

PUBLIC LIBRARIES VICTORIA INCORPORATED

ABN: 62 734 551 228

Reg.No: A0023190G

Rules of Association

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PART 1—PRELIMINARY

1 Name

The name of the incorporated association is Public Libraries Victoria Incorporated.

ABN: 62 734 551 228

2 Purposes

The purposes of the association are to collaborate, to advocate and to represent the mutual interests of member libraries.

3 Financial year

The financial year of the Association is each period of 12 months ending on 30 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);

affiliate means an affiliate of the Association;

chairperson, of a general meeting or executive committee meeting, means the person chairing the meeting as required under rule 37;

committee means the Executive 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 an elected member of the Committee elected or appointed under Division 3 of Part 5; this does not include the Executive Officer

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 and special general meeting;

member means a member of the Association with the delegated authority to vote, etc.;

member entitled to vote means a member who under rule 9(2) is entitled to vote at a general meeting;

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 subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

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

PART 3—MEMBERS, BUDGETS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Who is eligible to become a member

- (1) Institutions may become Members or Affiliates according to the following criteria ;
 - (a) Members:

Victorian public library services and regional library corporations funded by local government and/or providing library and information services to the Victorian community
 - (b) Affiliates:

Such other institutions and organisations directly or indirectly involved in the provision of services to Victorian public library services as the Committee or the membership may from time to time determine.
- (2) Each Member and Affiliate Member shall be represented by its nominated representative
- (3) The notice appointing the representative must be in the form determined by the Committee for the time being.
- (4) The Secretary shall cause to be kept and maintained a Register of Members containing the name and address of each Member.

8 Annual budget, subscription and fee on joining

- (1) At a special general meeting, the Association must determine:
 - (a) to adopt the annual budget for the following financial year; and
 - (b) the amount of the annual subscription and joining fee (if any) for the following financial year; and
 - (c) the date for payment of the annual subscription.
- (2) The Association may determine that a lower or no annual subscription is payable by affiliate members.
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

9 General rights of members

- (1) 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 the minutes of general meetings and other documents of the Association as provided under rule 67; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member is a member other than an affiliate member; and
 - (b) the member's membership rights are not suspended for any reason.

10 Affiliate members

An affiliate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

11 Rights not transferable

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

12 Ceasing membership

- (1) The membership of an institution ceases when the local authority or library corporation ceases to exist whether through amalgamation or de-amalgamation or legal wind-up or other legal means.
- (2) If an organisation ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the institution ceased to be a member in the register of members.

13 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if the member's annual subscription is more than six (6) months in arrears.

14 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an affiliate member, a note to that effect;
 - (v) any other information determined by the Committee; 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.

Division 2—Disciplinary action

15 Grounds for taking disciplinary action

- (1) The Association may suspend a member if the member
 - (a) has become non-financial, or
 - (b) has brought public library services into disrepute.

No further disciplinary measure will be taken.

Division 3—Grievance procedure

16 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
- (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Association.

17 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.

18 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 17, the parties must within 10 days—
- (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association— a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
- (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

19 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.

20 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**21 Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee;
 - (d) to appoint an independent registered auditor as auditors of the Association until the next annual general meeting:
 - (i) the appointed auditor may only be removed by a resolution of members at a general meeting
 - (ii) If a casual vacancy occurs in the office of auditors during the course of a financial year of the Association, the Committee may appoint an independent registered auditor as auditors and the auditors so appointed shall hold office until the next succeeding annual general meeting.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

22 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) At least four (4) special general meetings shall be held each year.
- (3) The Committee may convene a special general meeting whenever it thinks fit.
- (4) No business other than that set out in the notice under rule 24 may be conducted at the special meeting.
- (5) All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- (6) The date of the following special general meeting shall be confirmed at the conclusion of each meeting

23 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 20% 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).

24 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 23(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.
 - (c) Members shall be given not less than seven (7) days' notice of changes in dates of special general meetings.
- (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 25(5).
- (3) Meetings shall be conducted in accordance with NE Renton's *Guide for Meetings and Organisations*

25 Proxies

- (1) A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment
- (3) Any proxy so appointed shall exercise their proxy vote in accordance with any written direction on the instrument appointing the proxy.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they sees fit.
- (5) Notice of a general meeting given to a member under rule 24 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 Committee has approved for the appointment of a proxy.
- (6) The form appointing a proxy shall be lodged with the Secretary 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 no later than 1 hour before the commencement of the meeting.

26 Use of technology

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

27 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) A quorum for general meetings is the presence (physically, by proxy or as allowed under rule 26) of ten members or one more than half the number of members, whichever is fewer.
- (3) In the event that a quorum is not met, at the discretion of the Chair, meetings may continue without a quorum, but the resolutions from such a meeting must be ratified at the next meeting.

28 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 21 days or more, in which case notice of the meeting must be given in accordance with rule 24.

29 Voting at general meeting

- (1) Voting rights shall be restricted to the officially delegated representatives of financial members.
- (2) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote;
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) 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.

30 Special resolutions

- (1) 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.
- (2) In addition to certain matters specified in the Act, a special resolution is required—
 - (a) to remove a committee member from office ;
 - (b) to alter these Rules, including changing the name or any of the purposes of the Association.

31 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.

32 Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 25(6); and
 - (c) the financial statements submitted to the members in accordance with rule 21(3)(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

33 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 considers appropriate.

34 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

35 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) five (5) ordinary members.

36 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.

37 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.

38 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 ensure that
 - (a) the register of members is kept in accordance with rule 14; and
 - (b) the custody of the common seal (if any) of the Association is kept securely and, except for the financial records referred to in rule 60(3), all books, documents and securities of the Association in accordance with rule 67; and
 - (c) subject to the Act and these Rules, members' access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) any other duty or function imposed on the Secretary by these Rules is performed.
- (3) The Secretary must ensure the notice of their appointment is provided to the Registrar within 14 days after the appointment.

39 Treasurer

- (1) The Treasurer must ensure that
 - (a) all moneys paid to or received by the Association are receipted and receipts issued for those moneys in the name of the Association; and
 - (b) all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) any payments authorised by the Committee or by a general meeting of the Association from the Association's funds are made; and
 - (d) cheques are signed and electronic fund transfers authorised by at least 2 committee members, one of which may be the Treasurer.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) ensure 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**40 Who is eligible to be a Committee member**

A member other than an affiliate member is eligible to be elected or appointed as a committee member.

41 Positions to be declared vacant

- (1) This rule applies to any annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) An independent Chairperson must conduct the election to fill the vacant Committee positions.
- (3) The Chairperson of the meeting must declare all expired positions on the Committee vacant and hold elections for those positions in accordance with rules 42 to 44.

42 Nominations

- (1) Nominations of candidates for election as members of the Committee of the Association:
 - (a) shall be made in writing signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Executive Officer acting as the Returning Officer for the Association at least seven days before the date fixed for the holding of 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.
- (5) The ballot for the election of members of the Committee shall be conducted at the annual general meeting in such manner as the Committee may direct.
- (6) An eligible member of the Association may—
 - (a) nominate themselves; or
 - (b) with the member's consent, be nominated by another member.

43 Ballot

- (1) If a ballot is required for the election for committee members, 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 positions.
- (3) The election must be by secret ballot.
- (4) The returning officer must give a blank piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.
- (5) 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.
- (6) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (7) Ballot papers that do not comply with subrule (6)(b) are not to be counted.
- (8) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (9) 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.
- (10) If the returning officer is unable to declare the result of an election under subrule (9) 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 (9) 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.

44 Term of office

- (1) Subject to subrule (2) and rule 46, a committee member holds office for three years until the expired positions of the Committee are declared vacant at the next annual general meeting.
- (2) 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.
- (3) 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.
- (4) 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.

45 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) resigns from the office by notice in writing addressed to the Committee
 - (b) ceases to be the nominated representative of a member
 - (c) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 57; or
 - (d) otherwise ceases to be a committee member by operation of section 78 of the Act.

46 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 45; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee**47 Meetings of Committee**

- (1) The Committee must meet at least once between each general meeting 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 meetings of the Committee may be convened by the President or on the requisition of any four of its members.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the special committee meeting is the business for which the meeting is convened.

48 Election of the Office Bearers

- (1) At the first meeting of the Committee after the annual general meeting, the elected members must elect the following positions:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Executive Officer 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) Where the previous chairperson has not been re-elected, another committee member may take over as Chairperson of the meeting.

49 Notice of meetings

- (1) Notice of each meeting shall be given to members of the Committee at least two (2) business days before the date of the meeting, specifying the general nature of the business to be transacted.
- (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 on the requisition of any four of its members.
- (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 meeting is the business for which the meeting is convened.

50 Urgent meetings and other matters

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 49 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.
- (4) Where there is an urgent matter to be dealt with by the Committee, and it is not practicable to hold a meeting in accordance with subrule 1, the Committee can resolve on any matter via an electronic vote, provided that:
 - (a) The matter relates to the purposes of the Association in accordance with Rule 2; and
 - (b) The Resolution must be passed by an absolute majority of the Committee; and
 - (c) The Secretary, or in their absence the President or Deputy President, must:
 - i record the resolution of the Committee;
 - ii affirm the resolution was passed by an absolute majority of the Committee; and
 - (d) A report is presented to the next meeting of the Committee: explaining the background to the urgent matter; confirming that the resolution was passed by an absolute majority of the Committee; and recommending that the Committee note the report.

51 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.
- (3) The President, or in their absence, the Vice-President, shall preside in the chair at every meeting of the Committee.
- (4) If the President and Vice-President are absent from a meeting of the Committee, the members present shall elect one of their number to preside.

52 Use of technology

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

53 Quorum

- (1) A quorum for meetings of the Committee shall consist of four (4) of the members of the Committee holding office.
- (2) In the event that a quorum is not met, at the discretion of the Chair, meetings may continue without a quorum, but the resolutions from such a meeting must be ratified at the next meeting.
- (3) In the event that a quorum is not present at the start of the meeting but is reached during the course of the meeting, any resolutions made during the previous part of the meeting may be ratified by the members now in attendance
- (4) The Committee may act notwithstanding any vacancy on the Committee

54 Voting

- (1) Each member present at a meeting of the Committee or of any Subcommittee appointed by the Committee (excluding the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding in the chair shall have the casting 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.
- (6) If a member of the Committee is the nominated representative of a Member of this Association that is non-financial and is suspended from the Association, then that person shall not be entitled to vote while the Member is suspended.

55 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.

56 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 55.

57 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months, unless there are extenuating circumstances.
- (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**58 Source of funds**

Funds may be raised through annual subscriptions, grants, donations, or other fund raising activities as determined by the Committee or the membership.

59 Management of funds

- (1) The Association must open an account/s with a financial institution/s from which the expenditure of the Association is made and into which 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) Subject to subrule (4), no payment will be made from the funds of the Association unless: the payment has been resolved upon by the Committee; and the payment is by cheque drawn on, or funds electronically transferred from, the Association's bank accounts.
- (4) The Committee may provide a Committee Member and/or the Executive Officer with a sum to meet urgent expenditure in a manner as determined from time to time by the Committee, subject to the observance of such conditions in relation to the use and expenditure thereof as the Committee may impose.
- (5) All cheques, drafts, bills of exchange, promissory notes, other negotiable instruments, and electronic fund transfers must be signed or authorised by 2 committee members, one of which may include the Treasurer.
- (6) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (7) With the approval of the Committee, the Treasurer may arrange for a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- (8) No cheques shall be drawn on the Association's bank accounts except for the payment of expenditure that has been authorised by the Committee
- (9) A statement of income and expenditure shall be presented to each general meeting of the Association.
- (10) The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bone fide compensation for services rendered or expenses incurred on behalf of the Association.

60 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 arrange for the safe custody of
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

61 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.

62 Audit of Accounts

- (1) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditors.
- (2) The auditors shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the annual general meeting
- (3) In their report, and in certifying to the accounts, the auditors shall state
 - (a) whether they have obtained the information required by them;
 - (b) whether, in their opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at their disposal and the explanations given to them and as shown by the books of the Association; and
 - (c) whether the Rules relating to the administration of the funds of the Association have been observed.
- (4) The auditors:
 - (a) have a right of access to the accounts, books, records, vouchers, and documents of the Association;
 - (b) may require from the officers and servants of the Association such information and explanations as may be necessary for the performance of their duties as auditors; and
 - (c) may, in relation to the accounts of the Association, examine any member of the Committee or any servant of the Association.

63 Signatories on Documents

Where authorised by the Committee, any two of the Officers of the Association may sign legal documents on behalf of the Association.

PART 7—GENERAL MATTERS

64 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.

65 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.

66 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to the Secretary or the Executive Officer of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

67 Custody and inspection of books and records

- (1) Members may on request inspect free of charge at a suitable time and place —
 - (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, records of the Association include—
 - (a) membership records;
 - (b) financial statements;
 - (c) financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

68 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution of the members of the Association.
- (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.

69 Alteration of Rules

- (1) These Rules and statement of purposes may be altered or amended by a three-quarters majority of votes cast at a general meeting of the Association by those present both personally and by proxy.
- (2) The Secretary of the Association shall cause to be forwarded with the notice of the general meeting the exact wording of any motion proposing such alteration or amendment.
- (3) Notice of such general meeting shall be given according to the provisions of Rule 24 except that twenty-one (21) days' notice shall be given
- (4) Accidental omission to give notice to any member shall not invalidate the amendment