

RULES

For Writers Victoria

In accordance with Associations Incorporation Reform Regulations 2012

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PART 1—PRELIMINARY

1 Name

The name of the incorporated association is “Writers Victoria Incorporated”.

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

The purposes of the association are:

1. To contribute to and promote a literary culture that nurtures the talents of all writers – at a state and national level.
2. To promote the rights and interests of writers.
3. To foster a mutually supportive and connected community of writers.
4. To provide information, advice, resources, referrals and advocacy for writers and the public about writers and writing.
5. To provide training and professional development opportunities for writers.
6. To provide support for all writers in Victoria.
7. To increase the appreciation of reading.
8. To develop, promote and finance the Association to enable it to pursue its purposes

3 Financial year

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

4 Definitions

In these Rules:

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

Chairperson, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 45;

Board means the Board of Directors having responsibility for the direction of the business of the Association;

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

Board member means a member of the Board elected or appointed as set out in Part 5 Division 3;

Chief Executive Officer (CEO) means a person employed by the Board to manage the activities of the Association;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 22(3);

disciplinary meeting means a meeting of the sub-committee convened for the purposes of rule 21;

disciplinary sub-committee means the sub-committee appointed under rule 19;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Association and includes a person or organisation;

member entitled to vote means a member who under rule 13(1) is entitled to vote at a general meeting;

organisation means an incorporated or unincorporated entity;

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

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations 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 sub-rule (1), the Association may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (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) Sub-rule (1) does not prevent the Association from paying a member:
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member:if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

Any person or organisation who supports the purposes of the Association is eligible for membership.

9 Application for membership

- (1) To apply to become a member of the Association, a person or organisation must submit an application to the Association stating that the person or organisation:
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) The application must be accompanied by payment of the membership fee.

10 Consideration of application

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

11 New membership

- (1) If an application for membership is approved by the Board:
 - (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
 - (b) the Secretary must ensure the name and address of the new member, and the date of becoming a member, is entered in the register of members.
- (2) A person or organisation becomes a member of the Association and, subject to rule 13(1), is entitled to exercise his, her or its rights of membership from the date on which the person or organisation pays the joining fee, at which stage they or it are granted provisional membership subject to ratification by the Board.

12 Annual subscription on joining

- (1) The annual membership fee will be determined by the Board and will be reviewed annually.
- (2) The membership fee is to be paid in each year in advance of or on the anniversary of the date on which the person or organisation paid the joining fee.

- (3) A member who fails to comply with the provision of sub-clause (2) shall thereupon cease to be a member of the Association provided always that such member shall be re-admitted to membership without further application if the membership is paid.

13 General rights of members

- (1) A member is entitled to vote if:
- (a) the member is not an honorary member;
 - (b) the member is a life member;
 - (c) more than 30 business days have passed since he, she or it became a member of the Association; and
 - (d) the member's membership rights are not suspended for any reason.
- (2) A member of the Association who is entitled to vote has the right:
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (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 and obtain copies of the minutes of general meetings, the Annual Reports and the names of members of the Association.

14 Rights not transferable

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

15 Ceasing and suspension of membership

- (1) The membership of a person or organisation ceases on resignation, expulsion or death.
- (2) If a person or organisation ceases to be a member of the Association, the Secretary must ensure that the date the person or organisation ceased to be a member is entered in the register of members.

16 Resigning as a member

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

Note

Rule 70 sets out how notice may be given to the association. It includes by post, email or by handing the notice in person.

- (2) A member is taken to have resigned if:
- (a) the member's annual subscription is not paid (the day after the expiry of their membership fees); or
 - (b) where no annual subscription is payable:
 - (i) the Secretary has made a written request to the member to confirm that he, she or it wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he, she or it wishes to remain a member.

17 Register of members

- (1) The Secretary must ensure that a register of members is maintained that includes:
- (a) for each current member:

- (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) whether the member is a life or honorary member;
 - (v) any other information determined by the Board; and
- (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members provided that the Secretary is satisfied that there are special circumstances that justify doing so.

DIVISION 2—DISCIPLINARY ACTION

18 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.

19 Disciplinary sub-committee

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

20 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give 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 sub-committee intends to consider the disciplinary action (the ***disciplinary meeting***); and
 - (d) advising the member that he or she or it may do one or both of the following:
 - (i) attend the disciplinary meeting and address the disciplinary sub-committee at that meeting; and
 - (ii) give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 22.
- (2) The notice must be given at least 14 but not more than 28 days before the disciplinary meeting is held.

21 Decision of sub-committee

- (1) At the disciplinary meeting, the disciplinary sub-committee must:
- (a) give the member an opportunity to be heard; and

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

22 Appeal rights

- (1) A person or organisation whose membership rights have been suspended or who has been expelled from the Association under rule 21 may give notice to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
 - (a) to the disciplinary sub-committee not later than 48 hours after the vote to suspend or expel the person or organisation is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person or organisation has given notice under sub-rule (2), a disciplinary appeal meeting must be convened by the Board 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 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 or organisation the disciplinary action has been taken against; 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.

23 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 Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person or organisation whose membership has been suspended or expelled must be given an opportunity to be heard.
- (2) After complying with sub-rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the member 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

24 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 Board;
 - (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.

25 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.

26 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 10 days:
 - (a) notify the Board 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 Board; or
 - (ii) if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the Association but 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.

27 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.

28 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

29 Annual general meetings

- (1) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite sub-rule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board 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 Board 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 Board in accordance with Part 7 of the Act;
 - (c) to elect the members of the Board;
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

30 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 Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 32 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 32 and the majority of members at the meeting agree.

31 Special general meeting held at request of members

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with sub-rule (2) by at least 5% 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 Board 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 sub-rule (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 sub-rule (3).

32 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 31(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
 - (d) comply with rule 33(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

33 Proxies

- (1) A member may appoint another member as his, her or its proxy to vote and speak on his, her or its 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 member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his, her or its behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 32 must:
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at 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 Association at least 24 hours before the commencement of the meeting.

34 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 sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

35 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 34) of 15 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 31— the meeting must be dissolved;
 - (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 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 sub-rule (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.

36 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 sub-rule (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.
- (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 32.

37 Voting at general meeting

- (1) On any question arising at a general meeting:
 - (a) subject to sub-rule (3), each member who is entitled to vote has one vote; and
 - (b) 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.

38 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

39 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.

40 Minutes of general meeting

- (1) The Board 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 given to the Chairperson of the meeting under rule 33(6); and
 - (c) the financial statements submitted to the members in accordance with rule 29(4)(b)(ii); and
 - (d) the certificate signed by two Board members 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—BOARD

Division 1—Powers of Board

41 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board 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 Board may:
 - (a) appoint and remove staff;
 - (b) establish sub-committees consisting of members with terms of reference it considers appropriate.
- (4) (a) The Board may confer Life membership on any member or Honorary membership on any person.

Note

A Life member or Honorary member shall not be required to pay the annual membership fee.

- (5) The Board may at any time at its sole discretion revoke the Life membership of a member or Honorary membership of any person.

42 Delegation

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

DIVISION 2—COMPOSITION OF BOARD AND DUTIES OF MEMBERS

43 Composition of Board

The Board consists of not more than ten members as follows:

- (a) a Chair; and
- (b) a Deputy Chair; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) 3 ordinary members, and;
- (f) not more than 3 other persons appointed by the Board from time to time.

44 General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.

- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board 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) Board members and former Board members must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) Leave of Absence
 - (a) a Board member may apply to the Board, in writing, for leave of absence, not exceeding three months, stating the reasons for the application, and the period of leave requested;
 - (b) the Board shall at the next Board meeting, decide upon the application, and grant or withhold leave on such terms and conditions, if any, it considers appropriate;
 - (c) the Board may appoint a replacement for the member granted leave on such terms and conditions, if any, it considers appropriate.

45 Chair and Deputy Chair

- (1) Subject to sub-rule (2), the Chair or, in the Chair's absence, the Deputy Chair is the Chairperson for any general meetings and for any Board meetings.
- (2) If the Chair and the Deputy Chair are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a Board meeting—a Board member elected by the other Board members present.

46 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) ensure that the register of members is maintained in accordance with rule 17; and
 - (b) except for the financial records referred to in rule 67, keep custody of all books, documents and securities of the Association; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

47 Treasurer

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

DIVISION 3—ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE

48 Who is eligible to be a Board member

A member is eligible to be elected or appointed as a Board member if the member:

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

49 Positions to be declared vacant

- (1) This rule applies to the annual general meeting of the Association to be held in 2016.
- (2) The Chairperson of the meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with rules 50 to 52.

50 Nominations

- (1) The Chairperson of the meeting must call for nominations to fill the 7 Board positions to be elected pursuant to Rule 43.
- (2) An eligible member of the Association may:
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

51 Election of Chair etc.

- (1) At the first Board meeting after the Annual General Meeting the Board shall elect the following positions:
 - (a) Chair;
 - (b) Deputy Chair;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 52.

- (4) On his or her election, the new Chair may take over as Chairperson of the meeting.
- (5) A Board member appointed by the elected members of the Board pursuant to Rule 43(f) is eligible to be elected as an office bearer and to vote at such election of office bearers.

52 Ballot

- (1) If a ballot is required for election to the Board, 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 ballot form to each member present in person.
- (6) The voter must indicate on the ballot paper the name of the candidates for whom they wish to vote.
- (7) The voter must not write the names of more or fewer candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub-rule (7) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been indicated 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 sub-rule (10) because 2 or more candidates received the same number of votes, the returning officer must:
 - (a) conduct a further election for the position in accordance with sub-rules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

53 Term of office

- (1) Subject to these Rules, a Board member holds office until the annual general meeting two years after the date of his or her election or appointment.
- (2) A Board member may be re-elected.
- (3) A general meeting of the Association may:
 - (a) by special resolution remove a Board 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 sub-rule (3)(a) may make representations in writing to the Secretary or Chair 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 Chair 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.
- (6) Members may be re-elected and re-appointed, provided that:
 - (a) none shall serve for a period more than six consecutive years; and

- (b) notwithstanding paragraph (a) of this rule, the Board may resolve that a member may stand for re-election or in the case of a member appointed by the Board pursuant to these Rules, appoint that person for a further term of two years.
- (7) Notwithstanding sub-rule (1) of this rule, at the Annual General Meeting in 2016 (and every two year interval thereafter) 3 of the 7 elected positions shall be declared vacant.
- (8) Notwithstanding sub-rule (1) of this rule, at the Annual General Meeting in 2017 (and every two year interval thereafter) 4 of the 7 elected positions shall be declared vacant (being the 4 elected positions not declared vacant in 2016).
- (9) The elected positions to be declared vacant pursuant to sub-rules (7) and (8) shall be determined by lot.
- (10) If the Board resolves pursuant to sub-rule 6(b) that a member may stand for re-election, in the event that such member is not re-elected, the Board may, pursuant to rule 43(f) appoint such member to the Board.
- (11) Nothing in these Rules prevents a member appointed pursuant to rule 43(f) and being ineligible to be reappointed to sub-rule 6(a), from standing for election to the Board.

54 Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if he or she:
- (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings); or
 - (c) otherwise ceases to be a Board member by operation of section 78 of the Act.

55 Filling casual vacancies

- (1) The Board may appoint an eligible member of the Association to fill a position on the Board that:
- (a) has become vacant under rule 54; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 54 applies to any Board member appointed by the Board under rule 43(f).
- (4) The Board may continue to act despite any vacancy in its membership.

DIVISION 4—MEETINGS OF BOARD

56 Meetings of Board

- (1) The Board must meet at least 6 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.
- (3) Special Board meetings may be convened by the Chair or by any 4 members of the Board.

57 Notice of meetings

- (1) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.

- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) The notice must include the agenda and papers related to the business to be conducted.

58 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 57 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

59 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.

60 Use of technology

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

61 Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 60) of a majority of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board 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 57.

62 Voting

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (3) Notwithstanding sub-rule (2), a Board member may request that a particular motion at a Board meeting be passed by an absolute majority, and on such request being made, the said motion must be passed by an absolute majority, without the need for that motion to be seconded or passed by a majority of Board members present.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

63 Conflict of interest

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (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 Board 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.

64 Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following:
 - (a) the names of the members in attendance at the meeting;
 - (b) the names of the members who are absent from the meeting (apologies);
 - (c) the business considered at the meeting;
 - (d) any resolution on which a vote is taken and the result of the vote;
 - (e) any material personal interest disclosed under rule 63.

PART 6—FINANCIAL MATTERS

65 Source of funds

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

66 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the CEO to expend funds in accordance with the financial policies of the Association.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 3 working days after receipt.

67 Financial records

- (1) The Association must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.

- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board.

68 Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include:
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

69 Registered address

The registered address of the Association is:

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

70 Notice requirements

- (1) Any notice required to be given to a member or a Board 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.
- (2) Sub-rule (1) does not apply to notice given under rule 58.
- (3) Any notice required to be given to the Association or the Board may be given:
 - (a) by handing the notice to a member of the Board; 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 Board determines that it is appropriate in the circumstances:
 - (i) by email to the official address of the Association.
- (4) Any notice sent by post shall be deemed to have been received at the time it would have been received in the ordinary course of post.

- (5) Any notice sent by email shall be deemed to have been received at the time of transmission unless there is an indication to the contrary.

71 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
- (a) the minutes of general meetings;
 - (b) subject to sub-rule (2), the financial records, books, securities and any other relevant document of the Association.
- (2) The Board 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. The Secretary will advise the applicant in writing of the Board's decision.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.

72 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.

73 Alteration of Rules

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