Associations Incorporation Reform Act 2012

Rules

Of

The Rupertswood Basketball Club Incorporated

THE RUPERTSWOOD BASKETBALL CLUB INCORPORATED

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RULES FOR THE RUPERTSWOOD BASKETBALL CLUB INCORPORATED

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "The Rupertswood Basketball Club Incorporated".

2 Purposes

The purposes of the association are:

(a) to encourage and foster amongst all members a common ethos in line with the Salesian Society (Vic.) Incorporated and the Vision and Mission Statement of Salesian College, Rupertswood, Sunbury;

(b) to promote healthy sporting participation and competition for young people within the Rupertswood and surrounding communities

(c) to provide a positive environment for young people to develop as well-rounded human beings through sporting pursuits;

(d) to promote, develop and encourage participation in community activities, particularly sport, with the main emphasis on basketball;

(e) to encourage the game of basketball within the Association by means of:

(i) managing and controlling competition basketball and other events as may be decided upon within the Association;

(ii) establishing and maintaining competitive female and male (junior and senior) basketball teams;

(iii) settling disputes between members;

(iv) affiliating with Basketball Australia or such other body or bodies which may, from time to time, be responsible for the overall conduct of the game of basketball within Australia;

(v) affiliating with Basketball Victoria and actively promoting, fostering and developing state basketball;

(vi) affiliating with such other bodies as are deemed necessary and paying any relevant fees;

(vii) providing training for playing, coaching, refereeing and the administration of basketball;

(viii) seeking sponsorship for various programs and events and endorsing products that are consistent with the best image of the sport;

(ix) dealing with any other matters that the Association may deem to be in the interest of the sport of basketball.

(f) to do all such things as are incidental or conducive to the attainment of the purpose and the exercise of the powers of the Association.

3 Financial year

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

4 Definitions

In these Rules:

absolute majority:	of the Board, means a majority of the Board of Management members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting);
Associate Member:	means a member referred to in rule 14(1);
By-laws:	means the playing conditions set by the Board of Management for the conduct of domestic competition;
Board:	means the Board of Management having management of the business of the Association;
Board meeting:	means a meeting of the Board held in accordance with these Rules;
Board member:	means a member of the Board elected or appointed under Division 3 of Part 5;
Chairperson:	means of a general meeting or Board meeting, the person chairing the meeting as required under rule 46;
disciplinary appeal meeting:	means a meeting of the members of the Association convened under rule 23.3;
disciplinary meeting:	means a meeting of the Board of Management convened for the purposes of rule 22;
disciplinary subcommittee:	means the subcommittee appointed under rule 20;
financial year	means the 12 month period specified in rule 3;
general meeting:	means a general meeting of the members of the Association convened in accordance with Part 4 and

	includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;
Member:	means a member of the Association;
member entitled to vote:	means a member who under rule 13.2 is entitled to vote at a general meeting;
special resolution:	means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;
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 ASSOCIATION

5 Powers of 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 sub-rule 5.1, the Association may:

(a) acquire, hold and dispose of real or personal property;

(b) open and operate accounts with financial institutions;

(c) invest its money in any security in which trust monies may lawfully be invested;

(d) raise and borrow money on any terms and in any manner as it thinks fit;

(e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;

(f) appoint agents to transact business on its behalf;

(g) enter into any other contract it considers necessary or desirable;

(h) to build, construct, erect, maintain, alter and repair any premises, building or the like and to furnish, equip and improve the same for use by the Association for the purpose of satisfying the purposes of the Association;

(i) accept donations and gifts in accordance with the purposes and rules of the Association;

(j) print and publish any approved information by any media, including newsletters, newspapers, articles or leaflets for promotion of the Association;

(k) provide gifts and prizes in accordance with the purposes of the Association;

(l) organise social events for members and for the promotion of the Association;

(m) appoint such sub-committees as from time to time are considered necessary for the good conduct of the affairs of the Association;

(n) make by-laws governing the conduct of the Association's activities;

(o) otherwise do all things which are incidental to or necessary for the attainment of the purposes of the Association.

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 Sub-rule 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—

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

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 Membership categories

Membership of The Rupertswood Basketball Club Incorporated shall consist of appointed Life Members, Board Members, Individual Members and Associate Members. (refer to clause 14)

8.2 Life Members

(a) Life Membership is restricted to those whose service to The Rupertswood Basketball Club Incorporated has been worthy of the highest honour;

(b) Any nomination for Life Membership shall be in writing and provided to the Secretary of the Association at least twenty-one (21) days prior to the meeting;

(c) The Board shall present a written report to the Annual General Meeting on the services of any nominee together with its recommendations as to the suitability for the honour;

(d) Life Membership may only be awarded or removed by resolution of 75% majority of eligible votes at the Annual General Meeting of the Association;

(e) Life members shall be granted the privileges of free admission to all functions held by the Association and the right to attend and vote at any meeting of the Association including the annual general meeting;

(f) Life members shall be awarded a badge of appropriate design.

8.3 Board Members

Any Board member shall be entitled to individual membership which shall have the same powers as a Life Member and entitle the Board member to vote at the Annual General Meeting.

8.4 Individual Members

Any person who supports the purposes of the Association.

9 Application for membership

9.1 To apply to become a member of the Association, an applicant must submit a written application to a Board member stating that the applicant:

(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.

10 Consideration of application

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

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

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

10.4 No reason need be given for the rejection of an application.

11 New membership

11.1 If an application for membership is approved by the Board:

(a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and

(b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

11.2 An applicant becomes a member of the Association and, subject to rule 13.2, is entitled to exercise the applicant's rights of membership from the date, whichever is the later, on which:

(a) the Board approves the applicant's membership; or

(b) the applicant pays the joining fee.

12 Annual subscription and fee on joining

12.1 At each annual general meeting, the Association must determine:

(a) the amount of the annual subscription (if any) for the following financial year; and

(b) the date for payment of the annual subscription.

12.2 The Association may determine that a lower annual subscription is payable by associate members (if any).

12.3 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.

12.4 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.

13 General rights of members

13.1 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 75; and

(f) to inspect the register of members.

13.2 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 they became a member of the Association; and

(c) the member's membership rights are not suspended for any reason.

14 Associate members

14.1 Associate members of the Association include—

(a) any members under the age of 15 years; and

(b) any other category of member as determined by special resolution at a general meeting.

14.2 (a) An associate member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

15 Rights not transferable

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

16 Ceasing membership

16.1 The membership of a member ceases on resignation, expulsion or death.

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

17 Resigning as a member

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

17.2 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:

(i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and

(ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

18 Register of members

18.1 The Secretary must keep and maintain a register of members that includes:

(a) for each current member:

(i) the member's name;

(ii) the address for notice last given by the member;

(iii) the date of becoming a member;

(iv) if the member is an associate member, a note to that effect;

(v) any other information determined by the Board; and

(b) for each former member, the date of ceasing to be a member.

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

Division 2—Disciplinary action

19 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.

20 Disciplinary subcommittee

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

20.2 The members of the disciplinary subcommittee:

(a) maybe Board members, members of the Association or anyone else; but

(b) must not be biased against, or in favour of, the member concerned.

21 Notice to member

21.1 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 he or she 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 23.

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

22 Decision of subcommittee

22.1 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.

22.2 After complying with sub-rule 22.1, the disciplinary subcommittee may:

(a) take no further action against the member; or

(b) subject to sub-rule 22.3:

(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.

22.3 The disciplinary subcommittee may not fine the member.

22.4 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.

23 Appeal rights

23.1 A member whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that the member wishes to appeal against the suspension or expulsion.

23.2 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 48 hours after the vote.

23.3 If a member has given notice under sub-rule 23.2, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.

23.4 Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:

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

(b) state:

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

(ii) the grounds for taking that action; and

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

24 Conduct of disciplinary appeal meeting

24.1 At a disciplinary appeal meeting:

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

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

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

24.2 After complying with sub-rule 24.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the member should be upheld or revoked.

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

24.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25 Application

25.1 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 Board;

(c) a member and the Association.

25.2 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.

26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27 Appointment of mediator

27.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days:

(a) notify the Board 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.

27.2 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 Board; or

(ii) if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

27.3 A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who—

(a) has a personal interest in the dispute; or

(b) is biased in favour of or against any party.

28 Mediation process

28.1 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.

28.2 The mediator must not determine the dispute.

29 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

30 Annual general meetings

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

30.2 Despite sub-rule 30.1, the Association may hold its first annual general meeting at any time within 18 months after its incorporation.

30.3 The Board may determine the date, time and place of the annual general meeting.

30.4 The ordinary business of the annual general meeting is as follows:

(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

(b) to receive and consider:

(i) the annual report of the Board 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 Board in accordance with Part 7 of the Act;

(c) to elect the members of the Board;

(d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.

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

31 Special general meetings

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

31.2 The Board may convene a special general meeting whenever it thinks fit.

31.3 No business other than that set out in the notice under rule 33 may be conducted at the meeting.

32 Special general meeting held at request of members

32.1 The Board must convene a special general meeting if a request to do so is made in accordance with sub-rule 32.2 by at least 10% of the total number of members.

32.2 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.

32.3 If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

32.4 A special general meeting convened by members under 32.3:

(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.

32.5 The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule 32.3.

33 Notice of general meetings

33.1 The Secretary (or, in the case of a special general meeting convened under rule 32.3, 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.

33.2 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 34.5.

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

34 Proxies

34.1 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.

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

34.3 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 he or she sees fit.

34.4 If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

34.5 Notice of a general meeting given to a member under rule 33 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 Board has approved for the appointment of a proxy.

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

34.7 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.

35 Use of technology

35.1 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.

35.2 For the purposes of this Part, a member participating in a general meeting as permitted under sub-rule 35.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36 Quorum at general meetings

36.1 No business may be conducted at a general meeting unless a quorum of members is present.

36.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 10% of the members entitled to vote.

36.3 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 32—the meeting must be dissolved;

(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.

36.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule 36.3(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.

37 Adjournment of general meeting

37.1 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.

37.2 Without limiting sub-rule 37.1, 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.

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

37.4 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 33.

38 Voting at general meeting

38.1 On any question arising at a general meeting:

(a) subject to sub-rule 38.3, 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.

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

38.3 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.

38.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 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.

40 Determining whether resolution carried

40.1 Subject to sub-section 40.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:

(a) carried; or

(b) carried unanimously; or

(c) carried by a particular majority; or

(d) lost,

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

40.2 If a poll (where votes are cast in writing) is demanded by three 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.

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

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

41 Minutes of general meeting

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

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

41.3 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 Chairperson of the meeting under rule 34.6; and

(c) the financial statements submitted to the members in accordance with rule 30.4(b)(ii); and

(d) the certificate signed by two Board 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.

PART 5—BOARD

Division 1—Powers of Board

42 Role and powers

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

42.2 The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.

42.3 The Board may:

(a) appoint and remove staff;

(b) establish subcommittees consisting of members with terms of reference it considers appropriate.

43 Delegation

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

(a) this power of delegation; or

(b) a duty imposed on the Board by the Act or any other law.

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

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

Division 2—Composition of Board and duties of members

44 Composition of Board

The Board consists of:

(a) a President; and

(b) a Vice-President; and

(c) a Secretary; and

(d) a Treasurer; and

(e) ordinary members (if any) elected under rule 53.

45 General Duties

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

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

45.3 Board members must exercise their powers and discharge their duties with reasonable care and diligence.

45.4 Board 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.

45.5 Board members and former Board members must not make improper use of:

(a) their position; or

(b) information acquired by virtue of holding their position:

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

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

46 President and Vice-President

46.1 Subject to sub-rule 46.2, the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.

46.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:

(a) in the case of a general meeting—a member elected by the other members present; or

(b) in the case of a Board meeting—a Board member elected by the other Board members present.

47 Secretary

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

47.2 The Secretary must:

(a) maintain the register of members in accordance with rule 18; and

(b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70.3, all books, documents and securities of the Association in accordance with rules 72 and 75; 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.

47.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48 Treasurer

48.1 The Treasurer must:

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

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

(c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and

(d) ensure cheques are signed by at least 2 Board members.

48.2 The Treasurer must:

(a) ensure that the financial records of the Association are kept in accordance with the Act; and

(b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.

48.3 The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

Division 3—Election of Board members and tenure of office

49 Who is eligible to be a Board member

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

(a) is 18 years or over; and

(b) is entitled to vote at a general meeting.

50 Positions to be declared vacant

50.1 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.

50.2 The Chairperson of the meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

51.1 An eligible member of the Association may:

(a) nominate himself or herself; or

(b) with the member's consent in writing, be nominated by another member.

51.2 All nominations must be in writing and delivered to the secretary of the Association not less than fourteen (14) days prior to the date fixed for the annual general meeting.

51.3 A list of nominations must be made available to all members and delegates at the annual general meeting.

52 Election of President etc.

52.1 At the annual general meeting, separate elections must be held for each of the following positions:

(a) President;

(b) Vice-President;

(c) Secretary;

(d) Treasurer.

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

52.3 If more than one member is nominated, a ballot must be held in accordance with rule 54.

52.4 On his or her election, the new President may take over as Chairperson of the meeting.

53 Election of ordinary members

53.1 The annual general meeting must by resolution decide the number of ordinary members of the Board (if any) it wishes to hold office for the next year.

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

53.3 If the number of members nominated for the position of ordinary Board 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.

53.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54 Ballot

54.1 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.

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

54.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.

54.4 The election must be by secret ballot.

54.5 The returning officer must give a blank piece of paper to:

(a) each member present in person; and

(b) each proxy appointed by a member.

54.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

54.7 If the ballot is for more than one position:

(a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

(b) the voter must not write the names of more candidates than the number to be elected.

54.8 Ballot papers that do not comply with sub-rule 54.7(b) are not to be counted.

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

54.10 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

54.11 If the returning officer is unable to declare the result of an election under sub-rule 54.10 because 2 or more candidates received the same number of votes, the returning officer must:

(a) conduct a further election for the position in accordance with sub-rules 54.4 to 54.10 to decide which of those candidates is to be elected; or

(b) with the agreement of those candidates, decide by lot which of them is to be elected.

55 Term of office

55.1 Subject to sub-rule 55.3 and rule 56, a Board member holds office until the positions of the Board are declared vacant at the next annual general meeting.

55.2 A Board member may be re-elected.

55.3 A general meeting of the Association may:

(a) by special resolution remove a Board member from office; and

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

55.4 A member who is the subject of a proposed special resolution under sub-rule 55.3(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.

55.5 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.

56 Vacation of office

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

56.2 A person ceases to be a Board member if he or she:

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

(b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 67; or

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

57 Filling casual vacancies

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

(a) has become vacant under rule 56; or

(b) was not filled by election at the last annual general meeting.

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

57.3 Rule 55 applies to any Board member appointed by the Board under sub-rule 57.1 or 57.2.

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

Division 4—Meetings of Board

58 Meetings of Board

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

58.2 The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.

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

59 Notice of meetings

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

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

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

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

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

60 Urgent meetings

60.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Board member by the quickest means practicable.

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

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

61 Procedure and order of business

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

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

62 Use of technology

62.1 A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.

62.2 For the purposes of this Part, a Board member participating in a Board meeting as permitted under sub-rule 62.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 Quorum

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

63.2 The quorum for a Board meeting is the presence (in person or as allowed under rule 62) of a majority of the Board members holding office.

63.3 If a quorum is not present within 30 minutes after the notified commencement time of a Board 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 59.

64 Voting

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

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

64.3 Sub-rule 64.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.

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

64.5 Voting by proxy is not permitted.

65 Conflict of interest

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

65.2 The member:

(a) must not be present while the matter is being considered at the meeting; and

(b) must not vote on the matter.

65.3 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.

66 Minutes of meeting

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

66.2 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 65.

67 Leave of absence

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

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

PART 6—FINANCIAL MATTERS

68 Source of funds

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

69 Management of funds

69.1 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.

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

69.3 The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

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

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

69.6 With the approval of the Board, 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.

70 Financial records

70.1 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.

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

70.3 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 Board.

71 Financial statements

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

71.2 Without limiting sub-rule 71.1, 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 Board;

(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.

PART 7—GENERAL MATTERS

72 Common seal

72.1 The Association may have a common seal.

72.2 If the Association has a common seal:

(a) the name of the Association must appear in legible characters on the common seal;

(b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members;

(c) the common seal must be kept in the custody of the Secretary.

73 Registered address

73.1 The registered address of the Association is:

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

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

74 Notice requirements

74.1 Any notice required to be given to a member or a Board 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.

74.2 Sub-rule 74.1 does not apply to notice given under rule 60.

74.3 Any notice required to be given to the Association or the Board may be given:

(a) by handing the notice to a member of the Board; or

(b) by sending the notice by post to the registered address; or

(c) by leaving the notice at the registered address; or

(d) if the Board determines that it is appropriate in the circumstances:

(i) by email to the email address of the Association or the Secretary; or

(ii) by facsimile transmission to the facsimile number of the Association.

75 Custody and inspection of books and records

75.1 Members may on request inspect free of charge:

(a) the register of members;

(b) the minutes of general meetings;

(c) subject to sub-rule 75.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

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

75.3 The Board must on request make copies of these rules available to members and applicants for membership free of charge.

75.4 Subject to sub-rule 75.2, 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.

75.5 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.

76 Winding up and cancellation

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

76.2 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.

76.3 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.

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

77 Alteration of Rules

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