

Proposed changes of the Rules of the AGTV for the Special General Meeting

DRAFT 15

Black = wording of Model Rules Blue = past AGTV amendments or additions

PART 1 — PRELIMINARY

1 Name

The name of the incorporated association is "Association of German Teachers of Victoria Incorporated." (AGTV), hereafter referred to as 'the Association'. Registration No. A0024716J

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents. The AGTV is not registered for the GST: ABN 69 688 318 657

2 Purposes

The purposes of the association are to support the teaching and learning of German by:

- a) facilitating professional learning, discussion and collaboration between teachers in Victoria and beyond;
- b) facilitating and promoting educational opportunities for learners of German in local and global settings;
- c) promoting the diversity of languages and cultures of contemporary German-speaking and Australian communities;
- d) promoting the transdisciplinary and lifelong opportunities for users of German in Australia and throughout the world;
- e) advocating for the teaching and learning of German;
- f) affiliating or cooperating with institutions, associations, government departments and others supporting German and Languages education in Victoria, interstate and overseas, providing representation when required.

3 Financial year

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

Note

An annual subscription is a calendar year for individual and Victorian school members.

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);

agent means *contracted personnel providing administrative support to the Association under the direction of the Committee, who may be a committee member or co-opted member to the Committee;*

annual subscription means *the amount to be paid to complete an application for membership, or to renew membership each year;*

associate member means a member [with no voting rights](#) referred to in rule 14;

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

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

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

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

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(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;

ex-officio means [former members of the Committee, who may be invited to attend meetings to assist with succession to the new Committee](#);

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;

German in these rules means [German as a pluricentric language with a variety of regional standards and dialects](#);

individual membership means [a person holding membership and entitled to vote](#)

institution means [a registered school or educational institution, who may be eligible for associate membership](#);

member means a member of the Association;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

representative of an institution means [a person authorised to apply for associate membership on behalf of the institution](#);

services and opportunities means [any activity, event or support provided under the direction of or supported by the Committee](#);

special resolution means a resolution that requires not less than three quarters of the [members present at a general meeting to vote in favour of the resolution, for it to be deemed as passed](#);

subcommittee means [any group of members acting under the direction of the Committee](#);

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;

the Secretary (formerly known as the public officer) under the Act now means the person with statutory responsibilities including being responsible for lodging all documents with the Registrar and maintaining the register of members, and under these Rules, includes other responsibilities under rule 47.

PART 2 — POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;

- (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—
 if this is done in good faith on terms no more favourable than if the member was not a member.

Note

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

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 10 members.

8 Who is eligible to be a member

Any person supporting the purposes of the Association is eligible for [individual membership](#), and [any institution or person may be eligible for associate membership under rule 14](#).

9 Application for membership

- (1) [Submitting an application for membership of the Association means the applicant supports the purposes of the Association and agrees to comply with these Rules.](#)
- (2) [The application for individual or associate membership must be submitted by:](#)
 - (a) [the person applying for individual membership; or](#)
 - (b) [the representative of the institution or person applying for associate membership under rule 14;](#)
- (3) [An application must be accompanied by the annual subscription and will not be approved until that payment is received.](#)

Note

[The annual subscription is determined by the Committee under rule 12.](#)

10 Consideration of application

- (1) The Committee reserves the right to accept or reject an application for membership.
- (2) If accepted, the application will be approved, and if rejected, any money accompanying the application must be returned to the applicant.
- (3) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved, 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 13(2), is entitled to exercise their rights of membership from the date, whichever is later, on which—
 - (a) the annual subscription is received; and
 - (b) the membership is approved.

12 Annual subscription

- (1) Annual subscriptions for individual and Victorian school membership are for a calendar year and due early in the year on the dates determined by the Committee.
- (2) The Committee determines the amount and dates annual subscriptions are due for individual and associate members, and in the case of associate members, the range of categories and rights under rule 14.
- (3) The Committee may nominate any person for Honourary Life Membership, who, when ratified at a general meeting, will not be required to pay the annual subscription, but retain the right to vote.
- (4) The rights of members (including those with the right to vote) who have not paid the annual subscription by the due date are suspended until the annual subscription is paid.

13 General rights of members

- (1) A member of the Association who is entitled to vote has, subject to subrule (2), 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;
 - (f) to inspect the register of members;
 - (g) to services and opportunities provided for individual members or supported by the Association at member rates (if any), as determined by the Committee.
- (2) A member is entitled to vote if—
 - (a) the member is a member other than an associate member; and

- (b) resides in Victoria; and
(c) more than 10 business days have passed since he or she became a member of the Association;
and
(d) all monies due and payable to the Association have been paid; and
(e) the member's membership rights are not suspended for any reason.

14 Associate members

(1) Associate members of the Association include—

(a) **Victorian schools** - with rights as determined by the Committee under subrule (2), including the eligibility of students for specific services and opportunities supported by or under the direction of the Committee at associate member rates.

(b) **Any other person or institution** - who subscribe for specific services that may be offered by the Association under the direction of the Committee, which may include subscriptions to journals;

(c) Any other category of **associate** member as determined by the Committee.

(2) Associate members 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 person ceases on resignation, expulsion or death.

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

17 Resigning as a member

(1) A member may resign by notice in writing given to the Association.

Note

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

(2) A member is taken to have resigned if—

(a) the member's annual subscription is more than **6 months** in arrears; or

(b) where no annual subscription is payable—

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

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

18 Register of members

(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 notices 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) an email contact (if any)
 - (vi) any other information determined by the Committee; and
- (b) for each former member, the name and date of ceasing to be a member for a period of 7 years.

(2) Any member may, subject to rule 75 (1) (2), at a reasonable time and free of charge inspect the register of members, but the Committee will determine if the member can make copies under rule 42(6).

(4) Members must not make improper use of the information recorded on the register of members.

(5) The Committee may use information from the register of members for the management of the association and its purposes under these rules, subject to any restrictions under section 59 of the Act and the privacy policy of the Association.

Note

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

It is responsibility of each member to notify the Association of any changes to the details required to be kept by the Secretary under 18 (1).

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

20 Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Committee members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary

subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and

- (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23 Appeal rights

- (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.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and

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

24 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Parties must attempt to resolve the dispute

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

27 Appointment of mediator

- (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 the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by

the Committee; or

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

(3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

28 Mediation process

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

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party;
and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 — GENERAL MEETINGS OF THE ASSOCIATION

30 Annual general meetings

(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; and
 - (iii) the audited accounts and auditor's report required under rule 48(2)(c).

(c) to elect the members of 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 or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (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

(iii) if applicable, comply with rule 34 (1)

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

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

(1) For members entitled to vote at a general meeting where the intention is to propose a special resolution to change these Rules, members may vote by proxy given to the Secretary or President at least 48 hours prior to the start of the general meeting.

(2) Except for subrule (1), voting by proxy is not allowed under these Rules.

(3) A committee member who is unable to be present at the first committee meeting may give written notice to the Secretary or other committee member to give to the Chairperson at the start of the meeting indicating the offices on the Committee for which they would accept a nomination.

35 Use of technology

(1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

(2) For the purposes of this Part, a member participating in a general meeting as permitted under 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.

36 Quorum at general meetings

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

(2) The quorum for a general meeting is the presence (physically or as allowed under rule 35, and only by proxy under rule 34(1)) of 5% of the members entitled to vote.

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

(a) in the case of a meeting convened by, or at the request of, members under rule 32— the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

(b) in any other case—

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

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

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

37 Adjournment of general meeting

- (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.
- (2) Without limiting subrule (1), a meeting may be adjourned—
- (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at general meeting

- (1) On any question arising at a general meeting—
- (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) [subject to rule 34 \(1\), members may vote in person; and](#)
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24

Note

[Voting in person includes votes under rule 35](#)

39 Special resolutions

- (1) A special resolution is passed, if not less than three quarters of the members voting at a general meeting in person vote [subject to rule 34 \(1\)](#) in favour of the resolution, [and the result of the vote is recorded in the minutes.](#)

Note

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

- (a) to remove a committee member from office ;

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

40 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 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.

41 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) proxy forms received by the Secretary or President in relation to rule 34 (1); and
- (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
- (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (e) the audited accounts and auditor's report under rule 48 (2)(c), or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

42 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 agents;

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

(c) co-opt additional members and non-members to the Committee as required, who shall have speaking rights, but no voting rights;

(d) nominate members to represent the Committee;

(e) require the convenors of subcommittees, representatives and agents and staff to provide timely reports to the Committee.

(4) The Committee may determine—

(a) if any services or opportunities managed by or under the direction of the Committee will be offered to non-members; and

(b) if distinctions will be made between members and non-members, including those related to registration fees for professional development and events for students held or supported by the AGTV.

(5) The Committee determines who has access to the minutes of Committee meetings.

(6) The Committee must determine on a case by case basis if a member, who has made a request to the Secretary to inspect the register of members, is allowed to make copies of the register.

(7) Every committee member has responsibilities under rule 45 and is expected to work on subcommittees as required.

(8) The Committee may nominate a person for Honourary Life Membership to be ratified at a general meeting.

43 Delegation

(1) The Committee may delegate to a member of the Committee, a subcommittee or staff or agent, 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

44 Composition of Committee

(1) The Committee consists of up to 20 elected individual members elected under rules 51 and 52.

(2) Any co-opted committee members under rule 42 (c).

(3) The elected Committee elects the President etc under rule 53 at the first committee meeting held as soon as practicable after the annual general meeting.

(4) The Committee may invite members and others to attend committee meetings—

- (a) to provide advice to the Committee, including ex-officio to assist in succession to the new Committee;
- (b) to make presentations to the Committee; or
- c) to observe the meeting with speaking rights decided by a majority of those present at the meeting.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules;
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

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

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

46 President and Vice-Presidents

- (1) Subject to subrule (2), the President or, in the President's absence, **one of the Vice-Presidents** is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-Presidents are **all** 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.
- (3) **The President and Vice-Presidents must—**
 - (a) **oversee the day to day management of association business with the support of the Assistant Secretary; and**
 - (b) **support the Secretary, Treasurer in meeting responsibilities under these Rules; and**
 - (b) **manage responsibilities to other groups with which the Association is connected.**

47 Secretary

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

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (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), all books, documents and securities of the Association in accordance with rules 72 and 75, except for the financial records referred to in rule 70(3);
 - (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 notify the Committee of a request received from a member to inspect the register of members to provide for rule 42(6).
- (4) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (5) The Secretary must work with the Treasurer to—
 - (a) maintain the register of members; and
 - (b) determine eligibility to vote at a general meeting; and
 - (c) determine eligibility to access services at member rates; and
 - (d) coordinate the preparation and distribution of notices for general meetings, and the receipt and giving of other notices under these Rules

Note

All requests to restrict access to the register of members must be handled by the Secretary, subject to section 59 of the Act and these Rules.

48 Treasurer

- (1) The Treasurer must—
 - (a) oversee processes to receive all moneys paid to or received by the Association;
 - (b) ensure that all moneys received are paid into an account of the Association within 30 days after receipt;
 - (c) ensure payments are authorised by the Committee from the Association's funds; and
 - (d) oversee the management of funds under rule 69;
 - (e) ensure all cheques are signed by at least 2 committee members, and in the case of electronic transfers, ensure all payments from Association funds are approved by 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) work with the Secretary under rule 47 in maintaining the register of members and determining eligibility for services; and
 - (d) coordinate the timely 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; and
 - (e) submit the financial statements for audit prior to the annual general meeting.
- (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

49 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) entitled to vote at a general meeting; and

50 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 51, 52 and 54.

51 Nominations

- (1) The Committee must call for nominations of current individual members to fill positions on the next Committee under rule 13(2) at least 14 days prior to the annual general meeting.
- (2) Nominations must be in writing and seconded by another member entitled to vote under rule 13(2).
- (3) An eligible member of the Association under rule may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (4) Nominations to the Committee must be given in the form approved by the Committee to the Secretary or President 24 hours prior to the start of the annual general meeting.
- (5) Subject to rule 12(5) or any other reason under these Rules of the Act known to the Secretary restricting eligibility, nominations received prior to the meeting will be eligible for nomination.
- (6) The Chairperson of the new Committee must call for nominations for positions of President etc under rule 53 (2) at the first Committee meeting, and have each nomination seconded to be eligible for election.
- (7) Only elected committee members may nominate and second a nomination to co-opt a person to the Committee.

52 Election of Committee

- (1) The Committee is elected at the annual general meeting to hold office, subject to rule 55 and 56, until the next annual general meeting.
- (2) A single election may be held to fill **up to 20** positions available on the Committee under rule 44 (1).
- (3) The Chairperson will make known to those present at the meeting the names of eligible nominations under rule 13(2) received by the Secretary or President under rule 51(1) to (5).
- (4) If the number of members nominated to the Committee 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 Committee.
- (5) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

53 Election of the President etc

- (1) As soon as practicable following the annual general meeting, the new Committee must meet and appoint a Chairperson to conduct separate elections in accordance with rules 51(6) and 54 for—
 - (a) President;
 - (b) **two** Vice-Presidents
 - (c) Secretary;
 - (d) Treasurer; **and**
 - (e) Assistant Secretary
- (2) A committee member may—
 - (a) nominate himself or herself; or
 - (b) be nominated by another committee member with the committee member's consent given in person at the meeting, or, if the nominee is unable to be present at the meeting, in writing under 34(3).
- (3) If only one committee member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (4) If more than one committee member is nominated, a ballot must be held in accordance with rule 54.
- (5) On his or her election, the new President may take over as Chairperson of the meeting.
- (6) A member of the Committee who is nominated for a position and is not elected to that position may be nominated for any other position for which an election is yet to be held
- (7) The Secretary and any other committee member may hold more than one elected office on the Committee listed under 53(1).

54 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.
- (4) The election must be by secret ballot.

- (5) The returning officer must give a blank piece of paper to **each member entitled to vote present at the meeting**.

Note

A proxy vote is only allowed under rule 34(1).

- (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.

Examples

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

55 Term of office

- (1) Subject to subrule (3) and rule 56, 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.

56 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.

Note

A Committee member may not hold the office of secretary if they do not reside in Australia.

57 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 56; 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 55 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

58 Meetings of Committee

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.
- (4) A member of the Association may request to attend a meeting by prior arrangement with the President or one of the Vice-Presidents, and may be granted speaking rights by a majority of those present at the meeting.

59 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.

60 Urgent meetings

- (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 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.

61 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.

62 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.

63 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 62) of a majority of the committee members (or 6) 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.

64 Voting

- (1) On any question arising at a committee meeting, each committee member holding office 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 [at Committee meetings](#) is not permitted under these rules.

65 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

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

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

66 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.
- (3) The Assistant Secretary must ensure minutes are taken and discussed with the Chairperson at the meeting prior to forwarding to committee members.
- (4) The Committee determines who may have access to the minutes other than the elected committee members under rule 42 (5).

67 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 6 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

68 Source of funds

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

69 Management of funds

- (1) The Association must **open accounts with financial institutions as required from which all expenditure 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 **and, for specified purposes, other members of the Committee,** to expend funds **within a budget** on behalf of the Association 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) **The Committee may authorise the Treasurer to expend funds by electronic transfer to make payments from Association funds, with each transfer requiring the approval by 2 committee members.**
- (6) All funds of the Association must be deposited into a financial account of the Association **within 30 days after receipt.**
- (7) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 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.

71 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) the certification of the financial statements by the Committee;
 - (c) the submission of the financial statements to the annual general meeting of the Association;
 - (d) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
- (3) **Under these rules, the financial statements must be submitted for audit.**

PART 7 — GENERAL MATTERS

72 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.

73 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee, [which may be a Post Office Box](#); or
- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

74 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 60.
- (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) 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 [a facsimile number approved by the Committee for a specific purpose](#).

Note

[Notices will usually be given by the Committee to individual members by email when available.](#)

75 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2) [and rule 18\(3\)](#), 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, [and subject to rule 42 \(5\)](#), —

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

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

76 Winding up and cancellation

- (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.

77 Alteration of Rules

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

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.
