



Lara Tennis Club Club Constitution

Version incorporating amendments as at
27 August 2019

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Lara Tennis Club

Club Constitution

Version adopted on
27 August 2019

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is “*Lara Tennis Club Incorporated*”.

2 Purposes

The purposes of the Association are—

- (a) provide for the advancement, encouragement, conduct, promotion and administration of the game of Tennis in Victoria ; and
- (b) to promote social activities among Members of the Club and other tennis clubs; and
- (c) to maintain and upgrade the Associations facilities and infrastructure for the benefit of the Members; and
- (d) affiliate and otherwise liaise with Victorian Tennis Association Incorporated and such bodies as may be desirable, in the pursuit of these Purposes; and
- (e) further develop the Association and tennis in Victoria into an organised institution and having regard to these Objects, to foster, regulate, organise, control, conduct and manage tournaments, competitions, displays and other activities; and
- (f) to promote the health and safety of Members; and
- (g) subject to the Tennis Australia’s National Policies, act as final arbiter on all matters

arising under the jurisdiction of the Association, including disciplinary matters; and

- (h) protect and advance the name and reputation of Tennis in Victoria; and
- (i) represent the interests of its Members and of Tennis generally in any appropriate forum; and
- (j) have regard to the public interest in its operations; and(k)seek and obtain improved facilities for the enjoyment of tennis; and
- (l) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

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 14(1);

Association means the incorporated association specific in rule 1;

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 44;

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;

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 any Member elected as a life member for long, distinguished and outstanding service to the Club pursuant to rule 30(1)(e);

Member means a member of the Association and includes Members Entitled to Vote, Life Members and Associate Members;

Member Entitled To Vote means a Member who under rule 13(2) is entitled to vote at a general meeting;

Rules means these rules of the Association;

Special Resolution means a resolution that requires not less than three-quarters of the Members Entitled to Vote voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

The Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

The Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (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.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 Members.

8 Who is eligible to be a member

Any person who supports the purposes of the Association, and the match rules of relevant associations to which the Club is affiliated, is eligible for membership.

9 Application for membership

- (1) To apply to become a Member of the Association, a person must submit a written application to a Committee Member.
- (2) The application—
 - (a) must be signed by the applicant; and
 - (b) may be accompanied by the joining fee as determined under rule 12.

- (3) An applicant is entitled to pay junior membership fees and compete in the next season's junior competitions provided they are under the age of eighteen (18) years on 1 October (Tennis Geelong Summer Season) or on 1 May (Tennis Geelong Winter Season).

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11 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 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
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- (a) the Committee approves the person's membership; or
- (b) the person pays the joining fee.

12 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Association may determine that a lower annual subscription is payable by Associate Members.
- (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.
- (4) The rights of a Member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights and obligations of members

- (1) Subject to subrule 13(2), 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
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Part 1—Preliminary

- (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 72; and
 - (f) to inspect the register of members; and
 - (g) use the facilities and infrastructure of the Association within the guidelines and rules set by the Committee; and
- (2) A Member is a Member 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.
- (3) For the avoidance of doubt, a Life Member is a Member Entitled to Vote and has the same rights but is not required to pay the annual subscription and joining fee.
- (4) On application for membership, all Members acknowledge and agree that—
- (a) these Rules constitute a contract between each of them and the Association and that they are bound by these Rules and any by-laws; and
 - (b) they shall comply with and observe these Rules and any by-laws; and

- (c) by submitting to these Rules and any by-laws, they are subject to the jurisdiction of the Association; and
 - (d) these Rules and any by-laws are necessary and reasonable for achieving the Purposes of the Association; and
 - (e) neither membership of the Association nor these Rules gives rise to:
 - (i) any proprietary right of Members in, to or over, the Association or its property or assets; and
 - (ii) any automatic right of a Member to renewal of their membership; and
 - (iii) subject to the Act and the Association acting in good faith, the right of Members to natural justice unless expressly provided for in these rules; and
 - (f) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Committee.
- (5) The liability of the Members of the Association is limited.

14 Associate members

- (1) Associate Members of the Association include—
 - (a) any Members under the age of 18 years; and
 - (b) any other category of Member as determined by the Committee or by special resolution at a general meeting.
- (2) An Associate Member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

15 Rights not transferable

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

16 Ceasing membership

- (1) The membership of a Member 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.

17 Resigning as a member

- (1) A Member may resign by notice in writing given to the Association.
- (2) A Member is taken to have resigned if—
 - (a) the Member's annual subscription is more than 3 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.
 - (c) Any failure by the Association to enforce a resignation under subrule 17(2) does not amount to a waiver by the Association of its rights nor does it mean the resignation is not of effect.

18 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 Member may, at a reasonable time and free of charge, inspect the register of members.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

The Committee retains the right to—

- (a) resolve to refuse entry to any person to participate in any Club activity; or
- (b) resolve to suspend or expel any Member from Club activities if his /her actions are considered to bring the Club into disrepute.

20 Appeal Rights

- (1) Any Member who has been subject to disciplinary action under subrule 19, may appeal the resolution.
 - (2) If a Member appeals a resolution under subrule 20(1), the Secretary shall—
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- (a) give written notice of the grounds for the resolution; and
 - (b) invite the appellant to give grounds for the appeal (either personally or in writing) for consideration by the Committee at a special Committee meeting to be held between two (2) and four (4) weeks after notice.
- (3) Any notice under subrule 20(2) will also advise the Member's right to take the matter further to a general meeting of Members should the special Committee meeting uphold the original resolution.

21 Disputes, Grievances and Mediation

- (1) Any grievance by a Member about a Committee action or inaction, or against another Member, must initially be forwarded in writing to the Committee via the Secretary.
- (2) If a notice is given under subrule 21(1), the Committee shall convene a meeting between the parties in dispute within fourteen (14) days seeking resolution.
- (3) Failing resolution, such grievance shall be the subject of a special general meeting.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30 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) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.

- (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 Committee Members;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee; and
 - (e) to determine any new Life Members, as nominated by the Committee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting, is a special general meeting.
- (2) A special general meeting may be convened by:
 - (a) the Committee whenever it thinks fit; or
 - (b) written request by at least 10 Members.
- (3) No business other than that set out in the notice under rule 32 may be conducted at the meeting.

32 Notice of general meetings

- (1) The Secretary must give to each Member of the Association at least 21 days' notice of a general meeting.
- (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.

33 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 of twelve (12) Members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) the meeting must be adjourned to a date not more than 14 days after the adjournment; and;
 - (b) 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.

34 Proxies

- (1) Should a Member Entitled To Vote not be able to attend a general meeting, that Member is entitled to appoint another as a proxy.
- (2) Proxies must be advised to the Secretary prior to the general meeting in writing.

35 Adjournment of general meeting

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.

36 Voting at general meeting

- (1) At a general meeting—
 - (a) subject to subrule (3), each Member Entitled To Vote has one vote; and
 - (b) Members Entitled to Vote may vote personally or by proxy.
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
 - (2) Except in the case of a special resolution, any question arising at a general meeting must be decided on a majority of votes.
 - (3) A special resolution is passed if not less than three quarters of the Members Entitled To Vote vote in favour of the resolution.
 - (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
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- (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.

37 Determining whether resolution carried

- (1) Subject to subsection (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.
- (2) If a poll (where votes are cast in writing) is demanded by three or more Members Entitled To Vote 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.
- (3) A poll demanded on the election of the Chairperson 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 Chairperson.

38 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) copies of any written proxy nomination made under these Rules; and
 - (c) the financial statements submitted to the Members; 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

39 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; and
 - (b) establish subcommittees consisting of Members with terms of reference it considers appropriate; and
 - (c) enact by-laws not inconsistent with these Rules to enable the efficient running of the

Association (and which will be binding on all Members and the Association), and to amend or rescind such by-laws as appropriate.

40 Delegation

- (1) The Committee may delegate to a Committee Member, 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.

Division 2—Composition of Committee and duties of members

41 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) ordinary Committee Members (if any) elected under rule 50.

42 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 Committee Members 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.
- (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.

43 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson 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 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 meeting—a Committee Member elected by the other Committee Members present.
- (2) The President is responsible for—
- (a) carrying into effect these Rules and any by-laws; and
 - (b) representing the Association to achieve its purposes.

44 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 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records, all books, documents and securities of the Association in accordance with these Rules; 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.

45 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 by at least 2 Committee Members.
- (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.

Division 3—Election of Committee members and tenure of office

46 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 a Member Entitled To Vote.

47 Positions to be declared vacant

- (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.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 48 to 54.

48 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (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.
- (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.

49 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;

(d) Treasurer.

- (2) If only one Member is nominated for the position, the Chairperson of the meeting must declare the Member elected to the position.
- (3) If more than one Member is nominated, a ballot must be held in accordance with rule 51.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

50 Election of ordinary members

- (1) The annual general meeting must by resolution decide the number of ordinary Committee Members (if any) it wishes to hold office for the next year.
- (2) 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 Chairperson 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 54.

51 Ballot

- (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.
 - (2) The returning officer must not be a Member nominated for the position.
 - (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
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- (4) The election must be by secret ballot.
- (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.
- (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.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (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 subrules (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.

52 Term of office

- (1) Subject to subrule (3) and rule 53, a Committee Member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A Committee Member may be re-elected.
- (3) 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.
- (4) A Member who is the subject of a proposed special resolution under subrule (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.
- (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.

53 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 67; or
- (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

54 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 53; 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 52 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.

Division 4—Meetings of Committee

55 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 Committee Members as soon as practicable after the annual general meeting of the Association at which the Committee Members were elected.

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

56 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.

57 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 56 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.

58 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.
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59 Use of technology

- (1) A Committee Member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that Committee Member and the Committee Members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Committee Member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

60 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 59) of a majority of the Committee Members holding office.
- (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 59.

61 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 Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

62 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 Committee Member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the Committee Member has in common with all, or a substantial proportion of, the Members of the Association.

63 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—
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- (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 62.

64 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

65 Source of funds

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

66 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 to expend funds on behalf of the Association
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(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 2 Committee Members.
- (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.

67 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.

68 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating
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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

69 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.

70 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.

71 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 57.
- (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.

72 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.
- (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.

73 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.

74 Alteration of Rules

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

75 Indemnity

- (1) Every Committee Member, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him/her in their capacity as Committee Member, officer, auditor, manager, employee or agent in defending any proceedings, whether investigatory, civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.
- (2) The Association shall indemnify its Committee Members, officers, managers and employees against all damages and costs (including legal

costs) for which any such Committee Member, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct in the case of.

- (a) a Committee Member or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (a) an employee, performed or made in the course of, and within the scope of their employment by the Association.
- (3) The Association may in its discretion pay any costs in advance.

76 Interpretation

In these Rules:

- (1) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, these Rules; and
- (2) words importing the singular include the plural and vice versa; and
- (3) words importing any gender include the other genders; and
- (4) headings are for convenience only and shall not be used for interpretation; and
- (5) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time; and
- (6) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person; and

- (7) except where the contrary intention appears, in these Rules, an expression that deals with a matter under the Act has the same meaning as that provision of the Act; and
- (8) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (9) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and
- (10) the model rules made under the Act are expressly displaced.

77 Enforceability

If any provision of these Rules or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of these Rules and its validity or enforceability shall not be affected by the severance in any other jurisdiction.
