensure that minutes are taken and kept of each general meeting and the minutes contain-
 - a) The business considered at the meeting
 - b) Any resolution on which a vote is taken and the result of the vote.
- 2) In addition, the minutes of each annual general meeting must include –
 - a) the names of the members attending the meeting; and
 - b) proxy forms given to the Chair of the meeting; and
 - c) the financial statements submitted to the members in accordance with sub-rule 13.3.b.ii; and
 - d) the certificate signed by two Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

22. COMMITTEE OF MANAGEMENT

- 1) The business of the Association shall be managed by the Committee of Management.
- 2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.

- 3) The Committee may—
 - a) appoint and remove staff;
 - b) establish subcommittees consisting of members with terms of reference it considers appropriate.

Committee Delegations

- 4) 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
 - b) A duty imposed upon the Committee by the Act of any other law.
- 5) The delegation must be in writing and may be subject to conditions and limitations as the Committee considers appropriate.
- 6) The Committee may, in writing, revoke the delegation wholly or in part.

Composition of the Committee:

The Committee consists of –

- a) A President
- b) A Vice-President
- c) A Secretary
- d) A Treasurer
- e) The Junior Co-ordinator
- f) 8 General Committee Members

Duties of the Committee:

- 8) As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules and the Act.
- 9) 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.
- 10) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 11) Committee members must exercise their powers and discharge their duties—
 - a) in good faith in the best interests of the Association; and
 - b) for a proper purpose.
- 12) Committee members and former Committee members must not make improper use of—
 - c) their position; or
 - d) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

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

- 13) 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.

The President and Vice-President

- 14) Subject to sub-rule 22.15, the President or, in the President's absence, the Vice-President is the Chair for any Committee or General Meetings.

- 15) If the President and the Vice-President are both absent, or unable to preside, the Chair of the meeting must be —
- a) in the case of a General Meeting—a member elected by the other members present; or
 - b) in the case of a Committee meeting—a Committee member elected by the other Committee members present.

The Secretary

- 16) 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.

- 17) The Secretary must—
- a) maintain the register of members in accordance with Rule 5; and
 - b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 25.10(a), all books, documents and securities of the Association in accordance with sub-rule 27.5; and
 - i) 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
 - ii) perform any other duty or function imposed on the Secretary by these Rules.
 - c) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
 - d) The Secretary shall keep the Minutes of the Resolutions and proceedings of each General Meeting and Committee meeting.

The Treasurer

- 18) The Treasurer must—
- a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - b) ensure that all moneys received are paid into the account of the Association within 5 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 with financial authority.
- 19) The Treasurer must—
- a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.

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

23. ELECTION OF COMMITTEE MEMBERS AND TENURE OF OFFICE

Election of Committee members

- 1) A member is eligible to be elected or appointed as a Committee member if the member—
 - a) is 18 years or over; and
 - b) is entitled to vote at a general meeting.
- 2) 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.
 - c) The Chair of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with Rule 23.
- 3) Prior to the election of each position, the Chair of the meeting must call for nominations to fill that position.
 - a) An eligible member of the Association may—
 - i) nominate himself or herself; or
 - ii) with the member's consent, be nominated by another member.
 - b) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- 4) At the annual general meeting, separate elections must be held for each of the following positions—
 - a) A President
 - b) A Vice-President
 - c) A Secretary
 - d) A Treasurer
 - e) A Junior Co-ordinator
- 5) If only one member is nominated for the position, the Chair of the meeting must declare the member elected to the position.
- 6) If more than one member is nominated, a ballot must be held in accordance with sub-rule 23.10.
- 7) On his or her election, the new Chair may take over as Chair of the meeting.
- 8) A single election may be held to fill all of the vacant ordinary Committee Member positions.
- 9) If the number of members nominated for the position of ordinary Committee Member is less than or equal to the number to be elected, the Chair of the meeting must declare each of those members to be elected to the position.
- 10) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with sub-rule 23.11.

Ballot

- 11) If a ballot is required for the election for a position, the Chair of the meeting must appoint a member to act as returning officer to conduct the ballot.

- a) The returning officer must not be a member nominated for the position.
- b) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- c) The election must be by secret ballot.
- d) The returning officer must give a blank piece of paper to—
 - i) each member present in person; and
 - ii) each proxy appointed by a member.
- e) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- f) If the ballot is for more than one position—
 - i) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - ii) the voter must not write the names of more candidates than the number to be elected.
- g) Ballot papers that do not comply with sub-rule 23.10.f.ii are not to be counted.
- h) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- i) 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.
- j) If the returning officer is unable to declare the result of an election under sub-rule 23.10.i because 2 or more candidates received the same number of votes, the returning officer must—
 - i) conduct a further election for the position in accordance with sub-rules 23.10.d to 23.10.i to decide which of those candidates is to be elected; or
 - ii) with the agreement of those candidates, decide by lot which of them is to be elected.

Tenure of office

- 12) Subject to sub-rule 23.14.a, a Committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- 13) A Committee member may be re-elected.
- 14) A general meeting of the Association may-
 - a) by special resolution remove a Committee member from office; and
 - b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.

Committee Vacancies

- 15) A Committee member may resign from the Committee by written notice addressed to the Committee.
- 16) A person ceases to be a Committee member if he or she—
 - a) ceases to be a member of the Association; or
 - b) fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence; or
 - c) otherwise ceases to be a Committee member by operation of section 78 of the Act.

- 17) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
 - a) has become vacant; or
 - b) was not filled by election at the last annual general meeting.
- 18) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- 19) Subject to sub-rule 23.18 the Committee may continue to act despite any vacancy in its membership.

24. MEETINGS OF THE COMMITTEE OF MANAGEMENT

- 1) The Committee shall meet at least three times in each year at such time and place as determined by the Committee.
- 2) Special meetings of the Committee may be convened by the President or by any four members of the Committee.

Quorum

- 3) No business may be conducted at a Committee meeting unless a quorum is present.
- 4) The quorum for a Committee meeting is the presence (in person or as allowed under sub-rule 24.6) of a majority of the Committee members holding office.
- 5) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule.

Use of Technology

- 6) A member not physically present at a Committee 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.
- 7) For the purposes of this Part, a member participating in a Committee meeting as permitted under sub-rule 24.6) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Notice of Meetings

- 8) Notice of each Committee meeting must be given to each Committee member no later than 7 days before the date of the meeting.
- 9) The notice must state the date, time and place of the meeting.
- 10) If a special Committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 11) Any notice required to be given to the Association of 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 or Secretary.

- 12) The only business that may be conducted at the meeting is the business for which the meeting is convened.

Voting

- 13) On any question arising at a Committee meeting, each Committee member present at the meeting has one vote.
- 14) A motion is carried if a majority of Committee members present at the meeting vote in favour of the motion.
- 15) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- 16) Voting by proxy is not permitted.

Conflict of interest

- 17) 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.

- a) The member—
- i. must not be present while the matter is being considered at the meeting;
 - and
 - ii. 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.

- 18) 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.

Minutes of meeting

- 19) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- 20) 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 sub-rule 24.17 and 24.18.

Leave of absence

- 21) The Committee may grant a Committee member leave of absence from Committee meetings for a period not exceeding 3 months.
- 22) 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.

25. FINANCIAL MATTERS

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

Management of funds

- 2) 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.
- 3) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 4) 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.
- 5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Committee members.
- 6) All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt.
- 7) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

Financial records

- 8) 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.
- 9) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 10) 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

- 11) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 12) Without limiting sub- rule 25.11, 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.

26. NOTICE REQUIREMENTS

- 1) Any notice required to be given to a member or a Committee member under these Rules may be given—
 - a) by handing the notice to the member personally; or
 - b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - c) by email or facsimile transmission.
- 2) 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 or the Secretary.

27. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 1) Members may on request inspect free of charge—
 - a) the register of members;
 - b) the minutes of general meetings;
 - c) subject to sub-rule 27.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- 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.
- 3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 4) Subject to sub-rule 27.2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 5) For purposes of this rule—

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

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

28. REGISTERED ADDRESS

- 1) 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.

29. WINDING UP AND CANCELLATION

- 1) The Association may be wound up voluntarily by special resolution.
- 2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- 3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- 4) The body to which the surplus assets are to be given must be decided by special resolution.

30. ALTERATION OF RULES

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