

CONSTITUTION
OF
GIPPSLAND CROQUET ASSOCIATION INC

REGISTERED No. A0017839N

Adopted - 27th January 2015

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PART 1 – PRELIMINARY

1. *Name*

The name of the incorporated Association is GIPPSLAND Croquet Association Inc. (in these Rules called "the Association").

2. *Purposes*

To foster, organise and promote the playing of both social and competitive croquet and other mallet sports..

To be, and remain, a Member of the Victorian Croquet Association Inc.

To adopt in principle the Purposes of the Victorian Croquet Association Inc.

To apply and abide by the laws of the game of croquet, as approved by the Australian Croquet Association Inc., in all competitions and matches conducted by the Association.

To carry out any other activities that would facilitate the achievement of these purposes.

To represent the members of the Association to the Victorian Croquet Association Inc. State Council and to act as a communication channel between the Association, the Victorian Croquet Association Inc. and other Regional Association Members.

3. *Financial Year*

The financial year of the Association is each period of 12 months ending on 31st May.

4. *Definitions*

(1) In these Rules, unless the contrary intention appears –

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

"Act" means the Associations Incorporation Reform Act 2012;

"committee" means the Executive of the Association;

“Council” means the Council of the Association comprising two (2) representatives of each member;

"member" means Croquet Clubs within the geographical area covered by the Association;

“ordinary members of the Council” means a member of the Council who is not an officer of the Association under Rule 42, but serves on the Council as a representative of the members.

5. *Alteration of the rules*

- (1) These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.
- (2) The Rules and statement of purposes of the Association may only be altered by a duly convened meeting of members called for that purpose and of which at least 21 days notice has been given before the meeting is held. A majority of seventy-five percent is required for any Rule to be altered or rescinded. No such resolution shall be of any force unless approved by a meeting of the Victorian Croquet Association Inc.

PART 2 – POWERS OF ASSOCIATION

6. *Powers of Association*

1. Subject to the Act, the Association has the power to do all things incidental or conducive to achieve its purposes.
2. Without limiting subrule (1), the Association may—
 - a. Acquire, hold or dispose of real or personal property;
 - b. Open and operate accounts with financial institutions;
 - c. Invest its money in any security in which trust moneys may lawfully be invested;
 - d. Raise and borrow money on any terms and in any manner 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 incomes and assets (including surplus) for its purposes.

7. *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 more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES and GRIEVANCES

8. *Membership*

The Association must have at least 10 members.

9. *Who is eligible to be a member*

Any Club that supports the purposes of the Association is eligible for membership,

- (1) A Club which applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules.

10. Application for membership

- 1) The application of a Club for membership of the Association must -
 - (a) be made in writing stating that the Club wishes to become a member of the Association; supports the purposes of the Association; and agrees to comply with these Rules; and—
 - (b) be lodged with the Secretary of the Association.

11. Consideration of application

- (1) As soon as practicable after the receipt of the application the Secretary must refer the application to the Association.
- (2) The Council must determine whether to approve or reject the application.
- (3) If the Council approves the application for membership, the Secretary must, as soon as practicable-
 - (a) Notify the applicant in writing of the approval of the membership, and
 - (b) Request payment within 28 days after the receipt of the notification of the sum payable under these rules as the first year's annual subscription.

12. New membership

- (1) the resolution to accept the membership must be recorded in the minutes of the Council meeting; and
- (2) the Secretary must, within 28 days after receipt of the amount referred in sub-rule (13), enter the applicant's name in the register of members.
- (3) if the Council rejects the application, the Council must, as soon as practicable, notify the applicant in writing that the application has been rejected.

13. Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine—
 - (a) the amount of the annual subscription for the following year;
 - (b) the amount, if any, of the joining fee; and
 - (b) the date for payment of the annual subscription and joining fee

14. General rights of members

- (3) an applicant for membership becomes a member and is entitled to exercise the rights of membership when the Club's name is entered in the register of members.
- (5) A right, privilege, or obligation of a Club by reason of membership of the Association-
 - (a) is not capable of being transferred to another Club; and
 - (b) terminates upon the cessation of membership whether by winding up, resignation or otherwise.

15. Associate members

There will be no provision for Associate members

16. Ceasing membership

- (1) A member of the Association who has paid all moneys due and payable by the member to the Association may resign from the Association by giving one months notice in writing to the Secretary of the Association of the intent.
- (2) After the expiry of the period referred to in sub-rule (1)-
 - (a) the Club ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the Club ceased to be a member.
- (3) A member is taken to have resigned if the member's annual subscription is more than 12 months in arrears

17. Register of members

- (1) The Secretary must keep and maintain a register of members containing –
 - (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
- (2) A version of the register containing information approved by the individual members under the Privacy Act, must be available for inspection free of charge and copying by members upon request.

DIVISION 2 – DISCIPLINARY ACTION

18 Discipline, Expulsion and Suspension of members

- (1) Subject to these Rules, if the Council is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Council may by resolution-
 - (a) Suspend that member from membership of the Association for a specific period; or
 - (b) Expel that member from the Association;
- (2) A resolution of the Council under sub-rule (1) does not take effect unless
 - (a) at a meeting held in accordance with sub-rule (3), the Council confirms the resolution; and
 - (b) if the member exercise a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.
- (3) A meeting of the Council to confirm or revoke a resolution under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).

- (4) For the purpose of giving notice in accordance with sub-rule (3) the Secretary must, as soon as practicable, cause to be given to the member a written notice-
- (a) setting out the resolution of the Council and the grounds on which it is based; and
 - (b) stating that a representative of the Club may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the representative may do one or both of the following -
 - (i) attend the meeting;
 - (ii) give to the Association before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the Council confirms the resolution, the Club may, not later than 48 hours after the meeting, give the Secretary a notice to the effect that the Club wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the Council to confirm or revoke a resolution passed under sub-rule (1), the Council must -
- (a) give the member's representative an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or revoke the resolution.
- (6) If at a meeting of the Council, the Council confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Club wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), they must notify the Council, and the Council must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7)-
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution ; and
 - (c) the representative of the Club must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person in favour of the resolution. In any other case, the resolution is revoked.

19. Disputes and Mediation.

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between -
- (a) a member and another member; or
 - (b) a member and the Association
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.

- (3) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be -
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement -
 - (i) in the case of a dispute between a member and another member, a person appointed by the Council of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
(This Rule provides for resolution of a dispute by a referee. The Act provides another procedure whereby application may be made to the Magistrates' Court for an order declaring and enforcing rights or obligations of members between themselves, or of the Association and a member between themselves. The Court may refuse to make an order, or may make an order for costs, if the Court is of the opinion that the application is unreasonable or the issue trivial.)
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

20. *Annual general meeting*

- (1) The Council must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Council may determine the date, time and place of the annual general meeting of the Association.
- (3) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (4) The ordinary business of the annual general meeting shall be -
 - (a) to confirm the minutes of the previous annual general meeting;

- (b) to receive from the Council reports upon the transactions of the Association during the last preceding financial year;
 - (c) to receive and consider the financial statements submitted by the Association in accordance with Part 7 of the Act;
 - (d) to elect officers of the Association who are then also the members of the executive committee;
 - (e) to set the application, membership and attendance fee;
 - (f) to elect an auditor for the ensuing year;
 - (g) to elect two delegates to represent the Association at VCA;
 - (h) to consider any general business.
 - (i) to appoint the signatories for Association cheques, bills of exchange, promissory notes and other negotiable instruments for the ensuing year;
- (5) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

21. *Special general meeting*

- (1) In addition to the Annual General Meeting special general meetings may be held the same year. All general meetings other than the Annual General Meeting are Special General Meetings.
- (2) The Council may, whenever they think fit, convene a special general meeting of the Association.
- (3) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.

22. *Special general meeting held at the request of members*

- (1) The Council must, on the request in writing of not less than 3 members, convene a special general meeting of the Association.
- (2) The request for a special general meeting must -
 - (a) state the objects of the meeting;
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (3) If the Council does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (4) If a special general meeting is convened by members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the Council and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

23. *Special business*

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the Rules as ordinary business of the annual general meeting, is deemed to be special business.

24. *Notice of general meeting*

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be served on each member, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) With the approval of the Association business not on the distributed agenda will be considered.
- (3) if a special resolution is to be proposed—the notice must--
 - (a) state in full the proposed resolution; and
 - (b) state the intention to propose the resolution as a Special Resolution

25. *Proxies*

There will be no proxy rights to vote.

26. *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 purpose 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.

27. *Quorum at general meeting*

- (1) No item of business may be conducted at a Council meeting unless a quorum of members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- (2) Five financial members, personally present (being members entitled under these Rules to vote at a Council meeting) constitutes a quorum for the conduct of the business of a Council meeting.
- (3) If, within half an hour after the appointed time for the commencement of a Council meeting, a quorum is not present –
 - (a) in the case of a meeting convened upon the request of members - the meeting must be dissolved; and
 - (b) in any other case - the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than three) shall be a quorum.

28. *Adjournment of meeting*

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjournment meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 24.
- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

29. *Presiding at Association meetings*

- (1) The President, or in the President's absence, the Vice-President shall preside as Chairperson at each meeting of the Association.
- (2) If the President and the Vice-President are absent from a meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

30. *Voting at Association meetings*

- (1) Upon any question arising at a general meeting of the Council, a member has one vote only.
- (2) All votes must be given personally.
- (3) In all cases of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

31. *Poll at general meeting*

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

32. *Special resolutions*

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

33. *Manner of determining whether a resolution is carried*

If a question arising at a general meeting of the Association is determined on a show of hands -

- (1) a declaration by the Chairperson that a resolution has been –
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost; and
- (2) an entry to that effect in the minute book of the Association -
is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

34. *Minutes of Meetings*

The Secretary of the Association must keep minutes of the resolutions and proceedings of each Council meeting, and each executive meeting, together with a record of the names of persons present at such meetings.

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

- (1) the names of the members attending the meeting; and
- (2) the financial statements submitted to the members
- (3) the certificate signed by two Office Holders certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (4) any audited accounts and auditor's report or a report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

DIVISION 1—Powers of Committee

35. *Role and powers*

- (1) The affairs of the Association shall be managed by the Council.
- (2) The council –
 - (a) shall control and manage the business affairs of the Association;
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Council other than those powers and functions that are required by these Rules to be exercised by Council meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Association.
- (3) The Council shall consist of -
 - (a) Two (2) delegates appointed by each member, of which only one has a vote
 - (b) Officers of the Association are to be delegates so appointed by a member.

Division 2—Composition of Executive and Duties of Members

36. *Composition of Executive Office Holders*

- (1) The executive officers of the Association shall be –
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer;
 - (d) a Secretary;
 - (e) a VCA Director; and
 - (f) A VCA Alternative Director
 - (g) The Immediate Past President

Who may be voting or non-voting representatives.

37. *General Duties*

- (1) As soon as practicable after being elected each Executive Office Holder must become familiar with these Rules and the Act.
- (2) The Executive is collectively responsible for ensuring that the Association complies with the Act and that individual members comply with these Rules.
- (3) Executive Officers must exercise their powers and discharge their duties in good faith in the best interests of the Association and for a proper purpose.
- (4) Executive Officers must exercise their powers and discharge their duties with reasonable care and diligence.
- (5) Executive Officers and former Executive Officers must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—
so as to gain advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties by these Rules an Executive Officer must perform any other duties imposed from time to time by resolution at a general meeting.
- (7) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election, but is eligible for re-election.
- (8) In the event of a casual vacancy in any office (other than Immediate Past President) referred to in sub-rule (1) the Council may appoint one of the members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
- (9) The Association may, from time to time, by resolution of the members, create specialised functions within the Association and appoint members to carry out such functions.

38. *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.
- (2) If both the President and Vice-President are unable to preside the Chairperson of any meeting will be a member elected by other members present.

39. *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
 - (b) keep custody of the Common Seal of the Association and, except for the financial records, all other books, documents and securities of the Association in accordance with Rules 17 and 34; 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.

40. *Treasurer*

- (1) The Treasurer must—
 - (a) receive all monies paid to or received by the Association and issue receipts for those monies in the name of the Association; and
 - (b) ensure that all monies received are paid into the account of the Association within 5 working days; and
 - (c) make all payments authorised by the Council from the Associations funds; and
 - (d) ensure cheques are signed by at least 2 of the appointed Executive Officers.
- (2) The Treasurer must—
 - (a) Ensure that the financial records of the Association are kept in accordance with Act; and
 - (b) co-ordinate the preparation of the financial statements of the Association and their certification by the Executive prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Executive member has access to the accounts and financial records of the Association.

Division 3—Election of Office Holders and tenure or office

41. *Who is eligible to be an Office Holder*

A delegate is eligible to be elected or appointed as an Office Holder provided

- (1) they are 18 years or over; and
- (2) they are entitled to vote at a general meeting

42. *Positions to be declared vacant*

- (1) This rule applies to 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 of the Executive vacant and hold elections for those positions.

43. *Election of Officers of the Association*

- (1) Nominations of candidates for election as officers of the Association must be –
 - (a) made in writing, signed by two members of the Association’s Council and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 21 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one of the offices of the Association prior to the annual general meeting, with the exception of officers in Rule 36 (1).
- (3) If insufficient nominations are received to fill all vacancies the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers of the Council must be conducted at the annual general meeting.
- (7) the Chairperson must appoint a member to act as a returning officer to conduct the ballot.
- (8) the returning officer must not be a member nominated for the position.
- (9) the election may be by show of hands

44. *Term of Office*

- (1) an Office Holder remains in that position until all positions are declared vacant at the next annual general meeting.
- (2) an Office Holder may be re-elected
- (3) the tenure of the office of President is two years

45. *Vacancies*

The office of an officer of the Association becomes vacant if the officer -

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

- (2) becomes an insolvent under administration; or
- (3) resigns from office by notice in writing given to the Secretary.

46. *Filling casual vacancies*

- (1) the Council may appoint an eligible member of the Association to fill a position that has become vacant.
- (2) if the position of Secretary becomes vacant, the Council must appoint an eligible member to the position within 14 days after the vacancy arises.

47. *Removal of Council Officer*

- (1) The Council of the Association may, by resolution, remove any officer of the Council before the expiration of the officer's term of office and appoint another member in their place to hold office until the expiration of the term of the first-mentioned officer.
- (2) An officer who is the subject of a proposed resolution referred to in sub-rule (1) may make representation in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representation be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representation to each member of the Association or, if they are not so given, the officer may require that they be read out at the meeting.

Division 4—Meetings of Council

48. *Proceedings of the Council*

- (1) The Council must meet at least four (4) times per year at such place and such times as the Council may determine.
- (2) Special meetings of the Council may be convened by the President or by any three members of the Council.
- (3) The procedure to be followed at a meeting will be determined from time to time by Council.
- (4) The order of business may be determined by the members present.

49. *Notice of Meetings*

- (1) Notice of each Council meeting must be given to each member no later than 7 days prior to the meeting date.
- (2) Notice may be given of more than one meeting at the same time.
- (3) The notice must state the date, time, and purpose of the meeting.
- (4) Business not noted on the notice may be introduced at the meeting.

50. *Quorum for executive meetings*

- (1) Any four (4) members of the executive committee constitute a quorum for the conduct of a meeting of the executive –
- (2) The executive will meet at least three (3) times per year.
- (3) No business may be conducted unless a quorum is present.
- (4) If within half an hour of the time appointed for a meeting a quorum is not present-
 - (a) In the case of a special meeting – the meeting lapses;
 - (b) In any other case, the meeting shall stand adjourned to the same place, time and day of the week in the following week.
- (5) The Executive may act notwithstanding any vacancy on the executive.

51. *Conflict of interest*

- (1) A Council member who has a personal material interest in a matter being considered at a Council meeting must disclose the nature and extent of that interest to Council.
- (2) the member must not be present at the meeting and must not vote on 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 person 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.

PART 6—FINANCIAL MATTERS

52. *Funds*

- (1) The Treasurer of the Association must -
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two of the appointed officers of the Association.
- (3) the funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Council determines.

PART 7—GENERAL MATTERS

53. *Seal*

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the Council and the affixing of the common seal must be attested by the signatures of two of the appointed officers of the Association.

54. *Registered Address*

The registered address of the Association is-

- (a) the address determined from time to time by resolution of the Council; or
- (b) if the Council has not determined an address to be a registered address- the postal address of the Secretary.

55. *Service of documents*

- (1) Notices may be given by the Secretary to any member either personally or by sending the notice by prepaid post or facsimile transmission or where available, by electronic mail, to the member's registered address, facsimile number or electronic mail address.
- (2) Where the notice is sent by prepaid post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected two days after posting.
- (3) Where the notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (4) Where the notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic message was received at the electronic mail address to which it was sent.

56. *Custody and Inspection of Books and Records*

- (1) Except as otherwise as provided in these rules, the Secretary must keep in their custody or under their control all books, documents and securities of the Association.
- (2) All accounts, books and securities, with other documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any document.

57. *Winding Up*

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be distributed, as determined by the members of the Association, to organisations which have similar objectives and which have rules prohibiting the distribution of their assets and income to members.

58. *By-Laws*

- (1) The members may make By-Laws and alter, amend or rescind same as occasion may require. Such By-Laws shall have the force and effect of these rules, but shall not be in any way opposed or be in conflict with these rules. Such By-Laws shall be available for inspection upon the request of the Secretary by any member.
- (2) No new By-Law shall be made and no alterations, amendments or rescissions of by-Laws shall be approved except by a 75% majority at a duly convened of the members who shall be given 21 days notice of the meeting.

59. Indemnity

- (1) Each Office Bearer, ordinary member of the Council and other officer of the Association for the time being shall be indemnified out of the assets of the Association from and against any liability whatsoever which such person or persons may sustain or incur including any action suit or legal proceeding arising out of the execution of the duties of such office provided that such person or persons have in carrying out the duties of their office acted by direction of the council or a meeting of members or acted in good faith in the reasonable exercise of their duties and responsibilities as an officer of the Association.
- (2) No Office Bearer, ordinary member of council or other officer of the Association shall be answerable or accountable for anything done or omitted by any other Office Bearer, ordinary member of council or other officer or any other persons but for his or her own acts deeds and defaults only.

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