

Constitution

of the

Australian Biathlon Association Inc.

Registration number A0002041F



**An association incorporated under the *Associations Incorporation Reform Act 2012*
(Vic).**

Incorporated in 1984.

This Constitution was first adopted at an Annual General Meeting held on 21 October 2017 in Melbourne.

Table of Amendments

Date	Location of AGM	Rule amended	Amendment made	Registrar notified?
18 November 2018	Melbourne	Part 1 Section 2 (1)	New purpose for the Association: <i>Conduct, encourage, promote, advance, control and manage all levels of biathlon in Australia, via both winter and summer programs.</i>	Y
“	“	Part 1 Section 2 (2)	New purpose for the Association: <i>To communicate, and partner, with national affiliates in other countries for the advancement of biathlon in the world without limitation of place.</i>	Y
“	“	Part 1 Section 2 New (3)	Renumbering of continuing purpose for the Association: <i>To promote doping-free biathlon.</i>	Y
“	“	Part 1 Section 2 New (4)	Renumbering of continuing purpose for the Association: <i>To promote gender equality.</i>	Y
“	“	Part 1 Section 2 New (5)	Renumbering of continuing purpose for the Association: <i>To take appropriate measures to confront illegal sports betting in the sport of biathlon.</i>	Y
“	“	Part 1 Section 2 New (6)	Renumbering of continuing purpose for the Association: <i>To enter Australian athletes and teams in international biathlon competitions at all levels as appropriate.</i>	Y
“	“	Part 1 Section 2	Renumbering of continuing purpose for the Association:	Y

		New (7)	<i>To develop and assist athletes to achieve outstanding results in international competition.</i>	
“	“	Part 1 Section 2 New (8)	Renumbering of continuing purpose for the Association: <i>To grow participation in the sport of biathlon generally in Australia.</i>	Y
“	“	Part 3 Division 2 Clause 18 (f)	New grounds for taking disciplinary action: <i>has engaged in unsportsmanlike, bullying or nuisance behaviour against the Association, other members and/or other participants;</i>	Y
“	“	Part 3 Division 2 Clause 18 (g)	New grounds for taking disciplinary action: <i>has engaged in inappropriate conduct with a firearm or has been convicted of an offence involving firearms in any jurisdiction.</i>	Y
“	“	Part 3 Division 2 Clause 19 (4)	Clarification on the role of the Disciplinary Committee: <i>The disciplinary subcommittee will have no investigative authority. The disciplinary subcommittee will only review information presented by the board and the member subject to disciplinary action. Determinations will be made using this information only.</i>	Y
“	“	Part 3 Division 2 Clause 20 (1) (b)	Amendment of clause (new parts underlined): <i>stating the grounds for the proposed disciplinary action <u>including, where applicable, any Association rules or bylaws the member is alleged to have breached</u>; and</i>	Y
“	“	Part 3 Division 2 Clause 21 (2) (b) (ii)	New action available to the Disciplinary Committee: <i>place the member on probation for a period of up to 12 months, in accordance with sub-rule (4);</i>	Y
“	“	Part 3 Division 2 Clause 21 (3)	Amendment of clause (new parts underlined): <i>The suspension of membership rights, <u>probation period</u> or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.</i>	Y
“	“	Part 3 Division 2 Clause 21 (4)	New clause: <i>The disciplinary subcommittee may place a member on probation for a period of up to 12 months. During this period the member must be of good behaviour and comply with</i>	Y

			<i>all rules and bylaws of the Association and such other conditions as the subcommittee may determine. Should the member fail to do so, the board will take disciplinary action against the member in accordance with the procedure set out in this Division.</i>	
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PART 1—PRELIMINARY

1 Name

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

Note

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

2 Purposes

The purposes of the Association are—

- (1) Conduct, encourage, promote, advance, control and manage all levels of biathlon in Australia, via both winter and summer programs;
- (2) To communicate, and partner, with national affiliates in other countries for the advancement of biathlon in the world without limitation of place;
- (3) To promote doping-free biathlon.
- (4) To promote gender equality.
- (5) To take appropriate measures to confront illegal sports betting in the sport of biathlon.
- (6) To enter Australian athletes and teams in international biathlon competitions at all levels as appropriate.
- (7) To develop and assist athletes to achieve outstanding results in international competition.
- (8) To grow participation in the sport of biathlon generally in Australia.
- (9) To act as the Australian affiliated member of the International Biathlon Union.
- (10) To affiliate with relevant bodies, including the Australian Olympic Committee, the Australian Sports Commission, the Australian Paralympic Committee and the Australian Sports Anti-Doping Authority.
- (11) To maintain and operate the biathlon range at Whiskey Flat, Mount Hotham, Victoria.
- (12) To do all things related or ancillary to the objects set out above.

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

affiliate member means a member referred to in rule 13(1);

Association means the Australian Biathlon Association Incorporated;

board means the board having management of the business of the Association;

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

board member means a member of the board elected or appointed under these Rules;

Chairperson, of a general meeting or board meeting, means the person chairing the meeting as required under rule 41;

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

disciplinary subcommittee means the subcommittee appointed under rule 19;

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

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

member means a member of the Association;

member entitled to vote means a member who under rule 12(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* (Vic) 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;
 - (h) employ staff and appoint volunteers.

- (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;
 - (b) for goods or services provided by the member; or
 - (c) funding for the purposes of competition or representing the Association,if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to the Executive Officer together with the joining fee.
- (2) The written application in subrule (1) must be in a form determined by the board and include statements that the person—
 - (a) wishes to become a member of the Association;
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules and the bylaws of the Association as in force from time to time.
- (3) The board may determine that members of a family or other group may submit a joint application for membership in a form determined by the board.
- (4) The annual general meeting may appoint a person who has rendered distinguished services to the Association as a life member provided:
 - (a) at least 14 days' notice of the motion has been given;
 - (b) the motion is passed by two thirds of those who are entitled to vote under these rules, whether by proxy or in person.

9 Consideration of application

- (1) After an application for membership is received the board will decide whether to accept or reject the application.
- (2) The board may accept or reject an application for membership for any reason.

- (3) No reason need be given by the board for the rejection of an application.

10 New membership

- (1) If an application for membership is approved by the board—
 - (a) the resolution to accept the membership must be recorded in the minutes of the board meeting; and
 - (b) the Executive Officer must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 12(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the board approves the person's membership; or
 - (b) the person pays the joining fee.

11 Annual subscription and fee on joining

- (1) The board may determine—
 - (a) the amount of any membership fees or joining fees payable by members or prospective members from time to time; and
 - (b) the form of any renewal form to be submitted with the membership fee, which may be in the same form as the application for membership form;
 - (c) the date for payment of membership fees and submission of any renewal form.
- (2) The board may determine different classes of membership and may determine the membership fees or joining fees that are payable by each class of membership.
- (3) The rights of a member (including the right to vote) who has not paid their membership fees or submitted their renewal form (if any) by the due date are suspended until the membership fees are paid and renewal form submitted.

12 General rights and obligations 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;
 - (b) to submit items of business for consideration at a general meeting;
 - (c) to attend and be heard at a general meeting;
 - (d) to vote at a general meeting;
- (2) A member is entitled to vote if—
 - (a) the member is at least 16 years of age;
 - (b) the member is a member other than an associate member; and
 - (c) more than 10 business days have passed since he or she became a member of the Association; and
 - (d) the member's membership rights are not suspended for any reason.
- (3) A member of the Association must—
 - (a) comply with these Rules or any bylaws of the Association;
 - (b) support the purposes of the Association and not engage in conduct contrary to the purposes of the Association;

- (c) not engage in conduct that is detrimental to the Association or against the interests of the Association;
 - (d) ensure all debts to the Association are paid promptly.
- (4) If at any time it is found that a person has made a false statement in or in association with their membership application or in any subsequent membership renewal form the board may revoke that person's membership without needing to go through a disciplinary procedure.

13 Affiliated members

- (1) The board may admit affiliated members to the Association on any terms and conditions that the board determines and those terms and conditions may be amended by the board from time to time.
- (2) An affiliated member is ineligible to vote but may have other rights as determined by the board.
- (3) The membership of an affiliated member may be terminated by the board at any time and for any reason and the board need not give a reason.

14 Rights not transferable

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

15 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Executive Officer must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

16 Resigning as a member

- (1) A member may resign by notice in writing given to the Executive Officer of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

Note

Rule 69(3) sets out how notice may be given to the Association.

- (2) A member is taken to have resigned with immediate effect if—
 - (a) the member's annual membership fee is more than 4 weeks in arrears; or
 - (b) where no annual membership fee is payable—
 - (i) the Executive Officer has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 4 weeks after receiving that request, confirmed in writing that he or she wishes to remain a member.

17 Register of members

- (1) The Executive Officer 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) the person's class of membership (if applicable);

- (v) any other information determined by the board; and
- (b) for each former member the following information only:
 - (i) the member's name; and
 - (ii) the date of ceasing to be a member.

Note

Under section 56(4) of the Act, information about a member who is no longer a member of the association, other than their name and date of cessation of membership, must be removed from the register of members within 14 days after the person ceases to be a member of the association.

- (2) Subject to the Act, a member may inspect the register of members at a reasonable time.

Note

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

- (3) A member may not obtain copies of the register of members, unless permitted to do so by the board. If a member is granted permission by the board to receive a copy of the register of members, the member must not disclose the register to any other person without the express authorisation of the board.

Division 2—Disciplinary action

18 Grounds for taking disciplinary action

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

- (a) has failed to comply with these Rules or any bylaws of the Association;
- (b) has failed or refuses to support the purposes of the Association or has engaged in conduct contrary to the purposes of the Association;
- (c) has engaged in conduct that is detrimental to the Association or against the interests of the Association; or
- (d) has unpaid debts to the Association that have remained unpaid for more than 3 months;
- (e) has engaged in conduct unbecoming a member of the Association
- (f) has engaged in unsportsmanlike, bullying or nuisance behaviour against the Association, other members and/or other participants;
- (g) has engaged in inappropriate conduct with a firearm or has been convicted of an offence involving firearms in any jurisdiction.

19 Disciplinary subcommittee

- (1) If the board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The board will determine the number of members on the disciplinary subcommittee.
- (3) The members of the disciplinary subcommittee may consist of board members, members of the Association or anyone else.

- (4) The disciplinary subcommittee will have no investigative authority. The disciplinary subcommittee will only review information presented by the board and the member subject to disciplinary action. Determinations will be made using this information only.

Note

Under section 54(b) of the Act, the Association must ensure that the outcome of a disciplinary procedure is determined by an unbiased decision-maker.

20 Notice to member

- (1) Before disciplinary action is taken against a member, the Executive Officer must give written notice to the member—
- (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action including, where applicable, any Association rules or bylaws the member is alleged to have breached; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 22.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

21 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
- (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
- (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member;
 - (ii) place the member on probation for a period of up to 12 months, in accordance with sub-rule (4);
 - (iii) suspend the membership rights of the member for a specified period; or
 - (iv) expel the member from the Association.
- (3) The suspension of membership rights, probation period or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.
- (4) The disciplinary subcommittee may place a member on probation for a period of up to 12 months. During this period the member must be of good behaviour and comply with all rules and bylaws of the Association and such other conditions as the subcommittee may

determine. Should the member fail to do so, the board will take disciplinary action against the member in accordance with the procedure set out in this Division.

- (5) As soon as practicable after taking disciplinary action, the disciplinary subcommittee will notify the member of the action that has been taken.

22 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given to the Executive Officer not later than 48 hours after receiving notification of the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the board as soon as practicable, but in any event not later than 28 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

23 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the board must state the grounds for suspending or expelling the member and the reasons for taking that action ; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than one half of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

24 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules or any bylaw of the Association between—

- (a) a member and another member; or
 - (b) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure.

Note

Under section 55(2) of the Act, a member may appoint any person to act on behalf of the member in the grievance procedure.

25 Parties must attempt to resolve the dispute

The parties to a dispute must initially attempt to resolve a dispute between themselves.

26 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves, the parties may agree to—
- (a) notify the board of the dispute;
 - (b) request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) Any mediator appointed must be—
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the board; or
 - (ii) if the dispute is between a member and the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the board may be a board member, member of the Association or anyone else, but in any case must not be a person who has a personal interest in the dispute.

Note

Under section 55(3) of the Act, the Association must ensure that each party to the dispute has been given an opportunity to be heard on the matter which is the subject of the dispute and that the outcome of a dispute is determined by an unbiased decision-maker.

- (4) Any costs of a mediation conducted under this rule will be paid for as follows—
- (a) if the dispute is between members of the Association, the members must pay the costs in equal shares;
 - (b) if the dispute is between a member and the Association, the member must pay the costs of the mediation;
 - (c) if the parties agree on a different arrangement in relation to payment of costs, that arrangement will apply.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

27 Annual general meetings

- (1) The board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

- (2) The board 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) any report of the board on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the board in accordance with Part 7 of the Act;
 - (c) to elect the members of the board.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

28 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 29 may be conducted at the meeting.

Note

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

29 Notice of general meetings

- (1) The Executive Officer must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 30(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 22(4) sets out the requirements for notice of a disciplinary appeal meeting.

30 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the board has approved a form for the appointment of a proxy, that form must be used. If the board has not approved a form for the appointment of a proxy, the member may use any form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 29 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be provided—
 - (a) by hand to the Chairperson of the meeting at the commencement of the meeting; or
 - (b) by hand, post or electronically to the Executive Officer, in which case the Executive Officer must receive the form no later than 24 hours before the commencement of the meeting.
- (7) If a form is provided by hand under subrule (6), the person providing the form may provide a copy of the form that has been transmitted to them electronically.

31 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically or by proxy) of 5% of the members entitled to vote.
- (3) If a quorum is not present within 60 minutes after the notified commencement time of a general meeting—
 - (a) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (b) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 60 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

32 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or

- (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 29.

33 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote;
 - (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.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 23.

34 Special resolutions

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

Note

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

- (a) to remove a board member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

35 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;
 - (b) carried unanimously;
 - (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.

36 Minutes of general meeting

- (1) The board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting;
 - (b) proxy forms given to the Chairperson of the meeting under rule 30(6);
 - (c) the financial statements submitted to the members in accordance with rule 27(3)(b)(ii);
 - (d) the certificate signed by two board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of board

37 Role and powers

- (1) The business of the Association will be managed by or under the direction of a board.
- (2) The board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The board may—
 - (a) appoint and remove staff and volunteers;
 - (b) establish subcommittees consisting of members or non-members with terms of reference it considers appropriate;
 - (c) make, amend or withdraw bylaws of the Association that are consistent with these Rules.

38 Delegation

- (1) The board may delegate to a member of the board, a subcommittee, or any other person any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the board considers appropriate.
- (3) The board may, in writing, revoke a delegation wholly or in part at any time and for any reason.

39 Creation of State or territory bodies

- (1) The board may create State or territory bodies.
- (2) A State or territory body will take such form as the board considers appropriate.

- (3) The board may delegate to the State or territory body such powers or functions that the board considers appropriate, other than a duty imposed on the board by the Act or any other law.
- (3) The delegation must be in writing and may be subject to the conditions and limitations the board considers appropriate and the board may change those conditions and limitations from time to time.
- (4) The board may, in writing, change or revoke a delegation to a State or territory body wholly or in part at any time and for any reason.
- (5) The board may dismantle a State or territory body at any time and for any reason.

Division 2—Composition of board and duties of members

40 Composition of board

The board consists of—

- (a) a President;
- (b) a Vice-President;
- (c) an Executive Officer;
- (d) a Treasurer; and
- (e) ordinary members (if any) elected under rule 48.

41 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 board 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 board meeting—a board member elected by the other board members present.

42 Executive Officer

- (1) The Executive Officer will perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Executive Officer will—
 - (a) maintain the register of members in accordance with rule 17; and
 - (b) keep custody of the common seal (if any) of the Association; and
 - (c) perform any other duty or function imposed on the Executive Officer by these Rules or by the board.
- (3) The Executive Officer must give to the Registrar notice of his or her appointment within 14 days after the appointment.

43 Treasurer

- (1) The Treasurer will—

- (a) receive all moneys paid to or received by the Association;
 - (b) ensure that all moneys received are paid into the account of the Association;
 - (c) make any payments authorised by the board or by a general meeting of the Association from the Association's funds;
 - (d) ensure cheques are signed by at least 2 board members.
- (2) The Treasurer will—
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the board prior to their submission to the annual general meeting of the Association.

Division 3—Election of board members and tenure of office

44 Who is eligible to be nominated as a board member

- (1) A member is eligible to be nominated as a board member if the member—
 - (a) is 18 years or over; and
 - (b) is entitled to vote at a general meeting.
- (2) Further, the board may deem any board position (including ordinary board member positions) to be a non-member position, in which case a non-member may be nominated for that position.

45 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) The Chairperson of the meeting must declare all positions on the board vacant and hold elections for those positions in accordance with rules 46 to 49.

46 Nominations

- (1) Nominations of candidates for election must be in writing and delivered to the Executive Officer no less than seven days before the date of the annual general meeting.
- (2) If no nominations are received for a position, the Chairperson will call for nominations at the annual general meeting.
- (3) If insufficient nominations are received to fill all ordinary board member positions, the Chairperson will call for nominations at the annual general meeting.
- (4) An eligible member of the Association may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (5) A person who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

47 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;

- (b) Vice-President;
 - (c) Executive Officer;
 - (d) Treasurer.
- (2) If only one person is nominated for the position, the Chairperson of the meeting must declare the person elected to the position.
 - (3) If more than one person is nominated, a ballot must be held in accordance with rule 49.
 - (4) On his or her election, the new President may take over as Chairperson of the meeting.

48 Election of ordinary members

- (1) The annual general meeting will elect two ordinary board members, or such other number of ordinary board members (if any) determined by the annual general meeting.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of people nominated for the position of ordinary board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those people to be elected to the position.
- (4) If the number of people nominated exceeds the number to be elected, a ballot must be held in accordance with rule 49.

49 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) 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.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

50 Term of office

- (1) Subject to subrule (3) and rule 51, a board member holds office until the positions of the board are declared vacant at the next annual general meeting.
- (2) A board member may be re-elected.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a board member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A board member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Executive Officer or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Executive Officer or the President may give a copy of the representations to each member of the Association or, if they are not so given, the board member may require that they be read out at the meeting at which the special resolution is to be proposed.

51 Vacation of office

- (1) A board member may resign from the board by written notice addressed to the board.
- (2) A person ceases to be a board member if he or she—
 - (a) was elected as an eligible member of the Association and ceases to be a member of the Association; or
 - (b) otherwise ceases to be a board member by operation of section 78 of the Act.

Note

A board member may not hold the office of Executive Officer if they do not reside in Australia.

52 Filling casual vacancies

- (1) The board may appoint an eligible member of the Association to fill a position on the board that has become vacant under rule 51.
- (2) If the position of Executive Officer becomes vacant, the board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 50 applies to any board member appointed by the board under subrule (1) or (2).
- (4) The board may continue to act despite any vacancy in its membership.

52A Minimum representation of females and/or other funding body requirements

- (1) Bodies that fund the Association may require the Association to meet minimum representation of particular persons/groups on the board, as a condition of funding. If that minimum representation has not been met after elections have been conducted at an annual general meeting, the board may appoint sufficient extra persons to the board, to allow that minimum representation requirement to be met.

Division 4—Meetings of board

53 Meetings of board

- (1) The board must hold at least 3 meetings each year at the dates, times and places (or by the means) determined by the board.
- (2) Board meetings may be convened by the President or by any 2 members of the board.

54 Notice of meetings

- (1) Notice of each board meeting must be given to each board member within a reasonable time of the meeting, and all members of the board may agree to waive the notice period.
- (2) Notice may be given of more than one board meeting at the same time.

55 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

56 Procedure and order of business

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

57 Use of technology

- (1) Rather than meeting in person, the board may hold meetings by the use of technology that allows all participating members to simultaneously communicate with each other.
- (2) Where a board meeting is held in person, a board member or members who are not physically present at the meeting may participate in the meeting by the use of technology that allows that board members to simultaneously communicate with each other.
- (3) For the purposes of this Part, a board member participating in a board meeting as permitted under subrules (1) or (2) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (4) If, during a board meeting held in accordance with this Part, a technological difficulty causes one or more board members to cease being able to participate effectively:
 - (a) the meeting will immediately stand adjourned until the technological difficulty is fixed; or

- (b) if the technological difficulty is not fixed within a reasonable time, the meeting will be adjourned to another date and notice of the time, date and place (or means) to which the meeting is adjourned must be given in accordance with rule 54.

58 Quorum

- (1) No business may be conducted at a board meeting unless a quorum is present.
- (2) The quorum for a board meeting is the presence (in person or as allowed under rule 57) of at least 3 of the board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a board meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting may either be abandoned or adjourned to another date and notice of the time, date and place (or means) to which the meeting is adjourned must be given in accordance with rule 54.

59 Voting

- (1) On any question arising at a board meeting, each board member present at the meeting has one vote.
- (2) A motion is carried if a majority of board members present at the meeting vote in favour of the motion.
- (3) 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 board.
- (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 at board meetings.

60 Material personal interests

- (1) A board member who has a material personal interest in a matter being considered at a board meeting must, as soon as the member becomes aware of his or her interest in the matter, disclose the nature and extent of that interest to the board.

Note

Under section 80(2) of the Act, a member of the board who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of his or her interest in the matter at the next general meeting of the association.

- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established, or because the member is an employee of the Association; or

- (b) that the member has in common with all, or a substantial proportion of, the members of the Association;
- (4) A disclosure of a material personal interest under this rule must give details of:
 - (a) the nature and extent of the interest; and
 - (b) the relation of the interest to the activities of the Association,and those details must be recorded in the minutes of the committee meeting at which the material personal interest is disclosed.

61 Minutes of meeting

- (1) The board must ensure that minutes are taken and kept of each board meeting.
- (2) The minutes must record the following—
 - (a) the names of the members present 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 60;
 - (e) if requested by a board member, the fact that they have voted for, voted against or abstained from voting on a resolution.

62 Resolutions made outside of board meetings

- (1) The board may pass single resolutions outside of board meetings, provided:
 - (a) the resolution is not a motion or question which is required by these Rules to be passed by an absolute majority of the board;
 - (b) no board member indicates that they want the resolution to be dealt with at a board meeting;
 - (c) each board member is fully informed of the resolution and indicates in writing whether they are in favour of the resolution, against the resolution or wish to abstain from voting on the resolution;
 - (d) a majority of all board members vote in favour of the resolution.
- (2) A board member may indicate their position by electronic means, including by email or other like form of communication.
- (3) Any resolution made in accordance with this Part must be recorded in the minute book.

63 Leave of absence

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

PART 6—FINANCIAL MATTERS

64 Source of funds

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

65 Management of funds

- (1) The Association must maintain an account or accounts with one or more financial institutions from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the board may approve expenditure on behalf of the Association.
- (3) The board may authorise the Treasurer, Executive Officer or any other person to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 board members.
- (5) All funds of the Association must be deposited into the financial account of the Association within a reasonable time of receipt.
- (6) With the approval of the board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

66 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record its transactions; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the board.

PART 7—GENERAL MATTERS

67 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 board and the sealing must be witnessed by the signatures of two board members;
 - (c) the common seal must be kept in the custody of the Executive Officer or such other place determined by the board.

68 Registered address

The registered address of the Association is—

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

69 Notice requirements

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

- (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 55.
- (3) Any notice required to be given to the Association or the board may be given—
- (a) by handing the notice to a member of the board; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) by email to the email address of the Association, the Executive Officer or a board member; or
 - (e) by facsimile transmission to the facsimile number of the Association.

70 Custody and inspection of books and records

- (1) The records, securities and other relevant documents of the Association will be kept in the custody of the members of the board, or such other place determined by the board.
- (2) Members of the Association may at a reasonable time inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) these rules.
- (3) A member may make a request in writing to receive copies of the minutes of general meetings or these rules, in which case the Association will provide the member with those copies within 14 days of the member making the request and paying any fee prescribed by the board.
- (4) A member who receives copies of the minutes of general meetings or these rules must not disclose those documents to any other person without the express written consent of the board.
- (5) A member may not receive a copy of the register of members, unless they are authorised to do so by the board and on such conditions determined by the board.
- (6) A member may request in writing to inspect and obtain copies of documents of the Association.
- (7) Such a request must-
 - (a) specifically identify each document subject of the request;
 - (b) state the purpose for requesting each document;
 - (c) contain a statement that the member agrees not to use the documents requested in any manner other than for the stated purpose and to further the purposes of the Association;
 - (d) contain a statement that the member agrees not to disclose the documents to any other person unless expressly authorised to do so by the board.
- (8) A member may not make a request in relation to more than 10 documents within a three month period.
- (9) The board may refuse to permit a member to inspect and/or obtain copies of documents:

- (a) that relate to confidential, personal, employment, commercial or legal matters, that contain a member's personal information, or if it considers a document to be privileged; or
 - (b) that contain communications between members of the board or subcommittees of the Association; or
 - (c) that contain communications between members of the board and the Association's legal or financial advisors; or
 - (d) if it considers that the purpose stated for obtaining the document may be contrary to the interests of the Association or may not further the purposes of the Association; or
 - (e) if it considers that it may harm the interests of the Association to allow the member access to the document; or
 - (f) if the member has breached any of the obligations of members in clause 12(3) of these rules or has acted in a manner that is contrary to the purposes of the Association.
- (10) The board may charge a member a fee to cover any costs incurred by the Association in relation to the member's request (including any legal expenses, costs of searching for documents and costs of production of documents), in which case the member will not be permitted to inspect or obtain copies of those documents until the fee has been paid.
- (11) A member who is permitted to inspect or obtain copies of documents under this rule must not-
- (a) use the documents for any purpose other than the purpose stated in their request;
 - (b) use the documents in any way that may harm the interests of the Association or that may be contrary to the purposes of the Association; and
 - (b) disclose the documents to any other person unless expressly authorised to do so by the board.
- (12) The Board may refuse to deal with a request if it considers the request to be trivial or vexatious in nature.
- (13) For purposes of this rule—
- documents* means the records, securities and other relevant documents of the Association, but does not include the register of members, these rules, minutes of general meetings or minutes of board meetings.

71 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets may be given to a body decided by special resolution.

72 Alteration of Rules

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

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.
