

UNITED WAY GLENELG VICTORIA INC
Registration No. A0038297C

Rules

*Adopted at Annual General Meeting
of Members on 20 May 2015*

BJT LEGAL
38 Lydiard Street South
Ballarat, 3350
Telephone: (03) 5333 8888

OUR REF: SAG:GZ
21422332

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UNITED WAY GLENELG VICTORIA INC
(Reg No A0038297C)

Rules

1. NAME

The name of the Incorporated Association is **United Way Glenelg Victoria Inc** ("the **Association**").

2. PURPOSE

2.1. The purposes of the Association are to:-

- a. Raise funds for agencies which provide services for the Glenelg community;
- b. Assess and admit health and human care providers as agencies that will benefit from the Association;
- c. Allocate funds to organisations in accordance with the needs of the community;
- d. Inform and educate the community on the functions and activities of the Association and the services offered by the agencies that the Association supports;
- e. Monitor the continuing need for health and human care services in the Glenelg community;
- f. Assist in seeking solutions for unmet needs in the Glenelg community;
- g. Promote and foster the development of preventative services in the Glenelg community;
- h. Encourage cooperation between local, state and national agencies servicing the Glenelg community;
- i. Assist agencies in using existing resources efficiently and in seeking alternative resources where required;
- j. Cooperate in the development of the United Way brand and purpose in other communities across Australia;
- k. Engender an increased community spirit.

2.2. To achieve the purpose, the Association shall be authorised:

- a. To cooperate and enter into any arrangements or agreements with any persons or bodies producing or dealing in any materials, articles or products which the Association may consider would further the objects and policy of the Association.
- b. To collect and receive money by voluntary contributions, subscriptions, donations, legacies, sponsorships and payments by persons, companies, public bodies and others for the purposes of the Association.
- c. To provide funds or other material benefits by way of grant or otherwise for the purposes of the Association.
- d. To accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so.

2.3. The income and the property of the Association shall only be used for the purposes of the Association. Neither the income nor the assets of the Association (nor any portion of same) shall be transferred to a Member directly or indirectly, by dividend, bonus or in any other way. This Rule shall not prohibit:-

- a. The Association employing a Member and paying that Member wages and employment benefits;
- b. The Association acquiring goods or services from a Member and paying the Member for those goods or services;

- c. The Association borrowing money from a Member and paying that Member interest at a rate no more than that being charged by the Commonwealth Banking Corporation for loans of similar amounts; or
- d. The Association renting premises from a Member and paying rental to that Member.

3. INTERPRETATION

- 3.1. These Rules shall be construed with reference to the provisions of the Act and the terms used in these Rules shall be taken as having the same respective meanings as they had when used in the Act.

3.2. Definitions

In these Rules unless there is something in the subject or context inconsistent therewith:-

Act	means the <i>Associations Incorporation Reform Act 2012 (Vic)</i> and includes any amendment repeal or replacement thereof
AGM	means the annual general meeting of Members required by the Act and held in accordance with Rule 27
Association	means United Way Glenelg Victoria Inc (Registration Number A0038297C)
the Board	means the Board Members, for the time being, acting as a Board subject to these Rules
Board meeting	means a meeting of the Board
Board Member	means a Board Member for the time being pursuant to these Rules and being a member of the Board
Board Terms	means a term of three (3) years being the period <ul style="list-style-type: none"> 1. From the closure of the AGM at which the Board Members was elected 2. Until the closure of the AGM three (3) years later
By-laws	means the by-laws of the Association promulgated from time to time
Candidate	means any candidate that has made application or has been nominated to become a Member and / or Board Member (as applicable)
Chair	means the person appointed in accordance with these Rules to chair or preside over any meeting
Community Member	means a Member of the Association described in Rule 4.5.b
Corporate Member	means a Member of the Association described in Rule 4.5.a
EO	means the Executive Officer or equivalent role which may be an operations manager, chief executive officer, general manager, manager or such other title or role as the Board sees fit to appoint in accordance with Rule 25
general meeting of Members	means any general meeting of Members

Glenelg	means the area administered by the municipal council of Glenelg Shire Council and such other areas as the Board may determine from time to time
Honorary Member	means a Member of the Association described in Rule 4.5.c and elected in accordance with Rule 6.5
in writing	means written or printed or partly written or partly printed either physically or electronically
Maximum Number of Board Members	means fifteen (15) Board Members
Maximum Number of Board Terms	means two (2) consecutive Board Terms
Member	means a Member of the Association
Membership Term	means the period that a Member will remain a Member of the Association (unless terminated earlier pursuant to these Rules) being: <ol style="list-style-type: none"> 1. for an Honorary Member, life membership; and 2. for any other Member, the term set by the Board from time to time
President	the person appointed as president of the Association in accordance with Rule 23
Purpose	means the statements of purpose for the time being of the Association as stated at Rule 2 including any amendments or variations to the purposes lawfully made
Quorum for Board Meetings	means five (5) Board Members
Quorum for Meetings of Members	means five (5) voting Members
Registered Address	means 4 Gawler Street, Portland Victoria 3305 or such other address or addresses as the Board may decide from time to time
Register of Board Members	means the Register of Board Members referred to in Rule 18
Register of Members	means the Register of Members referred to in Rule 15
Regulations	means the regulations provided under the Act
Representative	means the individual appointed as a representative for a Member that is not an individual in accordance with Rule 4.3

Resolution	means (unless otherwise prescribed by these Rules or the Act), a resolution which is: 1. moved by a Member at a meeting; 2. seconded by another member; and 3. receives the votes of at least 50% of the Members entitled to vote in person or by proxy if allowed, (provided that 50% equals not less than the quorum prescribed for that meeting)
Rules	means the existing Rules for the time being of the Association including any amendments lawfully made
Secretary	means the person appointed by the Board as the Secretary of the Association pursuant to the requirements of the Act
special meeting of Members general meeting of Members	means a general meeting of Members other than the AGM
Special Resolution	means (unless otherwise prescribed by these Rules or the Act) a resolution which: 1. Members have received not less than 21 days written notice of; 2. moved by a Member at a meeting; 3. seconded by another Member; 4. requires a vote in favour of the Resolution by not less than 75% of the Members entitled to vote at that meeting in person or by proxy (if allowed); or 5. is otherwise passed in accordance with the requirements of the Act
Treasurer	the person appointed as treasurer of the Association in accordance with Rule 23
Vice President	the person appointed as vice president of the Association in accordance with Rule 23
Weekdays	means Monday to Friday (both inclusive)
Year	means the Association's financial year from 1 January in each year to 31 December in the same year

3.3. Construction

In these Rules, unless the context otherwise requires:

- a. words importing:
 - i. the singular include the plural and vice versa;
 - ii. any gender include the other genders;
 - iii. any obligation of two or more parties shall bind them jointly and severally;
 - iv. if a word or phrase is defined cognate words and phrases have corresponding definitions;
- b. a reference to:
 - i. a person includes a corporation and body politic;
 - ii. a person includes the legal personal representatives, successors and assigns of that person;

- iii. a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments re-enactments or replacements of any of them made by any legislative authority;
 - iv. this or any other document includes the document as varied or replaced and notwithstanding any change in the identity of the parties;
 - v. writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes email and facsimile transmission;
 - vi. anything (including, without limitation, any amount) is a reference to the whole of any part of it and a reference to a group of things or persons is a reference to any one or more of them;
 - vii. a month and cognate terms means a period commencing on any day of a calendar month and ending on the corresponding day in the next calendar month but if a corresponding day does not occur in the next calendar month the period shall end on the last day of that next calendar month; and
 - viii. a right includes a remedy, authority or power;
- c. Where time is to be reckoned by reference to a day or event, that day or the day of that event shall be excluded.

3.4. **Headings**

Headings shall be ignored in construing these Rules.

4. **MEMBERS**

- 4.1. Membership of the Association shall be open to persons of either sex, partnership or incorporated entities.

4.2. **Classes of Members**

There shall be Community Members, Corporate Members and Honorary Members.

4.3. **Appointing Representatives**

- a. Any Member that is a partnership, incorporated entity or association (not an individual) shall nominate, in writing, from time to time, one person as representing that Member.
- b. Any such Representative shall be subject to such restrictions and entitled to such rights as are afforded to natural persons who are Members of the same class.
- c. The aforementioned Representatives may also be registered as a Member in his or her own capacity.

4.4. **Appointment of Members**

Members in all classes of the Association shall be nominated and appointed in accordance with Rules 6 and 7.

4.5. **Rights of Members**

a. *Corporate Member*

Each Corporate Member shall have the following entitlements:

- i. The right to:
 - A. nominate a Member to;
 - B. be nominated to or have its Representative nominated to; and
 - C. vote on

the Board in accordance with Rules 16 and 21.
- ii. Any other right, privilege or entitlement that the Board determines in accordance with Rule 26.8.

b. *Community Member*

Each Community Member shall have the following entitlements:

- i. The right to:
 - A. nominate a Member to;
 - B. be nominated to or have its Representative nominated to; and
 - C. vote on
 the Board in accordance with Rules 16 and 21.
- ii. Any other right, privilege or entitlement that the Board determines in accordance with Rule 26.8.

c. *Honorary Member*

Each Honorary Member shall have the following entitlements:

- i. The right to:
 - A. nominate a Member to;
 - B. be nominated to; and
 - C. vote on
 the Board in accordance with Rules 16 and 21.
- ii. The privilege to be exempt from the obligation to pay subscriptions of fees for membership of the Association.
- iii. Any other right, privilege or entitlement that the Board determines in accordance with Rule 26.8.

5. **ENTRANCE FEES AND SUBSCRIPTIONS**

5.1. **Membership Fees**

- a. The Board may from time to time, by an ordinary Resolution of the Board, set the entrance fees and annual subscriptions for all Members of the Association.
- b. The Board may:
 - i. Set an entrance fee for new Members; and/or
 - ii. Set an annual subscription fee to be paid by Members as a condition of maintaining their Membership; and/or
 - iii. Establish different fees for different classes of Membership.

5.2. **Payment of Membership Fees**

a. *Rules for payment*

- i. The Board shall by Resolution of the Board, set rules for the payment of membership fees (if any), which shall be administered by the Treasurer or other delegate of the Board.
- ii. All annual subscriptions shall become due and payable in advance at the commencement of each Year.

b. *Refusal to accept payment*

Notwithstanding anything elsewhere contained in these Rules, where at a Board meeting, at least two-thirds of the Board Members vote in the affirmative to refuse or accept the annual subscriptions of any Member then:

- i. That Member's membership shall come to an end immediately at the end of the Year for which the existing subscription relates; and
- ii. No right of action or claim shall accrue to such Member for or by reason of such refusal or termination.

c. *Refunds and transfers*

Upon the written application of a Member who has made payment of subscriptions in advance in terms of sub-Rule 5.2a, the Board may, in relation to such payment, in its unfettered discretion, either:-

- i. Permit such payment in advance to be transferred to another Member, or (subject to a precondition that he or she or it becomes a Member), to a person or entity who or which is not a Member; or
- ii. Make to the Member concerned a refund of such proportion of the amount paid by that Member upon such terms and conditions as the Board, in its unfettered discretion, may determine; or
- iii. Refuse any such application.

6. **NOMINATIONS OF MEMBERS**

6.1. **Proposed and seconded**

Subject to Rule 6.5, every Candidate for membership of the Association shall be proposed by one and seconded by another Member of the Association.

6.2. **Written application**

Every application for membership shall be:

- a. In writing;
- b. Seeking membership for the Membership Term;
- c. Signed by the Candidate; and
- d. In such form as the Board may from time to time approve.

6.3. **Information required upon application**

Until the Board shall otherwise prescribe, the document referred to in Rule 6.2 shall indicate the following:

- a. The full name of the Candidate;
- b. The full name and address of the Candidate's proposed Representative;
- c. The business and private address of the Candidate;
- d. The class of membership sought by the Candidate; and
- e. Any other information that would or may be useful to the Board in arriving at a decision on the application.

6.4. **No obligation to accept application**

The Board shall not be bound to accept any application for membership by any Candidate, nor to provide any reasons for non-acceptance.

6.5. **Honorary Members**

Candidates for membership as an Honorary Member must be invited to make an application by the Board which must then be proposed by one Board Member and seconded by another Board Member.

7. **PROCESSING OF NOMINATIONS FOR MEMBERSHIP**

7.1. **Referral to the Board**

As soon as it is practicable after receiving an application for membership, the EO shall refer the application to the Board.

7.2. **Board consideration**

- a. The Board shall, after proper consideration of all relevant information, determine whether or not to approve the application of the Candidate for membership.
- b. The Board have 60 days from the receipt of an application for membership by the EO to reject an application for membership.

- c. Upon the Board coming to a decision to refuse an application for membership, the EO shall notify the Candidate in writing of such decision as soon as possible.
- d. Any application for membership not rejected by the Board pursuant to this Rule will be deemed to be accepted and approved as Members.

7.3. Membership Term

- a. Members that are appointed in accordance with Rule 6 and this Rule 7, shall be appointed as Members for the Membership Term.
- b. Members are entitled to re-apply for membership for a further Membership Term subject to the requirements of this Rule 7.

8. PAYMENT OF SUBSCRIPTION

8.1. Request for payment

Once approved as a Member, the EO shall, forthwith, send to the successful Candidate at the address given in their application, a request for payment of the entrance fee (if any) and the required subscription.

8.2. Receipt of payment

Upon payment of the entrance fee (if any) and the required subscription, the Candidate shall become a Member of the Association.

8.3. Entry on Register

When a Candidate has been approved as a Member and such payments have been received, the EO shall make the appropriate entry in the Register of Members.

9. DISCIPLINE OF MEMBERS

9.1. Rights of the Board

If, in the opinion of the Board, any Member has wilfully infringed or disregarded these Rules or any by-law or whose conduct (either within or without the Association's premises) has been contrary to the best interests of the Association, the Board may:-

- a. Reprimand such Member, and/or
- b. Suspend the rights and privileges of membership of such Member for up to three months; and/or
- c. Impose a fine upon such Member pursuant to the Act.

9.2. Show cause

The powers conferred under Rule 9.1 shall not be exercised unless the Member has been given notice:

- a. Containing particulars of:
 - i. The conduct alleged against the Member concerned; and
 - ii. The date or dates upon which the conduct is alleged to have occurred; and
 - iii. The action contemplated by the Board
 and
- b. Giving the Member not less than seven (7) days' notice to appear at a meeting before the Board to show cause, either orally or in writing at such meeting, as to why the Board should not act in the manner contemplated.

9.3. Temporary removal

- a. *Removal from premises*

Notwithstanding anything to the contrary contained in this Rule 9, any Member whose conduct is, in the opinion of a Board Member, objectionable or in contravention of these Rules or by-laws, may be instructed by the EO or a Board Member to leave the premises and to remain away for a specified period of time or until specified conditions have been complied with.

b. *Suspension of membership*

Any Member who does not immediately comply with such instruction given in accordance with sub-Rule 9.3a shall be deemed to have been suspended from the rights and privileges of membership for a period of 96 hours from the time when the instruction was given.

10. **GRIEVANCE AND DISPUTE PROCEDURES**

10.1. **Application of this Rule**

The grievance procedure set out in this Rule applies to disputes under these Rules between:

- a. A Member and another Member; or
- b. A Member and the Association.

10.2. **Obligation to attempt to resolve**

- a. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- b. If:
 - i. The parties are unable to resolve the dispute at the meeting, or
 - ii. A party fails to attend that meeting,
- c. then the parties must, within a further ten (10) days hold a meeting in the presence of a mediator pursuant to Rule 10.3.

10.3. **Mediator**

- a. The mediator must be:
 - i. A person chosen by agreement between the parties; or
 - ii. In the absence of agreement:-
 - A. In the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - B. In the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- b. The mediator:-
 - i. May be a member of the Association.
 - ii. Cannot be a Member who is a party to the dispute.
- c. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- d. The mediation, in conducting the mediation, must:-
 - i. Give the parties to the mediation process every opportunity to be heard.
 - ii. Allow due consideration by all parties of any written statement submitted by any party.
 - iii. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- e. The mediator must not determine the dispute.
- f. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11. RESIGNATION OF MEMBERSHIP

11.1. Resigning in writing

Any Member may resign their membership by notice in writing addressed to the Board and deposited at the Registered Address.

11.2. Subscription fees on resignation

- a. If a resignation is not received before the last day of a Year, the Member resigning shall be liable to pay the subscription for the Year during which such notice is delivered unless the Board shall otherwise determine.
- b. A Member who has resigned:
 - i. Shall continue to be liable for any annual subscriptions and all arrears and other monies due to the Association and unpaid at the date of resignation.
 - ii. Or who has for any reason ceased to be a Member but is subsequently re-admitted as a Member shall not be required to pay an entrance fee, unless the entrance fee has increased in which case that Member shall pay the increase.
 - iii. Shall be entitled to request the Board to refund the whole or any part of a subscription paid in advance (which request shall be considered but can be refused in whole or in part at the absolute discretion of the Board).

11.3. No claim by Member

No Member that is retiring or resigning from membership or ceasing for any reason to be a Member shall have any claim upon any portion of the property or assets of the Association.

12. FORFEITURE OF MEMBERSHIP

12.1. Failure to pay fees

If any amount due to the Association by a Member (being an amount in respect of an entrance fee, increase in entrance fee or subscription) remains unpaid for one (1) month after it becomes due then the Board may, at the expiration of one (1) month after serving a notice in writing upon the Member of its intention to do so, cause that Member's membership to be terminated and thereupon that Member shall:

- a. Cease to be a Member; and
- b. Forfeit all rights.

12.2. Failure to update details

- a. Each Member must notify the Secretary of any change in their contact details.
- b. A Member's membership will come to an end if:
 - i. A Member cannot be contacted at the particulars provided by that Member;
 - ii. The Member's contact details are deemed to be incorrect or out of date; or
 - iii. The Member does not update those details within 14 days of changing those details.

13. AVOIDANCE OF MEMBERSHIP

13.1. Bankruptcy

- a. If any Member shall:
 - i. Be adjudged a bankrupt; or
 - ii. Make any composition or arrangement with their creditors; or
 - iii. Being engaged in any profession shall on account of their misconduct be prohibited by the governing body of such profession from conducting to practice under their regulations,
 then they shall:

- iv. Immediately cease to be a Member; and
 - v. Forfeit all right in and claim upon the Association and its property.
- b. Notwithstanding sub-Rule 13.1a, upon application being made by such Member to the Board stating the cause of such adjudication in bankruptcy making of any composition or arrangement or prohibition as aforesaid as the case may be such Member may be re-admitted and restored to their former rights by the Board.

14. **EXPULSION OF MEMBERS**

14.1. **Rights of the Board**

The Board shall have the power by a Resolution of the Board (but passed by at least two-thirds of the total number of Board Members) to terminate the membership of any Member who, in the opinion of the Board, has been guilty of:

- a. Dishonourable or improper conduct as a Member; or
- b. Conduct (either within or without of the Association) prejudicial or injurious to the character or interests of the Association.

14.2. **Show cause**

The powers conferred under Rule 14.1 shall not be exercised unless the Member has been given a notice:

- a. Containing particulars of:
 - i. The conduct alleged against the Member concerned;
 - ii. The Date or dates upon which the conduct is alleged to have occurred; and
 - iii. The action contemplated by the Board

and
- b. Giving the Member not less than seven (7) days' notice to appear at a meeting before the Board to show cause, either orally or in writing at such meeting, as to why the membership should not be terminated.

14.3. **Option to resign**

The Board shall, if it thinks fit, give the Member the option of resigning as a Member before the date of such meeting subject to compliance with Rule 11 relating to resignation.

14.4. **Notice of termination**

Upon the termination of membership of any Member pursuant to Rule 14.1, the Board shall give notice in writing thereof to the Member concerned.

14.5. **Appeal of decision**

- a. Within fourteen (14) days after receipt of a notice under Rule 14.4, the expelled Member may give to the Board notice in writing of their intention to appeal against such determination by a three (3) member independent appeals panel, to be appointed by the Board.
- b. Upon receipt of such notice, the Board, without further authority than this Rule, shall convene an independent appeals hearing to be held not less than 21, but not more than 28 days after the date upon which the notice was received by the Board from the Member.
- c. At such independent appeals hearing the Member whose membership has been terminated shall be entitled to give, in answer to the allegations against them, such evidence and explanations as they may desire and may be relevant to the issue.
- d. By motion passed by a majority of the independent appeals panel, the appeal may be upheld or dismissed (in whole or in part) or the meeting may be adjourned.

- e. From the date of the Board's decision referred to in Rule 14.1 until the final determination of the appeal, the expelled member shall be deemed to have been suspended from the rights and privileges of membership.
- f. In the event of the upholding of the appeal, the expelled Member's membership shall be restored forthwith.

14.6. No claim by Member

No Member affected by this Rule 14 shall have any claim whatsoever against the Association, the Board or the appeals hearing panel arising from anything done or omitted to be done by anyone or more of them under this Rule 14.

15. REGISTER OF MEMBERS

15.1. Register of Members

The Secretary shall keep at the Registered Address, a Register of Members in which shall be set forth in full in the following details:

- a. The name, address and type of membership (and the name and details of its Representative if applicable) of each Member.
- b. The date of the latest payment of each Member's subscription.
- c. The date on which the name of each Member was entered into the Register as a Member.
- d. The date on which any Member who has ceased to be a Member during the previous seven (7) years ceased to be a Member.
- e. The date upon which each Member's Membership Term is due to expire.

15.2. Maintenance of Registers

The Secretary shall, within 14 days after the date on which it receives notification of any alteration to the details maintained in the Register of Members, make any necessary alterations in the Register.

15.3. Availability of Registers for inspection

The Register of Members and a current copy of these Rules shall be available to and open for inspection by the Members at all reasonable times at the Registered Address.

16. ELIGIBILITY AS A BOARD MEMBER

16.1. Eligibility for nomination

- a. All Board Members must be Members.
- b. The following Members are entitled to be nominated as a Board Member:
 - i. The Representative of a Member (where applicable); or
 - ii. Any other Member.

17. BOARD MEMBERS

17.1. Number of Board Members

The Board shall be elected as set out in Rule 21 and shall consist of no more than the Maximum Number of Board Members.

17.2. No remuneration

No Board Member shall be entitled to remuneration for services save as provided in these Rules.

17.3. Tenure of Board Members

- a. The Board Members shall (subject to Rules 22), hold office for a Board Term, but may be eligible for re-election.
- b. Board Members will not be eligible for re-election after having served and completed the Maximum Number of Board Terms unless:
 - i. The Board Member vacates its office as Board Member for a period of no less than twelve (12) months;

- ii. The Board Member is appointed to fill a casual vacancy in accordance with Rule 22; or
- iii. The Board agrees to allow that Board Member to be elected for a further Board Term in special circumstances only.

18. REGISTER OF BOARD MEMBERS

18.1. Maintenance of Register

The Secretary shall maintain a Register of Board Members, which must include:

- a. The name of the Board Member.
- b. The name of the Member which the Board Member represents (if not his or herself).
- c. The date of appointment of the Board Member.
- d. The year in which the Board Term for that Member commenced.
- e. The year in which the Board Term for that Member expires.
- f. The number of Board Terms served.

19. RETIREMENT AND DISQUALIFICATION OF BOARD MEMBERS

19.1. Vacation of office as Board Member

The office of a Board Member will be vacated if:-

- a. The Board Member dies.
- b. The Board Member who is the Secretary stops living in Australia.
- c. By notice in writing to the Board, the Board Member resigns.
- d. The Board Member becomes a represented person (under the *Guardianship and Administration Act 1986*).
- e. The Board Member is removed by a Special Resolution at a general meeting of Members.
- f. The Board Member ceases to be Board Member by virtue of the Act or any order made thereunder.
- g. The Board Member becomes insolvent, bankrupt or makes any arrangement or composition with the creditors generally.
- h. The Board Member is absent without the written permission of the Board for three (3) consecutive meetings or a pre-determined number of Board meetings per year.
- i. The Board Member is employed by the Association (unless the Board otherwise agrees).
- j. The Board Member breaches any of the obligations set out in Rule 20.
- k. A statutory manager is appointed under section 116 of the Act to conduct the affairs of the Association.
- l. The Board Member (or if a Representative, then its Member) ceases to be a Member.

20. CONFLICTS OF INTEREST

20.1. Contracts with Board Members

No:

- a. Board Member shall be disqualified (by reason only of his or her position) from contracting or entering into an arrangement with the Association either as vendor, purchaser or otherwise.
- b. Such contract or arrangement entered into by the Association with any third party (in which a Board Member has an interest in) shall be avoided for that reason alone.

- c. Board Member so contracting or being so interested shall be liable to account to the Association for any benefit or profit realised by any such contract or arrangement by reason only of being a Board Member.

20.2. **Declaration of conflict of interest**

The specific nature and extent of any Board Member's personal interest must be declared by or on behalf of the Board Member at the meeting of the Board at which the contract or arrangement is decided (if the interest exists at that time) or in any other case at the first meeting of the Board after the acquisition of the interest.

20.3. **Financial interest**

A Board Member:-

- a. May lend money to the Association:
 - i. At interest (not being at a higher rate than the commercial rate for the time being charged by the Commonwealth Banking Corporation for overdraft accounts for money lent); and
 - ii. With or without security
- b. May, for a commission or profit, guarantee the repayment of any money borrowed by the Association and underwrite or guarantee the security of the Association.
- c. Shall not be disqualified as a Board Member and shall not be liable to account to the Association for any such commission or profit.

20.4. **No vote or discussion**

On no account shall a Board Member vote or be present for any discussion in respect of any contract or arrangement or any other transaction in which a Board Member is so interested.

21. **ELECTION OF BOARD MEMBERS**

- 21.1. Subject to Rules 16, 17, 19, 20 and 22, the election of the Board Members shall take place in accordance with this Rule 21.

21.2. **Who can nominate**

Any two (2) Members shall be at liberty to nominate any other Member (or its Representative) to serve as a Board Member.

21.3. **Nominations close date**

Nominations for the election of Board Members to be held at the ensuing AGM will close on the 14th day prior to that AGM (or such earlier date as the Board may from time to time after notice to Members determine).

21.4. **Form of nominations**

Nominations must (unless otherwise prescribed by the Board):-

- a. Be in writing and signed by all parties stating:
 - i. The name of the Member and Candidate.
 - ii. The class of membership to which that Member belongs.
 - iii. The names of the proposer and seconder and their respective classes of membership.
- b. Include a summary of the Candidate's experience appropriate to fulfilling the role of a Board Member.
- c. Be signed by the Candidate confirming that the signatories have read the current Rules and agree to be bound by them.

21.5. **More Candidates than vacancies**

- a. Subject to Rule 22, if the number of Candidates exceeds the number of vacancies for Board Members:
 - i. The EO shall, cause balloting lists to be prepared containing, in alphabetical order:

- A. The name of each Candidate;
 - B. The name or names of the retiring Board Member(s);
 - C. The category of membership of each Candidate; and
 - D. The category of membership of each retiring Board Member (or their corresponding Member)
- ii. The EO shall post one of each of the balloting lists to each Member at least eight (8) days before the date fixed for the AGM.
- b. The Members voting shall:
 - i. Strike out the name(s) of the Candidates for whom they do not wish to vote;
 - ii. Sign the names in the flap of an envelope; and
 - iii. Post or deliver such list in an envelope marked "Voting Paper" to the EO so as to be received at least 24 hours before the time fixed for the AGM.
- 21.6. **Scrutineers and process**
- a. *Appointment of scrutineers*
 - i. The Board shall appoint at or before the AGM, three (3) Members (not being Candidates) to act as scrutineers.
 - ii. Subject to sub-Rule 21.6b the report of the scrutineers as to the number of votes polled for the Candidates shall be final and conclusive.
 - b. *Counting of votes*

The EO shall, on the day fixed for the AGM, hand unopened all the envelopes marked "Voting Paper" received by him/her from Members, within the period required by Rule 21.3, to the scrutineers who shall count the effective votes and make findings in accordance with Rule 17.
 - c. *Findings*

The scrutineers shall, after ascertaining the identity of the Board Members to be elected, hand to the Chair at the beginning of the AGM their findings.
 - d. *Election*
 - i. Subject to Rule 21.7 the Chair shall read the report of the scrutineers at the AGM and shall declare elected the Candidates who have been elected.
 - ii. In the case of two or more Candidates receiving an equal number of votes, the Chair shall select by lot from such Candidates, the Candidate or Candidates who is or are elected.
- 21.7. **More vacancies than Candidates**
- a. Should the number of Candidates nominated be less than the vacancies, the Board Members shall, subject to the provisions of Rule 17 fill the remaining vacancy or vacancies.
 - b. These vacancies shall be regarded as casual vacancies within the meaning of Rule 22.
- 21.8. **Adjudicators**
- a. When required by a majority of Members present at an AGM at which an election of Board Members is to be declared, the Chair shall appoint three (3) Members not being Candidates as adjudicators to examine and report upon any aspect of election procedure indicated by a majority of Members present.
 - b. The declaration of the Chair, upon the receipt of the report of such adjudicators, shall be final and conclusive.

22. **CASUAL VACANCIES**

22.1. **Appointment to fill a vacancy**

When a casual vacancy shall occur on the Board, the Board may appoint a Member (or Representative) to fill such a vacancy.

22.2. **Term of appointment**

A Board Member appointed to fill a casual vacancy shall hold office until the culmination of the next AGM.

23. **PRESIDENT & OTHER ROLES**

23.1. **Offices**

- a. The Board shall choose from among their number; a
 - i. President,
 - ii. Vice President; and
 - iii. Treasurer
- b. Each of the above offices shall be elected / appointed and hold office pursuant to this Rule 23, and shall have such rights, powers and duties as are:
 - i. Set out in these Rules; and
 - ii. Delegated to them by the Board by ordinary Resolution of the Board from time to time.

23.2. **Vacation of office**

- a. For the avoidance of doubt, upon the President ceasing to be a president for any reason, the Vice President shall become the President without the need to comply with Rule 23.3.
- b. If, at any time:
 - i. The Board does not have a:
 - A. President,
 - B. Vice President; or
 - C. Treasurer,
 - ii. The term of a President, Vice President or Treasurer has expired
 - iii. A President, Vice President or Treasurer has:
 - A. Resigned;
 - B. been removed from the Board; or
 - C. been removed as a Member

then at the next meeting of the Board, the Board will call for nominations from among the Board for those positions which are vacant.

23.3. **Nominations for office**

- a. If the number of nominations exceeds the number of vacancies for any positions, the Board shall hold a secret ballot (which the EO will administer) for each position.
- b. If the number of nominations for each position is equal to the number of vacancies, the nominee shall be duly appointed to the position for which he or she was nominated.
- c. If the Board is unable to fill, from within its number, any of the positions of President, Vice President or Treasurer, the Board may by ordinary Resolution of the Board:
 - i. Elect any person to the vacant position of President, Vice President or Treasurer; and

- ii. If that person is not qualified under Rule 16, appoint such person as a Member for a term equal to the tenure of the position.

23.4. **Term of appointment**

The term of the President, Vice President and Treasurer shall be set by Resolution of the Board immediately after their appointment, but shall not exceed the Board Term.

23.5. **Role of the President**

- a. The President shall preside at all meetings of the Board as Chair.
- b. If the President is not present at a meeting of the Board, the Vice President shall preside.
- c. If neither the President nor the Vice President is present at a meeting of the Board, the remaining Board Members shall elect a chair for that meeting from among them present.

24. **SECRETARY**

24.1. The Board may choose from among their number a Secretary who shall be elected / appointed and hold office pursuant to this Rule 24, and shall have such rights, powers and duties as are:

- a. Set out in these Rules; and
- b. Delegated to them by the Board by an ordinary Resolution of the Board from time to time.

24.2. **Vacation of office**

If, at any time the Board does not have a Secretary appointed under Rule 24.1:

- a. The EO shall act as Secretary and perform all such duties in relation to the Association as required to be performed by the Secretary pursuant to the Act, the Rules or by-laws of the Association, and other such duties as the Board may require.
- b. And the position of the EO becomes vacant, the Board must fill the vacancy within fourteen (14) days and notify Consumer Affairs Victoria of that appointment.

24.3. **Nominations for office**

- a. If the number of nominations exceeds the number of vacancies for Secretary, the Board shall hold a secret ballot (which the EO will administer) for the position.
- b. If the number of nominations for the position is equal to the number of vacancies, the nominee shall be duly appointed to the position for which he or she was nominated.

24.4. **Term of appointment**

The term of the Secretary shall be set by Resolution of the Board immediately after their appointment, but shall not exceed the Board Term.

25. **EXECUTIVE OFFICER**

25.1. **Appointment**

There shall be a EO of the Association appointed by the Board:

- a. For such a term;
 - b. Upon such conditions; and
 - c. Paid such remuneration,
- as the Board may from time to time determine.

25.2. The EO need not be a Member.

26. **POWERS AND PROCEEDINGS OF THE BOARD**

26.1. **Management**

- a. The business and affairs of the Association shall be under the management of the Board.

- b. The Board may, except to the extent that these Rules expressly provide otherwise, exercise all of the powers of the Association.

26.2. **Board Meetings**

a. *Scheduling*

The Board shall hold not less than six (6) evenly spaced periodical meetings in each Year.

b. *Extraordinary meetings*

The President may and the EO must, on the requisition of not less than three (3) Board Members, at any time summon a meeting of the Board.

c. *Use of technology*

i. A Board Member who is not physically present at a Board Meeting may participate in the meeting by the use of technology that allows that Board Member and the Board Members present at the meeting to clearly and simultaneously communicate with each other.

ii. For the purposes of this Rule, a Board Member participating in a Board Meeting as permitted in sub-Rule i is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

d. *Voting*

Save as herein otherwise provided, questions arising at any meeting of the Board shall be decided by a majority of votes.

e. *Casting vote*

i. In case of an equality of votes only the President appointed pursuant to Rule 23 shall have a second or casting vote.

ii. For the avoidance of doubt, any other person chairing a meeting but who is not the President appointed under Rule 23 shall not have a second or casting vote.

f. *Quorum*

The quorum necessary for the transaction of business at meetings of the Board may be fixed by the Board but shall not be less than the Quorum for Board Meetings and until fixed shall be the Quorum for Board Meetings.

26.3. **Exercising its powers**

The Board shall exercise all such powers and do all such things as may be exercised or done by the Association save for those which are required by these Rules or by any law for the time being in force required to be exercised or done by the Association in a general meeting of Members.

26.4. **Property and employees**

The Board shall have the custody, care and superintendence of the property of the Association and the right to appoint and dismiss any employee of the Association.

26.5. **Minutes**

a. The Board shall cause minutes to be made:-

- i. Of all appointments of employees;
- ii. Of names of Board Members present at all meetings of the Association and of the Board; and
- iii. Of all proceedings at all meetings of the Association and of the Board.

b. Such minutes shall be signed:

- i. By the Chair of the meeting at which the proceedings were held; or
- ii. By the Chair at the next succeeding meeting,

and shall be entered in a book to be provided for that purpose.

- c. The minutes of each meeting of the Board shall be kept at the Registered Address and electronic copy filed and held by the EO.

26.6. Committees

- a. The Board shall have the power to appoint committees from the Members and to regulate and control such committees.
- b. Committees so appointed shall have such powers, duties, functions and privileges as are from time to time ascribed to them by the Board (within the limits of these Rules).

26.7. Financial powers

The Board may exercise all the powers of the Association to:

- a. Borrow money;
- b. Mortgage or charge the Association's property, or any part thereof; and
- c. Issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Association.

26.8. By-laws

- a. The Board shall have the power from time to time to make, alter and repeal all such by-laws, as it may deem necessary, expedient or convenient for the proper conduct and management of the Association and in particular but not exclusively it may by such by-laws regulate:-

- i. The admission, rights and privileges of all Members;
- ii. The terms and conditions upon which Members shall be permitted to use the premises and property of the Association;
- iii. The conduct of Members in relation to one another and to the Association's servants;
- iv. The imposition of fines for the breach of any by-laws;
- v. The procedure and meetings of the Board;
- vi. Arrangements with any other association for reciprocal advantages concessions or otherwise;
- vii. The duties and powers of any employee of the Association; and
- viii. Generally all such matters as are commonly the subject matter of Association by-laws;

PROVIDED THAT no by-law shall be inconsistent with or shall affect or repeal anything contained in these Rules and any by-law may be set aside by a Resolution of a general meeting of Members.

- b. The Board shall adopt such means as they deem sufficient to bring to the notice of Members all such by-laws (and any amendments and repeals thereof) and all such by-laws, so long as they shall be in force, shall be binding on all Members.

26.9. Resolutions of the Board

Subject to the Act, a Resolution in writing signed or endorsed by Board Members (whether electronically or by hand) (not being less than the quorum prescribed for meetings of the Board) is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted and may consist of several documents in like form each signed by one or more of the Board Members.

26.10. Validity of actions

All acts of the Board or a Board Member are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment of them or any of them or that they or any of them were disqualified or had vacated office.

27. **ANNUAL GENERAL MEETINGS**

27.1. **Date**

The AGM shall be held:

- a. Within such period as may be prescribed by the Act; and
- b. At such time and place as may be appointed by the Board.

27.2. **Agenda**

The proceedings of the AGM shall include:

- a. Confirming the minutes of the previous AGM and of any general meeting of Members held since that meeting;
- b. Receiving the Board's reports for the previous Year including the:
 - i. Balance sheet and revenue account; and
 - ii. Auditor's report;
- c. Electing Board Members;
- d. Presenting or reviewing long term business plans;
- e. Dealing with other special business of which notice in writing shall have been given to the EO; and
- f. Dealing with any other general business.

28. **SPECIAL GENERAL MEETING OF MEMBERS**

28.1. **Additional meetings**

- a. In addition to the AGM, any other general meetings of Members may be held in the same Year.
- b. All general meetings of Members other than the AGM are special general meetings of Members.

28.2. **Convening a meeting**

The Board may, whenever it thinks fit, convene a special general meeting of Members.

28.3. **Request for a meeting**

- a. The Board must, on a request made in writing by a Member representing not less than ten (10) Members, convene a special general meeting of Members.
- b. The request for a special general meeting of Members must:
 - i. State the object of the meeting;
 - ii. Be signed by the Members requesting the meeting; and
 - iii. Be sent to the Registered Address.
- c. Upon receipt of the request, the EO shall report to the Board which shall proceed to convene a special general meeting of Members.
- d. If the Board does not cause a special general meeting of Members to be held within one (1) month from the date on which the request is received by the EO, then the Members that made the request (or any of them) may:
 - i. Convene a special general meeting of Members to be held not later than three (3) months after the date that the request was made.
 - ii. Have access to the Register of Members for the purpose of convening the special general meeting of Members.

28.4. **Process of meeting**

If a special general meeting of Members is convened by the Members in accordance with this Rule:

- a. It must be convened in the same manner as a meeting convened by the Board; and

- b. All reasonable expense incurred in the convening the special general meeting of Members must be refunded by the Association to the person incurring the expenses.

28.5. **Quorum**

If within one half hour from the time appointed for a meeting of Members convened on a requisition of Members, a Quorum for Meetings of Members is not present then that meeting shall be dissolved.

29. **NOTICE OF GENERAL MEETINGS**

29.1. **Notice period**

The EO shall give at least:

- a. Seven (7) days' notice; or
- b. 21 days' notice if a Special Resolution has been proposed, before the date fixed for holding a general meeting of Members.

29.2. **Content of notice**

Notices of general meetings of Members will state the:

- a. Place, date and time of the meeting; and
- b. The nature of the business to be conducted at the meeting.

29.3. **Delivery of notice**

Notice may be given by prepaid post, facsimile, email or by publication through any social media medium or in a local newspaper.

30. **PROCEEDINGS AT GENERAL MEETINGS**

30.1. **Special business**

All business shall be deemed special that is transacted at a:

- a. Special general meeting of Members; or
 - b. AGM,
- with the exception of the:
- c. Consideration of the accounts, balance sheets, the ordinary report of the Board;
 - d. Election of Board Members in the place of those retiring; and
 - e. Appointment and fixing of any remuneration of the Auditor or Auditors.

30.2. **Quorum**

- a. No business, except to adjourn the meeting, shall be transacted at any general meeting of Members unless a quorum is present in person or proxy at the time when the meeting proceeds to business.
- b. The quorum may be fixed by the Board but shall not be less than the Quorum for Meetings of Members and until fixed shall be the Quorum for Meetings of Members.
- c. At any general meeting of Members, if within one half hour from the time appointed for the meeting, a quorum is not present, it shall be adjourned for the meeting, a quorum is not present, it shall be adjourned to the same day in the following week at the same time and place.
- d. If at the adjourned meeting a quorum is not then present within one half hour of the time appointed for the meeting, the Members present in person or by proxy shall constitute a quorum.

30.3. **President**

- a. The President of the Board shall (if present) preside as Chair at every general meeting of Members.
- b. In the absence of the President of the Board the Vice President of the Board shall take the Chair.

- c. In the absence of the Vice President of the Board, the Members present shall choose one of their number to be Chair of the meeting.

30.4. Voting

- a. The only persons entitled to vote at general meetings or to have any voice in the management of the Association shall be the Members.
- b. The Board may, however, invite any other person or persons to attend any such meeting or meetings, but such persons will not have a right to vote.
- c. *Casting vote*
 - i. In case of an equality of votes only the President appointed pursuant to Rule 23 shall have a second or casting vote.
 - ii. For the avoidance of doubt, any other person chairing a meeting but who is not the President appointed under Rule 23 shall not have a second or casting vote.

30.5. Adjournment

The Chair may with the consent of the Members present, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

30.6. Resolutions

- a. *No poll*
 - i. At every general meeting of Members, unless a poll is demanded, a vote shall be taken by a:
 - A. Show of hands; and
 - B. Declaration by the Chair that a Resolution has or has not been carried.
 - ii. Entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the Resolution.

- b. *Poll is demanded*

If a poll is demanded in the manner aforesaid the same shall be taken in such manner as the Chair directs and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.

31. VOTE OF MEMBERS

31.1. Votes

- a. Every Member shall have one vote and no more.
- b. Votes may be given personally or by proxy.

31.2. Proxy

- a. *Appointment*
 - i. A proxy appointed to attend and vote for a Member has the same right as a Member.
 - ii. The proxy shall be entitled to vote by show of hands.
 - iii. A proxy need not be in any special form. An appointment of a proxy is valid if it is signed by the Member making the appointment and contains at least the following information:-
 - A. Member's name and address;
 - B. Association's name;
 - C. Date, time and place of the meeting at which the appointment may be used; and

- D. If the Member wishes to make a specific direction to the proxy as to how the proxy must vote on any particular matter then the manner in which the vote must be exercised.

b. *Validity*

- i. A proxy shall only be valid for a meeting if at least 48 hours before the meeting:
 - A. The Association has received the proxy's appointment; and
 - B. If the appointment is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority.
- ii. The appointment of proxy, authority or certified copy of the authority may be given to the Association by:-
 - A. Delivering the same to the facsimile number at the Registered Office; or
 - B. Sending it to the electronic address at the Registered Office; or
 - C. At the place, to the facsimile number or to the electronic address specified in the notice of meeting.
- iii. An appointment of a proxy shall be of no effect if the Association receives either or both the appointment or authority or certified copy authority at a facsimile number or electronic address and any requirement concerning proxies in the notice of meeting that requires the transmission to be varied in a specified way or the proxy to produce the appointment and authority or certified copy of the authority at the meeting is not complied with.

31.3. **Vote by a Representative**

- a. A Representative may exercise all or any of the powers that its Member may exercise:-
 - i. At meetings of Members; or
 - ii. In relation to any Resolution to be passed without a meeting of Members.
- b. Unless otherwise specified in the appointment, the Representative may exercise on behalf of its Members, all of the powers that the Member could exercise at a meeting or in voting on a Resolution.

32. **ACCOUNTS, RECORDS AND FUNDS**

32.1. **Duties of EO**

The EO must in connection with the activities of the Association:-

- a. Collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- b. Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure.

32.2. **Signature and approval**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by either:

- a. Two (2) Board Members;
- b. One (1) Board Member and the EO; or
- c. Two (2) of any such persons appointed by the Board for such purpose.

32.3. Funds received

The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines including, but not limited to, income which might be derived from businesses conducted by the Association.

32.4. Records

- a. Correct accounts and books shall be kept by the EO and, where relevant, by office bearers of committees of the Association showing the financial affairs of the Association and the particulars usually shown in books of account of a like nature.
- b. The books of account shall be kept at the Registered Address, or at such other place or places as the Board thinks fit and subject to any privacy laws, shall always be open to the inspection of any Member upon a request in writing.

32.5. Reporting to Members

- a. The Board shall lay before the Members at the AGM a:
 - i. Revenue account for the preceding Year; and
 - ii. Balance sheet that has been duly audited and made up to the last day in each Year.
- b. A copy of the above financial statements together with a report of the Board as to the state of the Association's affairs are to be printed and made available by the EO for inspection by Members at the Registered Address, from the date of despatch or publication of the Notice of the AGM up to the date of the AGM.
- c. A copy of such financial statements (including securities and other relevant documents) shall be made available to any Member, free of charge upon request in writing.

32.6. Member's access to minutes

- a. Members may request access to:
 - i. The minutes of the AGM.
 - ii. The minutes of any special general meeting of Members.
 - iii. The minutes of any general meeting of Members.
 - iv. Any financial statements submitted at an AGM, general meeting of Members or special general meeting of Members.
- b. Upon receipt of a written request made to the EO by a Member, the EO will make the minutes available to that Member by appointment at the Registered Address.
- c. Members may make copies of these minutes and financial statements.
- d. Members are not entitled to access the minutes of any Board meetings, however summaries of the minutes with the key areas highlighted may be prepared by the EO and circulated to all Members prior to the AGM.

32.7. Trade

The Association may trade in accordance with the Act.

33. AUDITOR

The Association, while it is a prescribed Association in terms of the Act, shall appoint a properly qualified Auditor and such an Auditor's remuneration be fixed and duties regulated in accordance with the Act and these Rules.

34. NOTICES**34.1. Method of delivery**

Subject to Rule 29.3, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by:-

- a. Delivering the notice to the Member personally; or
- b. Sending it by prepaid post addressed to the Member at that Member's address shown in the Register of Members; or
- c. Facsimile transmission; or
- d. Electronic transmission; or
- e. Such other method as the Board may from time to time decide.

35. **AMENDMENT OF RULES**

The Rules shall only be altered by a Special Resolution of Members in accordance with the Act.

36. **EXECUTION OF DOCUMENTS**

36.1. A document, contract or proceeding requiring authentication by the Association may be authenticated:

- a. By affixing the common seal in accordance with Rule 36.2 (if the Association has one); or
- b. By the signature of the Secretary and one Board Member; or
- c. By the signature of two (2) Board Members.

36.2. The common seal of the Association (if there is one) shall not be affixed to any instrument except:-

- a. By the authority of a Resolution of the Board; and
- b. In the presence of at least one (1) Board Member and the EO or such other person as the Board may appoint for the purpose.

37. **INDEMNITY AND LEGAL PROCEEDINGS**

37.1. **Indemnity**

Every Board Member, and the EO for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of their office which is incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court in respect of any negligence default breach of duty or breach of trust.

37.2. **Limitation of Liability**

No Board Member shall be liable for any loss or expense to the Association resulting from:

- a. The insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association; or
- b. The insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested; or
- c. Any loss or damage arising from the bankruptcy or tortious act of any person owing moneys to the Association or with whom any moneys, securities or effects shall be deposited; or
- d. Any loss occasioned by any error of judgement or oversight by the Board Member; or
- e. Any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of the Board Member's office or in relation thereof,

unless the same happen through the Board Member's own dishonesty.

38. **WINDING UP**

38.1. **No distribution to Members**

The income and property of the Association shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members.

38.2. Exceptions

Notwithstanding Rule 38.1, nothing herein contained shall:

- a. Prevent the payment in good faith of interest to any such members in respect of moneys:
 - i. Advance by them to the Association; or
 - ii. Otherwise owing by the Association to them; or
 - iii. Of remuneration to any officers or servants of the Association; or
 - iv. To any Member or other person in return for any services actually rendered to the Association,
- b. Be construed so as to prevent the payment or repayment to any Member of:
 - i. Out of pocket expenses;
 - ii. Money lent;
 - iii. Reasonable and proper charges for goods hired by the Association;
 - iv. Reasonable and proper rent for premises demised or let to the Association; or
 - v. The provision of services to a Member to which the Member would be entitled in accordance with the Purposes if the Member were not a Member.

38.3. Distribution on winding up

If the Association shall be wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities, any property or surplus assets, whatsoever, the same shall be given or transferred to some other fund, authority or institution:

- a. Which has a similar objects and purposes to the purposes of the Association; and
- b. Which prohibits the distribution of its or their other income and property amongst its or their Member to an extent at least as great as is imposed on the Association under or by virtue of these Rules; and
- c. Which is to be determined in accordance with a Special Resolution of the Members or in the absence of a Special Resolution of the Members, by the Registrar as defined in the Act.