

# CONSTITUTION

## Purposes and Rules for U3A KNOX INCORPORATED

Pursuant to Associations Incorporation Reform Act 2012 and Associations Incorporation Reform Regulations 2012 S.R No 128/2012

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## PART 1—PRELIMINARY

### 1 Name

#### U3A KNOX INCORPORATED

(in these rules called ‘the Association’).

### 2 Purposes

The purposes of U3A Knox Inc. are –

- (1) To promote healthy ageing by establishing adult educational, social and recreational programs and activities that are intellectually and physically stimulating for members
- (2) To ensure programs and activities provided are done so without reference to qualifications, assessments, awards or distinction between those who teach or lead and those who participate.
- (3) To provide a community connective for those in retirement or not working full time as a means to maintain or improve individual health and wellbeing.
- (4) To enhance community awareness to the benefits of how educational, social and physical programs for older persons can assist in delaying cognitive and physical decline.
- (5) To promote the University of the Third Age movement.

### 3 Financial year

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

### 4 Definitions

In these Rules—

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

***associate member*** means a member referred to in rule 14(1);

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

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

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

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

***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;

***member*** means a member of the Association;

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

***special resolution*** means a resolution that requires not less than 75% of the members voting in person at a general meeting, to vote in favour of the resolution;

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

***the Registrar*** means the Registrar of Incorporated Associations.

## **PART 2—POWERS OF ASSOCIATION**

### **5 Powers of Association**

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
  - (a) acquire, hold and dispose of real property belonging to the Association;
  - (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 legal 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 legal contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### **6 Not for profit organisation**

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

#### **7 Minimum number of members**

The Association must have at least 5 members.

#### **8 Who is eligible to apply to be a member of the Association**

Any person who is 45 years or older and who is not fully employed

#### **9 Application for membership**

- (1) An application for membership of the Association may only be made using the prescribed form and submitted either on line or in writing addressed to the Secretary.
- (2) An application for membership must not be accepted unless the applicant has expressly indicated he or she has read, agrees with and agrees to be bound by the Rules, Policies and Procedures of the Association.
- (3) An application for membership must be accompanied by the applicable subscription and if necessary a joining fee.
- (4) An application in writing must be signed by the applicant.
- (5) An online application for membership is deemed to have the electronic signature of the applicant.

#### **Note**

The joining fee is the fee (if any) determined by the Association under rule 12(4).

#### **10 Consideration of an application for membership**

- (1) As soon as practicable,
  - (a) the Committee must decide by resolution if an application is approved, and
  - (b) the Secretary must notify the applicant in writing of the decision.
- (2) If an application is rejected, any money accompanying the application must be returned to the applicant, and
- (3) Reason/s for rejecting an application is not required to be given to the applicant.

## **11 New membership**

- (1) When an application for membership has been approved by the Committee—
  - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and the Secretary must, as soon as practicable, enter the details of the new member and the date of becoming a member, in the register of members.
  - (b) Subject to rule 13(2) a person becomes a member of the Association and is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
    - (i) the committee approves the person's membership; or
    - (ii) the person pays the subscription and if applicable a joining fee.

## **12 Annual subscription and fee on joining**

- (1) At each annual general meeting, the Association must determine the amount of (if any) and the date membership subscriptions must be paid by for the following financial year.
- (2) The Association may determine that a lower subscription (if any) is payable by an associate member.
- (3) The Association may determine a pro rata subscription is payable by a new member who joins after the end of the first semester.
- (4) The Association may require a new member to pay a joining fee determined from time to time by the Association.
- (5) All rights of a member, including the right to vote at a general meeting, are suspended when a member has not paid the required membership subscription by the due date.

## **13 General rights of members**

- (1) A member of the Association who is entitled to vote has the following rights -
    - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules,
    - (b) to submit items of business for consideration at a general meeting,
    - (c) to attend and be heard at general meetings,
    - (d) to vote at a general meeting
    - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 76, and
    - (f) to inspect the register of members.
  - (2) A member is entitled to vote if-
-

(a) he or she has been accepted by the Association as:

(i) a full member, or

(ii) a member other than a full member who has been granted voting rights by the committee in a class of membership approved in accordance with rule 40(3)(c), and

(b) more than 10 business days have passed since he or she became a member of the Association, and

(c) the member's membership rights are not suspended for any reason.

## **14 Classes of membership of the Association**

### **(1) Full Membership---**

may be granted to an applicant who satisfies the provisions of rules 8 and 9.

### **(2) Provisional Membership---**

(a) may be granted by the committee via rule 40(3)(c) to a person fulfilling a need/s deemed conducive to the Association to achieve its Purposes, and

(b) rule 8 does not apply to the granting of a provisional membership.

### **(3) Associate Membership---**

May include a financial member of another U3A. An Associate member cannot vote at a general meeting but may have other rights as determined by the committee via rule 40(3)(d), and

### **(4) Life Membership---**

May be granted and membership rights determined only by special resolution and only awarded to a member who has provided outstanding services and leadership in excess of periods of time recognised by existing awards, or as otherwise determined by special resolution.

## **5 Rights not transferable**

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

## **16 Ceasing membership**

(1) The membership of a person ceases on resignation, expulsion or death.

(2) If a person ceases to be a member of the Association, the Secretary must within 14 days:

- (a) enter the date the person ceased to be a member in the register of members, and
- (b) with the exception of the name and the date the person ceased to be a member remove all other information from the register of members about the person.

### **17 Resigning as a member**

- (1) A member may resign by notice forwarded to the Association-
- (2) A member is taken to have resigned if-
  - (a) the member becomes un-financial for a period longer than 12 months; or
  - (b) where a membership subscription was not payable and the member has not responded within 3 months to a written request from the Association to confirm that he or she wishes to remain a member.

### **18 Register of members**

- (1) The Secretary must keep and maintain a register of members that includes-
    - (a) for each current member-
      - (i) the member's name;
      - (ii) the last address given by the member for notices;
      - (iii) the date of becoming a member;
      - (iv) the class of membership granted in accordance with rule 14
      - (v) any other information determined by the Committee; and
      - (vi) the date a member ceased to be a member.
  - (2) A member who has rights in accordance with rule 13,
    - (a) may at a reasonable time and free of charge, inspect the register of members, and
    - (b) must not make or be permitted to make an unauthorised copy or transcription of information contained in the register of members, and
  - (3) prior to an inspection of the register of members by an eligible member;
    - (a) the Secretary must ensure that any personal information restricted in accordance with section 59 of the *Associations Incorporation Reform Act 2012*, or any other personal information that may be prejudicial to the interests of the Association contained in the register is not able to be viewed, and
    - (b) information about another person obtained by a member from the register of members must not be used to:
      - (i) contact or send materials to the other person, and
      - (ii) must not be disclosed knowing the information is likely to be used to contact or send materials to the other person.
-



## **Division 2—Disciplinary action**

### **19 Grounds for taking disciplinary action**

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

- (a) refused or neglected to comply with these rules, or
- (b) been guilty of unacceptable conduct or conduct unbecoming a member, or
- (c) been guilty of conduct prejudicial to the Association or the interests of the Association

### **20 Disciplinary Action**

#### **(1) Informal procedures**

- (a) Where the misconduct is deemed not to be serious misconduct, is unacceptable behaviour of a minor nature or is of a nature the
- (b) Secretary believes can be resolved informally, the Secretary can deal with the matter informally.
- (c) The Secretary may seek the assistance of another unbiased person to jointly review the circumstances.
- (d) When determining the matter the Secretary may only decide—
  - (i) not to take any further action, or
  - (ii) issue a warning letter, or
  - (iii) admonish the member.
- (e) The Secretary must discuss the allegations with the member and advise the member of the decision to deal with the allegations informally. The Secretary must document discussion held and details of any agreement reached to resolve the matter. Any agreement should be signed by the Secretary and the member and a copy of the record given to the member.
- (f) Prior to issuing a letter of warning or admonishing a member the member must be given the opportunity to respond in writing.
- (g) The Secretary's determination of a matter dealt with in accordance with these provisions is final and may not be appealed.
- (h) The Secretary must inform the committee of the circumstances and the action taken to resolve the matter.
- (i) If after determination the misconduct continues the further offending behaviour must be dealt with in accordance rule 21(2).

#### **(2) Formal procedures**

- (a) If the Secretary is satisfied there are sufficient grounds for taking formal disciplinary action against a member the Secretary must convene a disciplinary hearing panel to hear the matter and determine what action, if any, to take against the member.
- (b) The members of the disciplinary hearing panel can be—
  - (i) members of the Association or anyone else; but
  - (ii) must not be biased against, or in favour of, the member concerned.

## 21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advising the member that he or she may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## 22 Decision of subcommittee

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

## 23 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be posted on the Noticeboard and forwarded by electronic means or mail to each member who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

#### **24 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
    - (a) no business other than the question of the appeal may be conducted; and
    - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
    - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard
  - (2) (a) A quorum shall be formed when no less 32 members are present at the disciplinary appeal meeting.
    - (b) If, after 30 minutes have expired from the stated start time of the disciplinary appeal meeting, a quorum is not present, then the original decision of the disciplinary subcommittee will stand and no further appeals can be made.
  - (3) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
  - (4) A member may not vote by proxy at the meeting.
  - (5) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.
-

## Division 3—Grievance procedure

### 25 Application

- (1) The grievance procedure set out in this Division applies to disputes between--
  - (a) a member and another member,
  - (b) a member and a member of the Committee,
  - (c) a member and the Committee, and
  - (d) a member and the Association.
- (2) In accordance with section 54(4) of the *Associations Incorporation Reform Act 2012* (the Act) a member must not lodge a complaint in relation to a matter that is the subject of a disciplinary action brought against the member until the disciplinary action has been completed.

### 26 Parties must first attempt to resolve the dispute

- (1) When a dispute arises between a member and another member the parties to the dispute must first attempt to resolve the dispute between themselves.
  - (2) If a dispute remains unresolved after 14 days or is intractable and the aggrieved party wishes to report the alleged injustice the complainant must—
    - (i) lodge a written complaint, and
    - (ii) the complaint must be dealt with either in accordance with rule 27 of these rules or the Association’s Complaints Policy.
  - (3) In accordance with section 55(3) of the Act---
    - (i) each party to the dispute must be given an opportunity to be heard on the matter which is the subject of the dispute, and
    - (ii) the outcome of the dispute must be determined by an unbiased decision-maker.
  - (4) If a complainant alleges conduct which may be of a criminal nature the Secretary must write to the complainant and inform the complainant that—
    - (i) the allegation/s should be reported to police, and further,
    - (ii) the allegation/s will not be considered by the Association while police are considering or investigating the circumstances.
    - (iii) if the complainant decides not to report the matter to police the Association may do so.
    - (iv) if police decide not to take any action the complainant may continue with a complaint in accordance with this procedure.
-

(5) When a dispute arises against:

- (a) a member of the committee,
- (b) the committee, or
- (c) the Association---

The Secretary must immediately advise the committee:

- (i) of the existence and nature of the complaint, and
- (ii) a course of action to determine the facts, and
- (iii) whether an independent person should be appointed to investigate the matter.
- (iv) The matter must be dealt with in accordance with the Association's Complaints Policy.

(6) A committee member, against whom a written complaint has been received----

- (i) must as soon as is appropriate be given notice of the allegation/s provided doing so does not prejudice the investigation by police or the Association, and
- (ii) must not be present at a meeting if the complaint is discussed or considered by the committee.

(7) . The Secretary must ensure the release of any reference arising from any meeting that considered the dispute is restricted to ensure the release does not prejudice an investigation by police or the Association.

## **27 Appointment of mediator**

(1) If the parties to a dispute are unable to resolve the dispute in accordance with rule 26(1) or a complaint has been lodged in writing and the Secretary after making initial enquiries concludes the dispute may be suitable for mediation, the parties must agree to attempt in good faith to settle the dispute by mediation.

(2) The mediator appointed 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 or a member and a member of the committee—an impartial person appointed by the committee; or
  - (ii) if the dispute is between a member and the committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

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

- (a) has a personal interest in the dispute; or

(b) is biased in favour of or against any party.

## **28 Mediation process**

- (1) The mediator agreed to by the parties or appointed by the committee when conducting the mediation, must—
  - (a) not provide legal advice,
  - (b) if agreed by the parties to the dispute allow support persons to attend,
  - (c) ensure the mediation process is conducted in a respectful manner,
  - (d) ensure each party has an opportunity to contribute and to listen to the other party,
  - (e) invite the parties to consider all available options to reach a resolution,
  - (f) allow adjournments if requested by either party during the process,
  - (g) ensure each party has an accurate record of the details of any resolution reached,
  - (h) allow due consideration by all parties of any written statement submitted by any party,  
and
    - (i) 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 fails, the grievance procedure is at an end and the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

## **30 Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Committee;

- (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **31 Special general meetings**

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

#### **Note**

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

### **32 Special general meeting held at request of members**

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

### **33 Notice of general meetings**

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

- (b) indicate the general nature of each item of business to be considered at the meeting; and
- (c) if a special resolution is to be proposed—
  - (i) state in full the proposed resolution; and
  - (ii) state the intention to propose the resolution as a special resolution.
- (3) This rule does not apply to a disciplinary appeal meeting..

### **34 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence of no fewer than 50 members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of general meeting---
  - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;
  - (b) in any other case—
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **35 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

### **36 Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members vote personally, no proxies , and



- (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

### **37 Special resolutions**

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

### **38 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.

### **39 Minutes of general meeting**

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
  - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) 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**

#### **40 Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may---
  - (a) appoint and remove staff
  - (b) establish subcommittees consisting of members with terms of reference it consider appropriate
  - (c) may subject to rule 14(2) grant a provisional membership with rights it determines which must not exceed the general rights of members provided by rule 13 and
    - (i) it must determine the amount of subscription (if any) applicable to a provisional membership and
    - (d) it must determine the rights of an associate member with other than the right to vote at a general meeting

#### **41 Delegation**

- (1) The Committee may delegate to a member 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 members**

#### **42 Composition of Committee**

The Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) Course Co-ordinator; and
- (f) ordinary members (if any) elected under rule 51.

#### **43 General Duties**

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

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **44 President and Vice-President**

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

#### **45 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an incorporated association.
- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 18; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records 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 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.

#### **46 Treasurer**

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

### **Division 3—Election of Committee members and tenure of office**

#### **47 Who is eligible to be a Committee member**

A member is eligible to be elected or appointed as a committee member if the member—

- (a) is entitled to vote at a general meeting.

#### **48 Positions to be declared vacant**

- (1) This rule applies to—
  - (a) the first annual general meeting of the Association after its incorporation; or
  - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 50 to 52.

#### **49 Nominations**

- (1) Twenty one (21) days Prior to the date fixed for the Annual General Meeting, the Secretary must call for nominations for each of the committee positions.
- (2) Nominees must be an eligible member of the Association —
  - (a) Nominations shall be made in writing, signed by two (2) members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
  - (b) must be delivered to the Secretary not less than seven(7) days before the date fixed for the Annual General Meeting

#### **50 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.
  - (e) Course Co-ordinator
- (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 54.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

## **51 Election of ordinary members**

- (1) Nominations of candidates for election as ordinary members of the Committee –
  - (a) may be made for a specific position or portfolio which is to be determined by the Committee in office prior to the date of notification of the Annual General Meeting;
  - (b) shall be made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (c) shall be delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

## **52 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
  - (a) each member present in person; and
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

- (8) 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.
- (9) If the returning officer is unable to declare the result of an election under subrule (8) because 2 or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with subrules (4) to (8) 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 Questions Arising at a General Meeting**

- (1) Questions arising at a General Meeting of the Association may
  - (a) be determined by a show of hands, unless a poll is demanded before, or on, the show of hands;
  - (b) by the show of hands, be declared by the Chairperson as resolved unanimously, or carried by a majority of not less than 75% of the members present and eligible under the rules of the Association to vote, or has been lost
- (2) An entry reflecting the decision, and made in the Minute Book of the Association, shall be evidence of the fact, without proof of the number or proportion of the vote recorded in favour, or against, that resolution.
- (3) Upon any question arising at the General Meeting of the association
  - (a) a member has one vote only
  - (b) all votes shall be given personally
- (c) in the case of an equal vote being made on a question, the Chairperson of the meeting is entitled to exercise a second or a casting vote
- (4) If at a meeting a poll on-
  - (a) any question is demanded by not less than three (3) members, it shall be taken at that meeting in such a manner as the Chairperson may direct, and the resolution of the poll shall be deemed to be a resolution of the meeting on that question;
  - (b) the election of a Chairperson is demanded, or on a question of an adjournment it shall be taken forthwith.
  - (c) any other question is demanded , it shall be taken at such a time before the close of the meeting as the Chairperson may direct.
- (5) A member is not entitled to vote at any General Meeting unless all monies due and payable by him/her to the Association have been paid.
- (6) There shall be no votes cast by proxy at any General Meeting of the Association.

### **54 Term of office**

- (1) Subject to subrule (3) and rule 55, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may—

- (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.
- (6) No member or former member of the Committee shall knowingly or recklessly make improper use of:
- (a) their position in the Association; or
  - (b) information acquired by virtue of their position so as to gain directly or indirectly -
    - (i) any pecuniary benefit for their own or any other person's material advantage, or
    - (ii) so as to cause detriment to the Association.

## **55 Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
- (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 68; or
  - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.
- (3) In the event of any member ceasing to hold a position in the organisation, the member:
- (a) shall return to the Association any documents, including those stored electronically, and electronic operating systems relating to the Association, and any chattels and electronic devices provided by the Association that they have in their custody by virtue of their role in the Association. Such items shall be in good condition and fully operational and shall be returned within twenty eight (28) days of the member ceasing to hold the position. A failure to return documents within the 28 day time frame allows the Association to apply to the Magistrates' Court to ensure performance.
  - (b) shall remove from personal equipment all electronic records relating to the Association.

## **56 Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
- (a) has become vacant under rule 55; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).

- (4) The Committee may continue to act despite any vacancy in its membership.

### **57 Removal of a Member of Committee**

- (1) A member of the Committee of the Incorporated Association must retire, and may be removed from office, as provided by the Rules of the Association.
- (2) A member of the Committee vacates office in the circumstances (if any) provided in the Rules of the Incorporated Association and in any of the following circumstances:
  - (a) the member of the Committee resigns his or her office by written notice addressed to the Committee;
  - (b) the member of the Committee is removed from office by special resolution at a General Meeting of the Incorporated Association;
  - (c) the member of the Committee
    - (i) dies, or
    - (ii) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors or makes an assignment of his or her estate for their benefit, or
    - (iii) becomes a represented person within the meaning of *The Guardianship and Administration Act 1986*;
  - (d) in the case of the Secretary of the Incorporated Association, the Secretary ceases to reside in Australia;
  - (e) a statutory manager is appointed under Section 31D of the Act to conduct the affairs of the Incorporated Association.
- (3) In this section, 'Committee member' includes the Secretary of the Incorporated Association.

### **58 Co-opting Members for special purposes**

- (1) For special purposes the Committee may co-opt members. Such members shall have equal voting rights with ordinary members of the Committee and shall hold office for the same period as ordinary members, described in clause 57(2). The number of members appointed under this sub-rule shall not at any time exceed two (2)

## **Division 4—Meetings of Committee**

### **59 Meetings of Committee**

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

### **60 Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member, by delivering it to him/her personally, electronically or by pre paid post addressed to him/her at the usual or last known place of abode at least two (2) business 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) Special meetings of the Committee may be convened by the President or by any six (6) of the members of the Committee.
- (5) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (6) The only business that may be conducted at the special committee meeting is the business for which the meeting is convened.

#### **61 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 60 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.

#### **62 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.

#### **63 Use of technology**

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

#### **64 Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) Any five (5) members of the Committee including at least one of either the President, Secretary, Vice President, Treasurer or Course Co-ordinator constitute a quorum for the transaction of business of a meeting of the Committee.
- (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 60.

#### **65 Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.

- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

## **66 Conflict of interest**

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

## **67 Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 66.

## **68 Leave of absence**

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

## **PART 6—FINANCIAL MATTERS**

### **69 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 legal sources approved by the Committee.

### **70 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 signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

## **71 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.

## **72 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**

## **73 Common seal**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;

- (c) the common seal must be kept in the custody of the Secretary.

#### **74 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.

#### **75. Notice requirements**

- (1) Any notice required to be given to a member or a committee member under these Rules may be given by—

- (a) handing the notice to the member personally; or
- (b) placing the notice on the official noticeboard; or
- (c) publishing the notice in the official newsletter; or
- (d) sending it by post to the member at the address recorded for the member in the register of members; or
- (e) email or facsimile.

- (2) Sub rule (1) does not apply to notice given under rule 60.

- (1) Any notice required to be given to the Association or the Committee may be given by—

- (a) handing the notice to the Secretary; or
- (b) sending the notice by post to the registered address; or
- (c) leaving the notice at the office at the registered address during office hours; or
- (d) email or facsimile addressed to the Association or the Secretary.

#### **76 Custody and inspection of books and records**

- (1) Members may on request inspect free of charge—

- (a) the register of members;
- (b) the minutes of general meetings;
- (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

- (5) For purposes of this rule—

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

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

## **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 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.

## **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.

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