BRITISH AUSTRALIAN COMMUNITY INCORPORATED

Incorporation number: A0037770A (Vic)

RULES

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PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "British Australian Community Incorporated".

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

2 Purposes

The purposes of the association are:

(a) Represent the interests of Anglo Australians, being that segment of the Australian population descended from the Founding Peoples of the British Isles,

(b) Promote the past and present culture of Anglo Australians, whether developed in Australia, the British Isles, or other English-speaking countries,

(c) Make public and private representations to Australian Federal, State and local governments and statutory bodies, the media, corporations, individuals and the Australian public generally with a view to overcoming prejudice and misunderstanding regarding Anglo Australians, their history, heritage, and culture,

(d) Provide social activities and promote social relationships between members and between members and the general public,

(e) Do all such other things as are conducive or incidental to the attainment of the above objects or any of them.

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

Associate Member means a member referred to in rule 17;

Branch means a sub-group of the Association established in accordance with rule 46;

Chairman, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 51;

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

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

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

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 26(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 25;

disciplinary subcommittee means the subcommittee appointed under rule 23;

eligible member means a member who is financial and is entitled to vote at general meetings; is eligible to be a candidate for election at a general meeting; and is eligible to nominate and second a member at a general meeting election.

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;

Life Member means a member who has rendered special or valuable services to the Association and in respect of whom a resolution conferring Life Membership has been passed at a general meeting of the Association on the recommendation of the Committee. A Life Member will be entitled without payment of any subscription or other monies to all privileges of a financial member of the Association.

member means a member of the Association;

member entitled to vote means a member who under rule 16(2) is entitled to vote at a general meeting and in a Ballot;

Membership subcommittee means the subcommittee established by the Committee under rule 44(4) to manage membership applications in accordance with rule 13.

Officers means the Officers of the Association as elected under rule 58.

Ordinary Members means the Ordinary Members of the Committee as elected under rule 59.

registered signatory means a member of the Committee authorised under rule 54 to sign transactions against the Association's bank accounts.

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;

SIG means a Special Interest Group authorised to operate as a sub-group of the Association in accordance with rule 48;

the Act means the Associations Incorporation Reform Act 2012 (Victoria) 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

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

(2) Without limiting subrule (1), the Association may—

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

(b) open and operate accounts with financial institutions;

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

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

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

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

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

(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

(1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Subrule (1) does not prevent the Association from paying a member—

(a) reimbursement for expenses properly incurred by the member; or

(b) for goods or services provided by the member—

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

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

7 Use of technology

For the purposes of these Rules –

(1) The Committee may hold a disciplinary, general, committee or other meeting:

(a) in person; or

(b) using technology that allows members at that meeting to clearly and simultaneously communicate with each other; or

(c) by a combination of both meeting modes.

2) A member participating in a meeting as permitted under subrule (1) who is not physically present is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

3) The Committee must provide access to the meeting for all members who register to attend using technology in accordance with subrule (1).

8 Postal and/or electronic Ballots

(1) Any resolution that could be considered and voted upon at a general meeting (other than the election of a Chair or the adjournment of the meeting) may be submitted to eligible members and voted upon by postal and/or electronic ballot conducted at such time and in such manner as the Committee decides (subject to any applicable rules).

(2) If a ballot is required for the election for a Committee position, it must be conducted by a postal and/or electronic ballot under subrule (1) subject to specific procedures set out in rule 61.

(3) A resolution passed by a postal and/or electronic ballot is regarded as passed at the time the result of the ballot is declared, unless the wording of the resolution itself states otherwise.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

9 Minimum number of members

The Association must have at least 5 members.

10 Classes of Membership

The Association will consist of the following classes of members:

(a) Full Member (with full voting rights – see rule 16(2))

(b) Associate Member (with no voting rights – see rule 17(1))

(c) Life Member (see rule 4)

(d) Such other classes of membership as the Committee determine from time to time.

11 Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

12 Application for membership

(1) Associate Membership shall be open to all natural persons who have attained the age of 15 years, who:

a) support the purposes of the Association;

b) do not wish to take an active role in the affairs of the Association;

(c) submit an application through the Association's website.

(2) Full Membership shall be open to all natural persons who have attained the age of 18 years, who:

(a) support the purposes of the Association;

(b) are proposed and seconded by Full Members of the Association who are financial.

(3) Each applicant must apply in the manner as decided by the Association from time to time, including statements that the person—

(a) wishes to become a member of the Association; and

(b) supports the purposes of the Association; and

(c) agrees to comply with these Rules; and

(d) agrees to pay the annual subscription.

(4) Applicants who do not have a proposer and seconder may be accepted as Associate Members for their first year of Membership, before becoming eligible to apply for Full Membership.

13 Consideration of application

(1) After receipt, applications for Full Membership shall be referred to the next meeting of the Membership subcommittee for consideration.

(2) The subcommittee must consider each application and may:

a) recommend approval of Full Membership; or

b) defer approval pending receipt of specified further information; or

(c) recommend that the applicant be accepted as an Associate Member without the necessity to give or record any reasons therefore; or

(d) recommend rejection of the application without the necessity to give or record any reasons therefore and return any money accompanying the application to the applicant.

(3) A list of all properly completed applications for Full Membership, with the subcommittee's recommendation for each, must be presented by the Secretary to the next meeting of the Committee for approval.

(4) In all cases the Secretary will appropriately advise the applicant of the Committee decision promptly following the Committee meeting.

(5) Associate Membership applications are submitted through the Association's website and will be processed accordingly. The Secretary will report the names of all new members so processed to the next Committee meeting for ratification. If the Committee has reason to query an application for any reason other than administrative, then the application must be presented to the next Membership subcommittee meeting to resolve whether to accept or reject the application.

14 New membership

(1) If an application for membership is approved by the Committee—

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

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

(2) A person becomes a member of the Association and, subject to rule 16(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—

(a) the Committee approves the person's membership; or

(b) the person pays the joining fee.

15 Annual subscription and fee on joining

(1) There are no entrance fees.

(2) The fee on joining is the annual subscription for each membership class as determined by the Committee from time to time.

(3) The rights of a member (including the right to vote) who has not paid the annual subscription by the renewal date are suspended until the subscription is paid.

16 General rights of members

(1) A member of the Association who is entitled to vote has the right—

(a) to receive notice of general meetings and of proposed special resolutions in the manner 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 in a ballot; and

(e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 83; and

(f) to inspect the register of members.

(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 he or she became a member of the Association; and

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

17 Associate Members

(1) Associate Members have no voting rights and are not eligible to hold any elected position in the Association, nor to nominate others for membership or election, but may have other rights as determined by the Committee or by resolution at a general meeting.

(2) Associate Members may apply for Full Membership at the time of annual membership renewal, with such application subject to the same procedures as for any Full Membership application.

(3) Full Members may elect to alter their membership to Associate Member status at the time of annual membership renewal with such application to be automatically approved by the Secretary.

18 Rights not transferable

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

19 Ceasing membership

(1) The membership of a person ceases on 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.

20 Resigning as a member

(1) A member may resign by notice in writing given to the Association in accordance with rule 82(3).

(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.

21 Register of members

(1) The Secretary must keep and maintain a register of members that includes—

(a) for each current member—

(i) the member's name;

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

(iii) the date of becoming a member;

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

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

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

(2) Any Full Member may, at a reasonable time and free of charge, inspect the register of members.

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

Division 2—Disciplinary action

22 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.

23 Disciplinary subcommittee

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

(2) 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.

24 Notice to member

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

(a) stating that the Association proposes to take disciplinary action against the member; and

(b) stating the grounds for the proposed disciplinary action; and

(c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and

(d) advising the member that 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 26.

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

25 Decision of subcommittee

(1) At the disciplinary meeting, the disciplinary subcommittee must—

(a) give the member an opportunity to be heard; and

(b) consider any written statement submitted by the member.

(2) After complying with subrule (1), the disciplinary subcommittee may—

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

(b) subject to subrule (3)—

(i) reprimand the member; or

(ii) suspend the membership rights of the member for a specified period; or

(iii) expel the member from the Association.

(3) The disciplinary subcommittee may not fine the member.

(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.

26 Appeal rights

(1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 25 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

(2) The notice must be in writing and given—

(a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

(b) to the Secretary not later than 48 hours after the vote.

(3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

(4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—

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

(b) state—

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

(ii) the grounds for taking that action; and

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

27 Conduct of disciplinary appeal meeting

(1) At a disciplinary appeal meeting—

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

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

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

(2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

(3) A member may not vote by proxy at the meeting.

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

Division 3—Grievance procedure

28 Application

(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.

29 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.

30 Appointment of mediator

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 29, 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.

(2) The mediator must be—

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement—

(i) if the dispute is between a member and another member—a person appointed by the Committee; or

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

(3) 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—

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

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

31 Mediation process

(1) The mediator to the dispute, in conducting the mediation, must—

(a) give each party every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

32 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

33 Annual general meetings

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

(2) The Committee may determine the date, time and place of the annual general meeting.

(3) The Committee may determine that the annual general meeting be held using technology in accordance with Rule 7.

(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 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 the members of the Committee;

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

34 Special general meetings

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

(2) The Committee may convene a special general meeting whenever it thinks fit.

(3) No business other than that set out in the notice under rule 36 may be conducted at the meeting.

NOTE
General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 36 and the majority of members at the meeting agree.

35 Special general meeting held at request of members

(1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.

(2) A request for a special general meeting must—

(a) be in writing; and

(b) state the business to be considered at the meeting and any resolutions to be proposed; and

(c) include the names and signatures of the members requesting the meeting; and

(d) be given to the Secretary.

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

(4) A special general meeting convened by members under subrule (3)—

(a) must be held within 3 months after the date on which the original request was made; and

(b) may be held using technology in accordance with rule 7; and

(c) may only consider the business stated in that request.

(5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

36 Notice of general meetings

(1) The Secretary (or, in the case of a special general meeting convened under rule 35(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.

(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 37(5).

(3) This rule does not apply to a disciplinary appeal meeting.

NOTE
Rule 26(4) sets out the requirements for notice of a disciplinary appeal meeting.

37 Proxies

(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 (in writing or electronically) 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 (in writing or electronically) by the member.

(5) Notice of a general meeting given to a member under rule 36 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 Chairperson of the meeting before or at the commencement of the meeting.

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

38 Quorum at general meetings

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

(2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 7) of 10 of the 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 rule 35—the meeting must be dissolved;

NOTE
If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 35.

(b) in any other case—

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

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

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

39 Adjournment of general meeting

(1) The Chairman 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.

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

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

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

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

(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 36.

40 Voting at general meeting

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

(a) subject to subrule (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.

(2) If votes are divided equally on a question, the Chairman of the meeting has a second or casting vote.

(3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

(4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 27.

41 Special resolutions

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

NOTE
In addition to certain matters specified in the Act, a special resolution is required—

(a) to remove a committee member from office;

(b) to alter these Rules, including changing the name or any of the purposes of the Association.

42 Determining whether resolution carried

(1) Subject to subsection (2), the Chairman of a general meeting may, on the basis of a show of hands (including votes by proxy in accordance with rule 37), declare that a resolution has been—

(a) carried; or

(b) carried unanimously; or

(c) carried by a particular majority; or

(d) lost—

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

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

(a) the poll must be taken at the meeting in the manner determined by the Chairman of the meeting; and

(b) the Chairman must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the Chairman or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairman.

43 Minutes of general meeting

(1) The Committee must ensure that minutes are taken and kept of each general meeting.

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

(3) In addition, the minutes of each annual general meeting must include—

(a) the names of the members attending the meeting; and

(b) the apologies of members unable to attend; and

(c) the names of members whose proxy forms were given to the Chairman of the meeting under rule 37(6); and

(d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

44 Role and powers

(1) The business of the Association must be managed by or under the direction of a Committee.

(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 and dissolve subcommittees and working groups consisting of members with terms of reference it considers appropriate.

(4) At its first meeting after the annual general meeting, the Committee must appoint a Membership subcommittee to implement rule 13 and any related business.

45 Delegation

(1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—

(a) this power of delegation; or

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

(2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

(3) The Committee may, in writing, revoke a delegation wholly or in part.

46 Branches

(1) The Committee from time to time may establish Branches where this will benefit the Association.

(2) Such Branches must conduct their business in accordance with the direction of the Committee.

(3) All Branch funds and property are deemed to be assets of the Association.

47 Local and Regional Representatives

(1) The Committee from time to time may appoint members as local or regional Representatives to represent the Association in areas not served by existing Branches where the Committee considers that such appointment/s will benefit the Association.

(2) Such Representatives must conduct their business in accordance with the direction of the Committee.

48 Special Interest Groups

(1) The Committee may from time to time authorise members of the Association to form Special Interest Groups ("SIGs") for the purpose of pursuing common interests together under the auspices of the Association and with its active assistance.

(2) Such SIGs must conduct their business in accordance with the direction of the Committee.

(3) All SIG funds and property are deemed to be assets of the Association.

Division 2—Composition of Committee and duties of members

49 Composition of Committee

The Committee consists of—

(a) a President; and

(b) a Vice-President; and

(c) a Secretary; and

(d) a Treasurer; and

(e) up to four Ordinary Members of the Committee, elected under rule 59.

50 General Duties

(1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.

(2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

(3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

(4) 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.

(5) Committee members and former committee members must not make improper use of—

(a) their position; or

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

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

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

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

51 President and Vice-President

(1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairman for any general meetings and for any committee meetings.

(2) If the President and the Vice-President are both absent, or are unable to preside, the Chairman 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.

52 Secretary

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

2) The Secretary must—

(a) maintain the register of members in accordance with rule 21; and

(b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 78(3), all books, documents and securities of the Association in accordance with rules 80 and 83; and

(c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

(d) perform any other duty or function imposed on the Secretary by these Rules.

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

NOTE
A committee member may not hold the office of Secretary if they do not reside in Australia.

53 Treasurer

(1) The Treasurer must—

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

(b) ensure that all moneys received are paid into the account of the Association within 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 and electronic funds payments are authorised by one committee member in accordance with rule 77; and

(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 Committee prior to their submission to the annual general meeting of the Association.

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

54 Registered signatories

(1) The Committee must ensure that at least three committee members are registered as signatories for the Association's bank accounts.

(2) Any registered signatory who transacts authorised expenditure from the Association's bank accounts must:

(a) promptly advise the Treasurer; and

(b) provide relevant invoices or receipts to the Treasurer in order to maintain the Association's financial records.

Division 3—Election of committee members and tenure of office

55 Who is eligible to be a committee member

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

(a) is 18 years or over; and

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

56 Positions to be declared vacant

(1) This rule applies to any annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

(2) The Chairman of the meeting must declare vacant –

(a) all Ordinary Member positions on the Committee, and

(b) any Officer positions whose term expires at that annual general meeting,

and hold elections for those positions in accordance with rules 57 to 61.

57 Nominations

(1) Prior to the annual general meeting, the Secretary must call for nominations to fill the vacant positions on the Committee.

(2) Nominations of candidates for election as Officers of the Association or as Ordinary Members of the Committee –

(a) shall be made in writing or electronically, proposed and seconded by members entitled to vote, and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for holding of the annual general meeting.

(3) Candidates may be nominated for one position only. In the event that a candidate nominates for more than one position, the nominations shall be rejected.

(4) The Returning Officer must advise the candidate promptly of the acceptance of a valid nomination or request rectification if the nomination is invalid in any way.

58 Election of Officers

(1) When any of the following Officer positions fall vacant:

(a) President;

(b) Vice-President;

(c) Secretary;

(d) Treasurer

separate elections for vacant positions must be held at the next annual general meeting.

(2) If only one member is nominated for the position, the Chairman of the meeting must declare the member elected to the position.

(3) If more than one member is nominated for the position, a ballot must be held in accordance with rule 61.

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

59 Election of Ordinary Members

(1) In accordance with rule 49(e), the number of Ordinary Members of the Committee shall be no more than four.

(2) At each annual general meeting, a single election may be held to fill all of those positions.

(3) 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 Chairman of the meeting must declare each of those members to be elected to the position.

(4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 61.

60 Returning Officer

(1) The Committee may appoint and/or remove a Returning Officer from time to time.

(2) To protect the independence of the Returning Officer, the Returning Officer must not:

(a) vote at any election for which he or she officiates as Returning Officer; or

(b) be a candidate for election at any election at which he or she officiates as Returning Officer; or

(c) hold office as an Officer or as an Ordinary Member of the Committee while officiating as Returning Officer; or

(d) nominate or second any person for election to the Committee; or

(e) be an employee of the Association.

61 Procedure for the Ballot

(1) Each Eligible Member must be sent:

(a) a notice setting out:

(i) the names of the Officers and Ordinary Members of the Committee who are retiring;

(ii) the names of all candidates for election under the Ballot;

(iii) instructions for voting in the Ballot, including the opening and closing times for the Ballot, provided the Ballot is open for no less than 14 days; and

(iv) any recommendations of the Committee in relation to the election;

(b) Ballot Materials with the full names of all candidates for election in such order determined by lot and, if supplied by a candidate, a photograph and short statement.

(2) An Eligible Member may vote in person (where the ballot is held at a physical location), by post, electronically, or by such other means as may be prescribed by the Returning Officer from time to time.

(3) An Eligible Member may vote for up to as many candidates as there are vacancies to be filled.

(4) The Committee may engage a Registry Services Provider to assist with the conduct of the Ballot.

(5) At the closing of the Ballot the Returning Officer must, with the assistance of any Registry Services Provider, oversee the review and counting of ballot/s.

(6) If the Returning Officer is unable to declare the result of a Ballot because two or more candidates received the same number of votes, the Returning Officer must—

(a) conduct a further election for the position in accordance with subrules (1) to (5) to decide which of those candidates is to be elected; or

(b) allow one or more of the candidates to withdraw; or

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

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

(7) The results of the Ballot must be declared by the Returning Officer at the relevant annual general meeting.

62 Term of office for Ordinary members of the Committee

(1) With the exception of committee members appointed to casual vacancies under rule 66, an Ordinary Member's term on the Committee is for one year, commencing at the end of the annual general meeting at which that Ordinary Member was declared elected.

(2) Subject to rules 64, 65 and 66(5), an Ordinary Member of the Committee holds office until the end of the next annual general meeting.

(3) Subject to these Rules, a retiring Ordinary Member of the Committee is eligible for re-election.

63 Term of office for Officers of the Association

1) With the exception of committee members appointed to casual vacancies under rule 66, an Officer's term is for two years, commencing at the end of the annual general meeting at which that Officer was declared elected.

(2) Subject to rules 64 and 65, an Officer holds office until the end of the second annual general meeting following the annual general meeting at which that Officer was declared elected.

(3) Subject to these Rules, a retiring Officer is eligible for re-election.

64 Removal of member of the Committee

(1) 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.

(2) A member who is the subject of a proposed special resolution under subrule (1)(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.

(3) 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.

65 Vacation of office

(1) A committee member may resign from the Committee by written notice addressed to the Committee.

(2) 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 under rule 75; or

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

NOTE
A committee member may not hold the office of Secretary if they do not reside in Australia.

66 Filling casual vacancies

(1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—

(a) has become vacant under rule 65; or

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

(2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

(3) Rule 64 applies to any committee member appointed by the Committee under subrule (1) or (2).

(4) The Committee may continue to act despite any vacancy in its membership.

(5) The term of a committee member appointed under this rule shall be until the end of the next annual general meeting.

Division 4—Meetings of Committee

67 Meetings of Committee

(1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.

(2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.

(3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

68 Notice of meetings

(1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.

(2) Notice may be given of more than one committee meeting at the same time.

(3) The notice must state the date, time and place of the meeting.

(4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

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

69 Urgent meetings

(1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 68 provided that as much notice as practicable is given to each committee member by the quickest means practicable.

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

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

70 Procedure and order of business

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

(2) The order of business may be determined by the members present at the meeting.

71 Quorum

(1) No business may be conducted at a Committee meeting unless a quorum is present.

(2) Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

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

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

(b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 68.

72 Voting

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

(2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.

(3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

(4) If votes are divided equally on a question, the Chairman of the meeting has a second or casting vote.

(5) Voting by proxy is not permitted.

73 Conflict of interest

(1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

(2) The member—

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

(b) must not vote on the matter.

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

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.

74 Minutes of meeting

(1) The Committee must ensure that minutes are taken and kept of each committee meeting.

(2) The minutes must record the following—

(a) the names of the members in attendance at the meeting;

(b) the business considered at the meeting;

(c) any resolution on which a vote is taken and the result of the vote;

(d) any material personal interest disclosed under rule 73.

75 Leave of absence

(1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.

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

PART 6—FINANCIAL MATTERS

76 Source of funds

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

77 Management of funds

(1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

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

(3) The Committee may authorise the Treasurer or other registered signatory 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.

(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer or alternatively by one registered signatory.

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

(6) 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.

78 Financial records

(1) The Association must keep financial records that—

(a) correctly record and explain its transactions, financial position and performance; and

(b) enable financial statements to be prepared as required by the Act.

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

(3) The Treasurer must keep in his or her custody, or under his or her control—

(a) the financial records for the current financial year; and

(b) any other financial records as authorised by the Committee.

79 Financial statements

(1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

(2) Without limiting subrule (1), those requirements include—

(a) the preparation of the financial statements;

(b) if required, the review or auditing of the financial statements;

(c) the certification of the financial statements by the Committee;

(d) the submission of the financial statements to the annual general meeting of the Association;

(e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

80 Common seal

(1) The Association may have a common seal.

(2) If the Association has a common seal—

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

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

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

81 Registered address

The registered address of the Association is—

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

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

82 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) Subrule (1) does not apply to notice given under rule 69.

(3) Any notice required to be given to the Association or the Committee may be given—

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

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

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

(d) if the Committee 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.

83 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 subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

NOTE
See Note following rule 21 for details of access to the register of members.

(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 subrule (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.

84 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.

85 Alteration of Rules

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

NOTE
An alteration of these Rules does not take effect unless or until it is approved by the Registrar.