

CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012

RULES
For
AUSTRALIAN WINDSURFING ASSOCIATION INCORPORATED
Associations Incorporation Reform Regulations 2012
Part 3

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PART 1—PRELIMINARY

1 Name

The name of the incorporated association is “Australian Windsurfing Association Incorporated”.

2 Purposes

The purpose of the association is the promotion and regulation of windsurfing in Australia which includes (but is not limited to) both competitive and non-competitive aspects of the sport.

3 Financial year

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

4 Definitions

In these Rules—

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

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;

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;

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;

Independent State Association (“ISA”) means a member of the Association;

ISA representative means an individual appointed by each ISA as its representative as referred to in Rule 8;

State Associate Member (“SAM”) means an individual member of an ISA referred to in rule 14(1);

non-SAM means a SAM as referred to in rule 14(2);

special resolution means a resolution that requires not less than two-thirds of the ISA Representatives voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

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

the registrar means the registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule 5(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) appoint agents to transact business on its behalf;
 - (e) 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 may distribute surplus, income or assets directly to the ISAs. However, the Association must not distribute any surplus, income or assets directly or indirectly to the SAMs subject to the provisions of 6(3).
- (2) Subrule 6(1) includes the Association paying an ISA:
 - (a) reimbursement for expenses properly incurred by the ISA; or
 - (b) for goods or services provided by the ISAif this is done in good faith on terms no more favourable than if the ISA was not an ISA.
- (3) SAMs may be reimbursed bona fide expenses incurred for the assistance of activities conducted by the Association.

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 ISAs

The Association must have at least 4 ISAs.

8 Who is eligible to be an ISA

- (1) Any incorporated association that is recognised as the peak windsurfing body in any state or territory of Australia.
- (2) It shall be at the Association's sole discretion to determine which is each state or territory's peak windsurfing body in a circumstance where there is any dispute in that regard.

- (3) Only one peak windsurfing body for each state or territory shall be an ISA of the Association.

9 Application for membership

- (1) To apply to become an ISA of the Association, the relevant peak windsurfing body must submit a written application to the secretary stating that the entity:
 - (a) wishes to become an ISA of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) The application:
 - (a) must be signed by an authorised representative of the ISA; and
 - (b) may be accompanied by the joining fee.
- (3) Each ISA will be required to nominate their ISA representative to act on their behalf at meetings at the time of appointment to the Association.

Note

The joining fee is the fee (if any) determined by the Association under rule 12(3).

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the secretary shall forward the application to the committee and the committee must determine by special resolution whether to approve or reject the application.
- (2) The committee must notify the ISA in writing of its decision as soon as practicable after the decision is made.
- (3) If the committee rejects the application, it must return any money accompanying the application to the ISA.
- (4) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the committee:
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the secretary must, as soon as practicable, enter the name and address of the new member, and the date the ISA is an approved member of the Association, and the ISA representative in the register of the Association ISAs.
- (2) An entity becomes an ISA and, subject to rule 13, is entitled to exercise its rights of membership through their ISA representative from the date, whichever is the later, on which:
 - (a) the committee approves the ISA's membership; or
 - (b) the ISA pays the joining fee.

12 Annual subscription and fee on joining

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

- (2) The Association may determine that any new ISA which joins after the start of a financial year must, for that financial year, pay a fee equal to the full annual subscription.
- (3) The rights of an ISA (including the right to vote through their ISA representative) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
- (4) ISAs will be liable to pay amounts for insurance which are negotiated or paid for by the Association on behalf of their SAMs.

13 General rights of ISAs

- (1) An ISA of the Association who is entitled to vote has the right:
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - (f) to inspect the register of ISAs.
- (2) An ISA Representative is entitled to vote if:
 - (a) the person is a SAM of an ISA; and
 - (b) more than 10 business days have passed since the ISA became a Member of the Association; and
 - (c) the ISA's membership rights are not suspended for any reason.
- (3) Each ISA elects an ISA representative to exercise the rights of the ISA.

14 State Associate Members

- (1) State Associate Member ("SAM")
 - (a) A SAM is any individual registered member of an ISA; and
 - (b) A SAM is not entitled to vote at any meeting of the Association but may have some rights and obligations as determined by the committee or by resolution at a general meeting.
- (2) Non-State Associate Member ("non-SAM")
 - (a) The Association will accept and honour temporary memberships granted to an individual by an ISA for the duration of a competition or event. The rights and obligations of non-SAMs are extended to an individual only.
 - (b) A non-SAM may have some rights and obligations as determined by the committee or by resolution at a general meeting.

15 Rights not transferable

The rights, privileges and obligations of an ISA:

- (a) are not capable of being transferred or transmitted to another association, whether by resignation or otherwise;
- (b) terminate upon the cessation of membership whether by resignation or otherwise.

16 Ceasing membership

- (1) The membership of an ISA ceases on resignation, expulsion, winding up or insolvency.
- (2) If an entity ceases to be an ISA of the Association, the secretary must, as soon as practicable, enter the date the entity ceased to be an ISA in the register of members.

17 Resigning as a member

- (1) An ISA who has paid all moneys due and payable by it to the Association may resign by the provision of one (1) month notice in writing given to the secretary of its intention to resign. Once this expiration of the notice period occurs, the ISA ceases to be an ISA.

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) An ISA is taken to have resigned if:
 - (a) the ISA's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable:
 - (i) the secretary has made a written request to the ISA to confirm that the entity wishes to remain an ISA; and
 - (ii) the ISA has not, within 3 months after receiving that request, confirmed in writing that the entity wishes to remain an ISA.
 - (c) if the ISA ceases to be a member of the Association (see rule 16.1).

18 Register of ISAs

- (1) The secretary must keep and maintain a register of ISAs that includes:
 - (a) for each current ISA:
 - (i) the ISA's name;
 - (ii) the address for notice last given by the ISA;
 - (iii) the date of becoming an ISA;
 - (iv) the details of the ISA Representative; and
 - (v) any other information determined by the committee;
 - (b) for each former ISA, the date of ceasing to be an ISA.
- (2) Any ISA Representative may, at a reasonable time and free of charge, inspect the register of ISAs.

Note

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

Division 2—Disciplinary action

For the purposes of Division 2 of the Rules, references to a "Person" shall mean an ISA, ISA representative, SAM or non-SAM, unless otherwise specifically stated.

19 Grounds for taking disciplinary action

- (1) The Association may take disciplinary action against an ISA in accordance with this Division if it is determined that the ISA:
 - (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.
- (2) The Association may, by resolution of the committee, require an ISA to take action against one of its SAMs and/or non-SAMs in accordance with this Division 2 if it is determined by the Association that the ISA has failed to comply with the obligations in Rule 19(1) .
- (3) If the ISA does not take action, in accordance with Rule 19(2) as determined by resolution of the committee of the Association, the Association may undertake action as outlined in this Division 2 against the SAM and/or non-SAM.

20 Disciplinary subcommittee

- (1) If the committee is satisfied that there are sufficient grounds for taking disciplinary action against a Person, the committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Person.
- (2) The members of the disciplinary subcommittee:
 - (a) may be ISA Representatives or anyone else; but
 - (b) must not be biased against, or in favour of, the Person concerned; and
 - (c) Must comprise at least 3 members.

21 Notice to member

- (1) Before disciplinary action is taken against a Person, the secretary must give written notice to the Person:
 - (a) stating that the Association proposes to take disciplinary action against the Person; 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 Person that they 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 Person'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 Person an opportunity to be heard; and
 - (b) consider any written statement submitted by the Person.
- (2) After complying with subrule (1), the disciplinary subcommittee may:
 - (a) take no further action against the Person; or
 - (b) subject to subrule (3):
 - (i) reprimand the Person; or
 - (ii) suspend the membership rights of the Person for a specified period; or
 - (iii) expel the Person from the Association.
- (3) The suspension of membership rights or the expulsion of a ISA by the disciplinary subcommittee under this rule 22 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 they wish 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 member is taken; or
 - (b) to the secretary not later than 48 hours after the vote.
- (3) If the 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 ISA 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 member 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 Person 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 ISAs 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) An ISA may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than a majority of the ISAs 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) an ISA and another ISA;
 - (b) an ISA and the committee;
 - (c) an ISA and the Association.
- (2) An ISA must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure in Division 2 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 an ISA and another ISA—a person appointed by the committee; or
 - (ii) if the dispute is between an ISA and the committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria, or equivalent body in another state.
- (3) A mediator appointed by the committee may be an ISA representative or former ISA representative 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) The committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows:
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider:
 - (i) the annual report of the committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the committee;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (4) 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 ISAs

- (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 2 ISAs.
- (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 ISAs 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 ISAs making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by ISAs 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 ISAs 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 ISAs convening the meeting) must give to each ISA:
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5).
- (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) An ISA Representative may appoint another ISA representative as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the ISA representative making the appointment.
- (3) The ISA representative appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the ISA representative in any matter as they see fit.

- (4) If the committee has not approved a form for the appointment of a proxy, the ISA representative may use any other form that clearly identifies the person appointed as the ISA representative's proxy and that has been signed by the ISA representative.
- (5) Notice of a general meeting given to an ISA representative under rule 33 must:
 - (a) state that the ISA representative may appoint another ISA representative as a proxy for the meeting; and
 - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the secretary of the meeting no later than 24 hours before the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the secretary no later than 24 hours before the commencement of the meeting.

35 Use of technology

- (1) An ISA representative not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that ISA representative and the ISA representatives present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, an ISA representative participating in a general meeting as permitted under subrule 35(1) is taken to be present at the meeting and, if the ISA representative 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 ISA representatives is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of four (4) ISA Representatives 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, ISA representatives 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 the same day in the following week at the same time at 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 ISA representatives 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 (36)(b), the ISA representatives present at the meeting (if not fewer than 4) 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 ISA representatives present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule 37(1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the ISA representatives 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 37 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 38(3), each ISA who is entitled to vote has one vote; and
 - (b) ISA representatives may vote personally or by proxy, if the ISA representative elects to vote by proxy, notice must be given to the secretary no later than 24 hours before the time of the meeting; 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 shall not have a casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only ISA representatives 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.

39 Special resolutions

A special resolution is passed if not less than two-thirds of the ISA representatives voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

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

- (a) to remove an ISA representative 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 affirmative one vote per ISA, 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 four or more ISA representatives 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 ISA representatives attending the meeting; and
 - (b) proxy forms (or note of electronic communication for proxies) given to the chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the ISA representatives in accordance with rule 30(3)(b)(ii); and
 - (d) the certificate signed by two ISA representatives certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

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 ISAs of the Association.
- (3) The committee may:
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of ISA representatives with terms of reference it considers appropriate.

43 Delegation

- (1) The committee may delegate to an ISA representative of the committee, a subcommittee or staff, any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the committee considers appropriate.
- (3) The committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of committee and duties of ISA representatives

44 Composition of committee

The committee consists of:

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

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) ISA representatives must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) ISA representatives 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) ISA representatives and former ISA representatives 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, an ISA representative must perform any other duties imposed from time to time by resolution at a general meeting.

46 President and Vice-President

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

- (2) If the President and the Vice-President are both absent, or are unable to preside, the chairperson of the meeting must be:
 - (a) in the case of a general meeting—an ISA Representative elected by the other ISA representatives present; or
 - (b) in the case of a committee meeting—an ISA representative elected by the other ISA representatives present.

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 ISAs in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
 - (c) subject to the Act and these Rules, provide ISAs with access to the register of ISAs, 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 their appointment within 14 days after the appointment.

48 Treasurer

- (1) The Treasurer must:
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) only make payments authorised by the committee or by a general meeting of the Association from the Association's funds.
- (2) The Treasurer must:
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of ISA Representatives and tenure of office

49 Who is eligible to be a committee member

A person is eligible to be elected or appointed as an ISA representative if the person is the ISA's nominated representative of the State association. The ISA representative must:

- (1) reside in Australia;
- (2) be a current registered member of the respective ISA.

50 Positions to be declared vacant

- (1) This rule 50 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 to 54.

51 Nominations

- (1) Prior to the election of each position, the chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible ISA Representative of the Association may:
 - (a) nominate himself or herself; or
 - (b) with the ISA representative's consent, be nominated by another ISA representative.
- (3) An ISA representative who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- (4) All nominations shall be delivered to the secretary of the Association before the time fixed for the holding of the annual general meeting.

52 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one person is nominated for the position, the chairperson of the meeting must declare the ISA representative elected to the position.
- (3) If insufficient nominations are received to fill all vacancies on the committee, further nominations shall be received at the annual general meeting.
- (4) Officers of the committee may hold more than one office.
- (5) If more than one person is nominated, a ballot must be held in accordance with rule 54.
- (6) On his or her election, the new President may take over as chairperson of the meeting.

53 This rule is left intentionally blank

54 Ballot

- (1) If a ballot is required for the election for a position, the chairperson of the meeting must appoint an ISA representative to act as returning officer to conduct the ballot.
- (2) The returning officer must not be an ISA representative nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of their election.
- (4) 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.
- (5) If the returning officer is unable to declare the result of an election under subrule (4) 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 these Rules 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 55(3) and rule 56, an ISA Representative holds office until the positions of the committee are declared vacant at the next annual general meeting.
- (2) An ISA Representative may be re-elected.
- (3) A general meeting of the Association may:
 - (a) by special resolution remove an ISA Representative from office; and
 - (b) elect an eligible ISA Representative of the Association to fill the vacant position in accordance with this Division.
- (4) An ISA Representative who is the subject of a proposed special resolution under subrule 55(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 ISA Representative of the Association or, if they are not so given, the ISA representative may require that they be read out at the meeting at which the special resolution is to be proposed.

56 Vacation of office

- (1) An ISA representative may resign from the committee by written notice addressed to the committee and given to the secretary.
- (2) An ISA Representative ceases to be an ISA representative if:
 - (a) the relevant ISA ceases to be an ISA;
 - (b) the ISA representative ceases to hold office in their relevant ISA;
 - (c) the ISA representative fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or

- (d) the relevant ISA becomes insolvent under administration within the meaning of Corporations Law.
- (e) the ISA representative otherwise ceases to be an ISA representative by operation of section 78 of the Act.

57 Filling casual vacancies

- (1) The committee may appoint an eligible ISA Representative 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 an ISA representative 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 once a 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 four (4) members of the committee.
- (4) Any four (4) members of the committee constitute a quorum for the transaction of the business of a meeting.

59 Notice of meetings

- (1) Notice of each committee meeting must be given to each ISA representative 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) An ISA representative 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 ISA representatives present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, an ISA representative participating in a committee meeting as permitted under subrule 62(1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (3) Anything in these rules that is required “in writing” can be done in writing to the ISA representative’s designated email address.

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 four (4) ISA representatives 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 present at the meeting has one vote.
- (2) A motion is carried if a majority of ISA representatives present at the meeting vote in favour of the motion.
- (3) Subrule 64(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 shall not have casting vote.
- (5) Voting by proxy may be permitted by resolution of the committee.

65 Conflict of interest

- (1) An ISA representative 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 ISA representatives 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 65 does not apply to a material personal interest:
 - (a) that exists only because the ISA representative belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the ISA representative has in common with all, or a substantial proportion of, the ISA representatives 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 ISA representatives 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.
 - (e) Minutes of the meeting will be distributed to the ISA representatives after the meeting.

67 Leave of absence

- (1) The committee may grant an ISA representative leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68 Source of funds

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

69 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the committee may approve expenditure on behalf of the Association.
- (3) The committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be approved by the committee.

- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

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) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

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 ISA representatives;
 - (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; 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 an ISA or an ISA representative under these rules may be given:
 - (a) by handing the notice to the ISA representative personally; or
 - (b) by sending it by post to the ISA at the address recorded for the ISA on the register of ISAs; or
 - (c) by email.
- (2) Subrule 74(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 an ISA representative ; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the committee determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the Association or the secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

75 Custody and inspection of books and records

- (1) ISAs may on request inspect free of charge:
 - (a) the register of ISAs;
 - (b) the minutes of general meetings;
 - (c) subject to subrule 75(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 an ISA 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 ISAs, SAMs and applicants for membership free of charge.
- (4) Subject to subrule 75(2), an ISA may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule:
 - relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
 - (a) its membership records;
 - (b) its financial statements;

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

76 Ratification

When it becomes apparent that an act or omission in respect to a procedure has not been done or was omitted to be done in breach of these rules, the majority of the members of the ISA representatives or Association as the case may be, may ratify the act or omission to the extent permitted by law.

77 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 SAMs or former SAMs 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 a SAM or former SAM, but which may benefit ISAs.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

78 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.

