

Rules for an Incorporated Association

Under section 46 of the Associations Incorporation Reform Act 2012,

these Rules are taken to constitute the terms of a contract between the Association and its members.



PORT PHILLIP BASKETBALL ASSOCIATION INC

RULES OF INCORPORATION

August 2013

(developed in accordance with: Associations Incorporation Reform Act 2012)

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PART 1 PRELIMINARY

Rule 1 PORT PHILLIP BASKEBALL ASSOCIATION Incorporated
Number A00420937 – 25 January 2002

Rule 2 **Purposes of the Basketball Association:**

- To promote and encourage participation in Basketball within a framework of sound ethical practice;
- To nurture and promote basketball within the City of Port Phillip and the wider community;
- To promote basketball participation for a variety of age and skill levels;
- To organise basketball competitions and development programs that foster physical activity and wellbeing while promoting fun and enjoyment;
- To provide opportunities for training and accreditation for administrators, referees and coaches;
- To provide other officials of the game with adequate training opportunities to perform their duties;
- To provide pathways which will enable players to advance to an elite level.

Rule 3 **Financial year**

The financial year of the Association is 12 months beginning 1 February and ending 31 January.

Rule 4 **Definitions for 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 14(1).

chairperson of a general meeting or committee meeting means the person chairing the meeting as required under Rule 46;

committee of management means the governing body elected manage the business of the Association;

committee of management meeting means the meeting of the governing body elected manage the business of the Association ;

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

disciplinary appeal meeting means a meeting of the members of the Association convened under Rule 23 sub-rule 3;

disciplinary meeting means a meeting of the Committee 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 Division 1 Membership Rule 8;

member entitled to vote means a member who under Rule 13 sub-rule 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 under that Act;

the Registrar means the Registrar of Incorporated Associations.

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PART 2 POWERS OF ASSOCIATION

Rule 5 Powers of Association

Sub-rule 1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

Sub-rule 2 Without limiting sub-rule 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.

Sub-rule 3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

Rule 6 Not for profit organisation

Sub-rule 1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.

Sub-rule 2 Sub-rule 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 GREIVENCES

DIVISION 1 Membership

Rule 7 Minimum number of members

The association must have at least 50 members.

Rule 8 Who is eligible to be a member

- (a) Each team registered to play in Competitions conducted by PPBA

The Member team nominates one person (over the age of 18) to exercise voting rights at meetings.

- (b) any person who supports the purposes of the Association is eligible for membership.

Rule 9 Application for Membership

Sub-rule 1 To apply to become a member of the Association, a person must complete a written application to a committee member stating that the person-

- (a) wishes to become a member of the Association; and
- (b) supports the purposes of the Association; and
- (c) agrees to comply with these rules of Association.

Sub-rule 2 The application must -

- (a) be signed and dated by the applicant; and
- (b) have the appropriate verification documents; and
- (c) be accompanied by the joining fee as determined by the Association under Rule 12 sub-rule 3.

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- Rule 10 Consideration of application**
- Sub-rule 1 As soon as practicable after an application for membership is received, the committee of management must decide by resolution whether to accept or to reject the application.
- Sub-rule 2 The Committee of management must notify the applicant in writing of its decision as soon as practicable after the decision.
- Sub-rule 3 If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- Sub-rule 4 No reason need be given for the rejection of an application.
- Rule 11 New membership**
- Sub-rule 1 If an application for membership is approved by the Committee of Management-
- (a) the resolution for membership must be recorded in the minutes of the committee of management meeting; and
- (b) the Secretary or delegated authority will as soon as practicable enter name and address and the date of becoming a new member of the new member in the register of members.
- Sub-rule 2 A person becomes a member of the Association and, subject to Rule 13 Sub-rule 2, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which the-
- (a) The Committee of Management approves the membership; and
- (b) The person pays the joining fee.
- Rule 12 Annual subscriptions and fee on joining**
- Sub-rule 1 At each annual general meeting, the Association will determine-
- (a) the amount of the annual subscription for the following financial year; and
- (b) the date for payment of the annual subscription.
- Sub-rule 2 The Association may determine that a lower subscription is payable by associate members.
- Sub-rule 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.
- Sub-rule 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.
- Rule 13 General rights of Members**
- Sub-rule 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 (*Rule 75 Custody and inspection of books and records*); and
- (f) to inspect the register of members. (*Rule 75 Custody and inspection of books and records*)

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- Sub-rule 2 A member is entitled to vote if-
- (a) they are financial and not 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.

Rule 14 Associate members

- Sub-rule 1 Associate members of the Association include-
- (a) Any members under the age of 15 years; and
 - (b) other categories of member as determined by special resolution at a General Meeting
- Sub-rule 2 An associate member may not vote but may have other rights as determined by the Committee of Management or at a general meeting.

Rule 15 Rights not transferable

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

Rule 16 Ceasing membership

- Sub-rule 1 The Membership ceases on resignation, expulsion or death
- Sub-rule 2 If a person ceases to be a member of the Association, the Secretary or delegated authority, must, as soon as practicable, enter the date ceased to be a member in the register of members

Rule 17 Resigning as a member

- Sub-rule 1 A member may resign by giving notice in writing to the Committee of Management Chairperson
- Sub-rule 2 A member is taken to have resigned if —
- (a) The members annual subscription is more than 12 months in arrears; or
 - (b) Where no 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 he or she wishes to remain a member.

Rule 18 Register of members

- Sub-rule 1 The Secretary will keep and maintain a register of members that includes
- (a) For each 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 notice to that effect;
 - (v) any other information determined by the Committee of Management; and
 - (b) for each member the date of ceasing to be a member.
- Sub-rule 2 Any member may request to inspect the register of members provided there is no breach *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.*

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PART 3 MEMBERS, DISCIPLINARY PROCEDURES AND GREVIENCES ... continued

DIVISION 2 Disciplinary action

Rule 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.

Rule 20 Disciplinary Sub-committee

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

Sub-rule 2 The members of the disciplinary Sub-committee-

- (a) may be Committee of Management members, members of the Association or anyone else; but
- (b) must not be biased against, or in favour of, the member concerned.

Rule 21 Notice to member

Sub-rule 1 Before disciplinary action is taken against a member, the Secretary or designated person 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) setting out the member's appeal rights under Rule 23.
- (e) 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

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

Rule 22 Decision of Sub-committee

Sub-rule 1 At the disciplinary meeting, the disciplinary sub-committee must-

- (a) give the member an opportunity to be heard; and
- (b) consider any written statement submitted by the member.

Sub-rule 2 After complying with Sub-rule 1, the disciplinary Sub-committee may-

- (a) take no further action against the member; or
- (b) subject to sub-rule 3 -
 - (i) reprimand the member; or
 - (ii) suspend membership rights for a specified period; or
 - (iii) expel the member from the Association.

Sub-rule 3 The disciplinary subcommittee may not fine the member.

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- Sub-rule 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.

Rule 23 Appeal rights

- Sub-rule 1 A person whose membership rights have been suspended or who has been expelled from the Association under Rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- Sub-rule 2 The notice must be in writing and given –
- (a) to the disciplinary sub-committee 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.
- Sub-rule 3 If a person has given notice under sub-rule 2, a disciplinary appeal meeting must be convened by the Committee of Management as soon as practicable, but in any event not later than 21 days, after the notice is received.
- Sub-rule 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.

Rule 24 Conduct of disciplinary appeal meeting

- Sub-rule 1 At a disciplinary appeal meeting-
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee of Management 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.
- Sub-rule 2 After complying with sub-rule 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 person should be upheld or revoked.
- Sub-rule 3 A member may not vote by proxy at the meeting.
- Sub-rule 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

Rule 25 Application

- Sub-rule 1 At a disciplinary appeal meeting-
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee of Management 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.

Rule 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.

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- Rule 27 Appointment of mediator**
- Sub-rule 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 Committee of Management 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.
- Sub-rule 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 of Management; or
 - (ii) if the dispute is between a member and the Committee of Management or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- Sub-rule 3 A mediator appointed by the Committee of Management 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.

- Rule 28 Mediation process**
- Sub-rule 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.
- Sub-rule 2 The mediator must not determine the dispute.

- Rule 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 MEETING OF THE ASSOCIATION

- Rule 30 Annual General Meetings**
- Sub-rule 1 The Committee of Management must convene an Annual General Meeting of the Association to be held within 5 months after the end of each financial year.
- Sub-rule 2 Despite Sub-rule 1, the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- Sub-rule 3 The Committee of Management determines the date, time and place of the annual general meeting.
- Sub-rule 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 of Management 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 of Management in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee of Management,

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

Sub-rule 5 The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

Rule 31 Special General Meetings

Sub-rule 1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

Sub-rule 2 The Committee of Management may convene a special general meeting whenever it deems necessary.

Sub-rule 3 No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Rule 32 Special General Meeting held at request of members

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

Sub-rule 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 (each team is a member and is entitled to one representative person at meetings); and
- (d) be given to the Secretary.

Sub-rule 3 If the Committee of Management 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.

Sub-rule 4 A special general meeting convened by members under sub-rule (3)-

- (a) must be held within 3 months after the date on which the original request was made; or
- (b) may only consider the business stated in that request.

Sub-rule 5 The Association must reimburse all reasonable expenses incurred by members convening a special general meeting under Sub-rule 3.

Rule 33 Notice of General Meetings

Sub-rule 1 The Secretary (or, in the case of a special general meeting convened under Rule 32 Sub-rule 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.

Sub-rule 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 Sub-rule 5.

Sub-rule 3 This rule does not apply to a disciplinary appeal meeting.

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- Rule 34 Proxies**
- Sub-rule 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.
- Sub-rule 2 The appointment of a proxy must be in writing and signed by the member making the appointment.
- Sub-rule 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.
- Sub-rule 4 The appointment of a proxy must be on the form provided by the Committee of Management.
- Sub-rule 5 Notice of a general meeting given to a member under Rule 33 will-
- (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy the form that the Committee of Management has approved for the appointment of a proxy.
- Sub-rule 6 The form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- Sub-rule 7 The form appointing a proxy sent by post or electronic communication must be received by the Chairperson 24 hours before the commencement of the meeting.
- Sub-rule 8 A person appointed as a “proxy” may only represent one member and not multiple members.
- Rule 35 Use of technology**
- Sub-rule 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.
- Sub-rule 2 For the purposes of this Part, a member participating in a general meeting as permitted under Sub- rule 1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- Rule 36 Quorum at General Meetings**
- Sub-rule 1 No business may be conducted at a general meeting unless a quorum of members is present.
- Sub-rule 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.
- Sub-rule 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 will be dissolved;
 - (b) in any other case-
 - (i) the meeting will 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.
- Sub-rule 4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under Sub-rule 3(b), the members present at the meeting (no less than 3) may proceed with the business of the meeting as if a quorum were present.
- Rule 37 Adjournment of General Meeting**
- Sub-rule 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
- Sub-rule 2 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting –
- (a) if there is insufficient time to deal with the business at hand; and
 - (b) to give the members more time to consider an item of business.
- Sub-rule 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.

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- Sub-rule 3 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.

Rule 38 Voting at General Meeting

- Sub-rule 1 On any question arising at a general meeting -
- (a) subject to sub-rule 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.
- Sub-rule 2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- Sub-rule 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.
- Sub-rule 4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 24.

Rule 39 Special Resolutions

- Sub-rule 1 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.
- Sub-rule 2 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.

Rule 40 Determining whether resolution carried

- Sub-rule 1 Subject to sub-rule 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.
- Sub-rule 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.
- Sub-rule 3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- Sub-rule 4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson

Rule 41 Minutes of General Meetings

- Sub-rule 1 The Committee of Management must ensure that minutes are taken and kept of each general meeting.
- Sub-rule 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.
- Sub-rule 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 Sub-rule 6; and
 - (c) the financial statement submitted to the members in accordance with Rule 30 Sub-rule 4 (b)(ii); and

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- (d) the financial statements signed by two Committee of Management members certifying that the financial statements documents 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 COMMITTEE OF MANAGEMENT

DIVISION 1 Powers of the Committee of Management

Rule 42 Role and Powers

- Sub-rule 1 The business of the Association must be managed by the Committee of Management.
- Sub-rule 2 The Committee of Management 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.
- Sub-rule 3 The Committee of Management may-
 - (a) appoint and remove staff;
 - (b) establish sub-committees consisting of members with terms of reference it considers appropriate.

Rule 43 Delegation

- Sub-rule 1 The Committee of Management may delegate to a sub-committee any of its powers and functions other
 - (a) this power of delegation;
 - (b) a duty imposed on the Committee of Management by the Act or any other law;
- Sub-rule 2 The delegation may be verbal and must be in writing and may be subject to the conditions and limitations the Committee of Management considers appropriate.
- Sub-rule 3 The Committee of Management may verbally or in writing revoke a delegation wholly or in part.

DIVISION 2 Composition and Duties of Committee of Management members

Rule 44 Composition of Committee of Management

The Committee of Management consists of –

- (a) President; and
- (b) Vice President; and
- (c) Secretary; and
- (d) Treasurer; and
- (e) Competition Administrator; and
- (f) General members (if any) elected under Rule 53

Rule 45 General Duties

- Sub-rule 1 As soon as practicable after being elected or appointed to the Committee of Management, each individual must become familiar with these Rules and the Act.
- Sub-rule 2 The Committee of Management is collectively responsible for ensuring that the Association complies with the Act and these Rules.
- Sub-rule 3 Committee of Management members must exercise their powers and discharge their duties with care and diligence.
- Sub-rule 4 Committee of Management 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.

Rules for an Incorporated Association

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Sub-rule 5 Committee of Management 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

Sub-rule 6 In addition to any duties imposed by these Rules, a Committee of Management member must perform any other duties imposed from time to time by resolution at a general meeting.

Rule 46 President and Vice-President

Sub-rule 1 Subject to Sub-rule 2, the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Committee of Management meetings

Sub-rule 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 Committee of Management meeting—a member elected by the other members present.

Rule 47 Secretary

Sub-rule 1 The Secretary must perform duties and functions required under the Act and these Rules are carried out.

Sub-rule 2 The Secretary will-

- (a) ensure that a register of members is maintained in accordance with Rule 18; and
- (b) Keep custody of the common seal (if any) of the Association and except for financial records referred to in 70 (3).
- (c) keep custody of the Association's books, documents and securities in accordance with Rules 72 and 75 ; and
- (d) subject to the Act and these Rules,(Rule 18 Sub-rule 2) provide members with access to the register of members, the minutes of general meetings and other books and documents ; and
- (e) perform duties as required for the functioning of the Association and in accordance with these Rules.

Sub-rule 3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

Rule 48 Treasurer

Sub-rule 1 The Treasurer will-

- (a) keep monthly financial records for the Association; and
- (b) ensure that all money received is paid into the Association's Banking account within 5 working days after receipt; and
- (c) ensure that accounts payments are made from the Association's funds; and
- (d) ensure that debit/credit card holders keep accurate records of expenditure; and
- (e) ensure that the Association has appropriate security practices for operating debit/credit cards and internet banking facilities (including expenditure limits on card holders).
- (f) ensure cheques are signed by at least 2 Committee members.

Sub-rule 2 The Treasurer will-

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

Sub-rule 3 The Treasurer will ensure that at least one other Committee of Management member has access to the accounts and financial records of the Association.

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- Sub-rule 4 The Treasurer will ensure the financial records referred to in Rule 70(3) are observed and are stored centrally at the Association's Head Office

DIVISION 3 Election of Committee of Management members and tenure of office

Rule 49 Who is eligible to be a Committee of Management member

A member of the Association is eligible to be elected or appointed as a Committee of Management member if the member

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

Rule 50 Positions to be declared vacant

Sub-rule 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.

Sub-rule 2 The Chairperson of the meeting must declare all positions on the Committee of Management vacant and hold elections for those positions in accordance with Rules 51 to 54.

Rule 51 Nominations

Sub-rule 1 Prior to the election of each position, the Chairperson of the meeting will call for nominations to fill that position

Sub-rule 2 An eligible member of the Association may-

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

Sub-rule 3 A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

Rule 52 Election of Positions for the Committee of Management

Sub-rule 1 At the annual general meeting, separate elections will be held for each of the following positions—

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer.

Sub-rule 2 If only one member is nominated for the position, the Chairperson of the meeting will declare the member elected to the position.

Sub-rule 3 If more than one member is nominated, a ballot will be held in accordance with Rule 54.

Sub-rule 4 On his or her election, the new President may take over as Chairperson of the meeting

Sub-rule 5 The above positions Sub-rule 1 (a-d) will be known as The Executive of the Committee of Management.

Sub-rule 6 The Competition Administrator (or similar name) will be appointed to the Committee of Management.

Rule 53 Election of General Committee of Management Members

Sub-rule 1 The annual general meeting will decide, by resolution, the number of general members of the Committee of Management (if any) it wishes to hold office for the next year.

Sub-rule 2 The annual general meeting will decide, by resolution, the number of general members of the Committee of

Sub-rule 3 If the number of members nominated for the position of general committee of management member is less than or equal to the number to be elected, the Chairperson of the meeting will declare each of those members to be elected to the position.

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- Sub-rule 3 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 54.

Rule 54 Ballot

- Sub-rule 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
- Sub-rule 2 The returning officer must not be a member nominated for the position.
- Sub-rule 3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- Sub-rule 4 The election must be by secret ballot.
- Sub-rule 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.
- Sub-rule 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
- Sub-rule 7 The returning officer must give a blank piece of paper to-
- (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.
- Sub-rule 8 Ballot papers that do not comply with sub-rule (7)(b) are not to be
- Sub-rule 9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate
- Sub-rule 10 The returning officer will declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes
- Sub-rule 11 If the returning officer is unable to declare the result of an election under Sub-rule (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 (4) to (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.

Rule 55 Term of office

- Sub-rule 1 Subject to Sub-rule (3) and Rule 56, a Committee of Management member holds office until the positions of the Committee of Management are declared vacant at the next Annual General Meeting.
- Sub-rule 2 A committee of Management member may be re-elected.
- Sub-rule 3 A general meeting of the Association may-
- (a) by special resolution remove a Committee of Management member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- Sub-rule 4 A member who is the subject of a proposed special resolution under Sub-rule 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.
- Sub-rule 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.

Rule 56 Vacation of office

- Sub-rule 1 A Committee of Management member may resign from the Committee of Management by written notice addressed to the President
- Sub-rule 2 A person ceases to be a Committee of Management member if he or she –
- (a) ceases to be a member of the Association; or

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- (b) failed to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under rule 67; or
- (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

Rule 57 Filling casual vacancies

- Sub-rule 1 The Committee of Management may appoint an eligible member of the Association to fill a position that
 - (a) has become vacant under rule 56; or
 - (b) was not filled by election at the last annual general meeting.
- Sub-rule 2 If the position of Secretary becomes vacant, the Committee of Management must appoint a member to the position within 14 days after the vacancy arises.
- Sub-rule 3 Rule 55 applies to any Committee of Management member appointed under Sub-rule (1) or (2).
- Sub-rule 4 The Committee of Management may continue to act despite any vacancy in its membership.

DIVISION 4 Meetings of Committee

Rule 58 Meetings of Committee of Management

- Sub-rule 1 The Committee of Management will meet each month, during Competition, at times and places determined by the Committee.
- Sub-rule 2 The date, time and place of the first Committee of Management meeting must be determined by the members as soon as practicable after the annual general meeting of the Association at which the members of the Committee of Management were elected.
- Sub-rule 3 Special Committee of Management meetings may be convened by the Executive (Rule 52 Sub-rule 5) or any other Committee of Management member in consultation with at least one member of the Executive.

Rule 59 Notice of meetings

- Sub-rule 1 Notice of each committee meeting will be given to each Committee of Management member no later than 7 days before the date of the meeting.
- Sub-rule 2 Notice may be given of more than one committee meeting at the same time.
- Sub-rule 3 The notice must state the date, time and place of the meeting.
- Sub-rule 4 If a special Committee of Management meeting is convened, the notice will include the general nature of the business to be conducted.

Rule 60 Urgent meetings

- Sub-rule 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 Committee of Management member by the quickest means possible.
- Sub-rule 2 Any resolution made at the meeting must be passed by an absolute majority of the Committee of Management.
- Sub-rule 3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

Rule 61 Procedure and order of business

- Sub-rule 1 Meeting protocols for the Committee of Management meetings will be determined annually.
- Sub-rule 2 Meeting Agendas will be set but the order of business may be determined by the Committee of Management members present when appropriate.
- Sub-rule 3 The order of business may be determined by the members present at the meeting.

Rule 62 Use of technology

- Sub-rule 1 A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

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Sub-rule 2 For the purposes of this Part, a committee member participating in a Committee of Management meeting as permitted under Sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Rule 63 Quorum

Sub-rule 1 No business may be conducted at a Committee of Management meeting unless a quorum is present.

Sub-rule 2 The quorum for a Committee of Management meeting is the presence (in person or as allowed under Rule 62) of the majority of Committee members holding office.

Sub-rule 3 If a quorum is not present within 30 minutes after the notified commencement time of a committee of Management 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.

Rule 64 Voting

Sub-rule 1 On any question arising at a Committee of Management meeting, each member present at the meeting has one vote

Sub-rule 2 A motion is carried if a majority of Committee of Management members present at the meeting vote in favour of the motion.

Sub-rule 3 Sub-rule (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 of Management.

Sub-rule 4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote

Sub-rule 5 Voting by proxy is not permitted.

Rule 65 Conflict of interest

Sub-rule 1 A Committee of Management member who has a material personal interest in a matter being considered at a meeting must disclose the nature and extent of that interest to the Committee of Management.

Sub-rule 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

Sub-rule 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.

Rule 66 Minutes of meeting

Sub-rule 1 The Committee of Management must ensure that minutes are taken and kept of each meeting.

Sub-rule 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.

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Rule 67 Leave of absence

- Sub-rule 1 The Committee of Management may grant leave of absence from Committee of Management meetings when required for a period not exceeding 3 months.
- Sub-rule 2 The Committee must not grant leave of absence retrospectively unless it has satisfied that it was not feasible for the committee member to seek leave in advance.

PART 6 FINANCIAL MATTERS

Rule 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 Committee of Management.

Rule 69 Management of funds

- Sub-rule 1 The Association will open appropriate accounts with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- Sub-rule 2 Subject to any restrictions imposed by a general meeting of the Association, the Committee of Management may approve expenditure on behalf of the Association.
- Sub-rule 3 The Committee of Management may authorise the Treasurer to expend funds on behalf of the Association (including all electronic transfer) up to a specified limit without requiring approval from the Committee of Management for each item on which the funds are expended.
- Sub-rule 4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- Sub-rule 5 All funds of the Association will be deposited into the financial account of the Association no later than 5 working days after receipt.
- Sub-rule 6 With the approval of the Committee of Management, 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.

Rule 70 Financial records

- Sub-rule 1 The Association will 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.
- Sub-rule 2 The Association will retain the financial records for 7 years after the transactions covered by the records are completed.
- Sub-rule 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 of Management

Rule 71 Financial statements

- Sub-rule 1 For each financial year, the Committee of Management will ensure that the requirements under the Act relating to the financial statements of the Association are met.
- Sub-rule 2 Without limiting Sub-rule 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 of Management;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar (Consumer Affairs Victoria) of the financial statements and accompanying reports, certificates, statements and fee.

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PART 7 GENERAL MATTERS

Rule 72 Common Seal

Sub-rule 1 The Association may have a common seal.

Sub-rule 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 of Management and the sealing must be witnessed by the signatures of two committee of Management members;
- (c) the common seal must be kept in the custody of the Secretary.

Rule 73 Registered address

Sub-rule 1 The registered address of the Association is-

- (a) determined from time to time by resolution of the Committee of Management; or
- (b) PO Box 1184 South Melbourne 3205.

Rule 74 Notice requirements

Sub-rule 1 Any notice required to be given to a member or a Committee of Management 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.

Sub-rule 2 Sub-rule 1 does not apply to notice given under Rule 60.

Sub-rule 3 Any notice required to be given to the Association or the Committee of Management may be given-

- (a) by handing the notice to a member of the Committee of Management; 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 of Management 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.

Rule 75 Custody and inspection of books and records

Sub-rule 1 Members may request free of charge-

- (a) the register of members;
- (b) the minutes of general meetings;
- (c) subject to Sub-rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Sub-rule 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.

Sub-rule 3 The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

Sub-rule 4 Subject to Sub-rule 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.

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

Rule 76 Winding up and cancellation

- Sub-rule 1 The Association may be wound up voluntarily by special resolution.
- Sub-rule 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.
- Sub-rule 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.
- Sub-rule 4 The body to which the surplus assets are to be given must be decided by special resolution.

Rule 77 Alteration of Rules

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