

CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012

CONSTITUTION

OF

FERNTREE GULLY ARTS SOCIETY INC.

27 February 2018

Note. Under section 46 of the Associations Incorporation Reform Act 2012, these Rules are taken as the terms of a contract between the Association and its member.

PART 1 – PRELIMINARY INFORMATION

1. Name of the Association

The name of the association is the Ferntree Gully Arts Society Inc. (in these rules called “the Association”).

2. Purposes of the Association

- (a) The purpose of the association is to encourage and further the pursuit and appreciation of all the Arts (including painting, sculpture, music, films, crafts and drama) and the improvement of education and culture by all means which may from time to time appear to the members or their committee to be appropriate or convenient;
- (b) To hold at annual or other intervals competitive or other exhibitions of works of art and to give any prizes or make any contributions from the funds of the Society as may from time to time be determined;
- (c) To arrange or promote musical, poetry and dramatic performances, festivals and the like;
- (d) To assist the activities of any associated or subsidiary organisation as hereinafter mentioned;
- (e) To co-operate with other societies or organisations having objects wholly or in part similar to those of this Society;
- (f) The aims of the Society as set out herein are specifically non-profit, non-sectarian and non-political.

3. The financial year of the Association starts on the First of January in each year.

PART 2 - POWERS OF ASSOCIATION

4. Powers of the Association

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

5. Distribution of income and assets

- (1) The Association must not distribute any surplus, income or assets directly to its members.
- (2) The Association must not secure financial profit for its members, but members may receive
 - (a) reimbursement for expenses properly incurred; or
 - (b) reimbursement for goods or services provided by a member, if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

DIVISION 1 – MEMBERSHIP

6. Minimum number of members

The Association must have at least 5 members.

7. Eligibility

Anyone who supports the purposes of the Association can apply to join as a member.

8. Application for Membership

- (1) To apply to become a member of the Association, a person must complete and sign the Association's membership form.
- (2) The application must be accompanied by the joining fee or annual subscription, if applicable.
- (3) As soon as practicable after an application for membership is received, the Committee must decide whether to accept or reject the application.
- (4) If the Committee rejects the application, the applicant will be notified in writing and any joining fees returned.
- (5) No reason need be given for the rejection of an application.

9. New Membership

- (1) If an application for membership is approved by the Committee, the new member's details must be entered in the Register of Members as soon as practicable.
- (2) After approval, new members must be informed of the date that their membership begins and provided with details of how they can access the Rules.

10. Annual subscription

The rate of annual subscription shall be recommended by the Committee and shall be payable from the first day of January in each year. Current members must be advised of the annual subscription a minimum of two weeks prior to the start of the next membership year and that fees must be paid within one month of the start of the membership year. New members must pay the relevant subscription at the time of supplying a membership form.

11. General rights of members

- (1) A member of the Association has the right to: —
 - (a) receive notice of general meetings and of proposed special resolutions according to these Rules
 - (b) submit items of business for consideration at a general meeting
 - (c) attend and be heard at general meetings
 - (d) vote at a general meeting, providing fees, if applicable, are not in arrears
 - (e) have access to the minutes of general meetings and other documents of the Association as provided under rule 13
 - (f) inspect the register of members
- (2) The rights of a member are not transferable and end when membership ceases.

12. Associate membership

- (1) The allowance of associate members and the relevant criteria will be determined by special resolution at a general meeting or by the Committee.
- (2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

13. Access to documents by members

- (1) A member may inspect financial records, contracts, general meeting minutes, Members Register and asset records and other relevant documents, as defined in the Act, at a reasonable time.
- (2) A member may write to the secretary asking for copies of these documents, with the exception of the Members Register, and may be charged a reasonable fee for the copies.
- (3) A member can seek to have access to their details on the Members Register in special circumstances, to be determined by the Secretary, who will notify the member in writing if the request is refused.
- (4) A member cannot inspect or have copies of committee meeting minutes unless the committee specifically allow it.
- (5) A member may be refused a request to inspect or have copies of documents, or provide limited access, if the documents contain confidential personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.

14. Resigning and ceasing membership

- (1) Membership automatically ceases on resignation, expulsion or death.
- (2) A member may resign at any time by notifying the Association in writing.
- (3) The date of membership cessation will be entered into the Register of Members as soon as practicable.
- (4) A member is taken to have resigned if: —
 - (a) the member's annual subscription, if applicable, is more than 12 months in arrears; or
 - (b) the Membership secretary has made a written request to the member to confirm that he or she wishes to remain a member; and the member has not replied within 3 months.

15. Register of Members

The Association must keep and maintain a register of members that includes: -

- (a) the member's name;
- (b) the address for notice last given by the member;
- (c) the date of becoming a member;
- (d) if the member is an associate member, a note to that effect;
- (e) the date of membership cessation.

16. Adherence to Association codes and policies

All members are expected to adhere to any codes or conduct or similar policy and may be expelled by the Committee if a member knowingly and consistently breaches these codes or policies.

DIVISION 2 – DISCIPLINARY ACTION

17. Grounds for taking disciplinary action

The committee can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour causes damage or harm to the Association.

18. Disciplinary sub-committee

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

19. Notice to member

- (1) Before disciplinary action is taken against a member, the secretary must give written notice to the member stating: —
 - (a) the grounds for the proposed disciplinary action; and
 - (b) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (c) advising that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee and/or;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (d) setting out the member's appeal rights under rule 21.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is to be held.

20. 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 sub rule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to sub rule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

21. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association may give written notice to the disciplinary subcommittee that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be given to the secretary not later than 48 hours after the vote to expel or suspend the member.
- (3) If notice is given by a member, a disciplinary appeal meeting must be convened by the Committee not later than 21 days after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must: —
 - (a) specify the date, time and place of the meeting; and
 - (b) state the name of the person against whom the disciplinary action has been taken, the grounds for taking that action and advising that the members present at the appeal meeting must vote on whether the decision to suspend or expel the person should be upheld or revoked.

22. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting: —
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) 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 three quarters of the members voting at the meeting vote in favour of the decision.

DIVISION 3 – GRIEVANCE PROCEDURE

23. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

24. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

25. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 24, the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be: —
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement: —
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case, must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

26. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

27. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 – GENERAL MEETINGS OF THE ASSOCIATION

28. Annual general meetings

- (1) The Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (2) The Committee must hold an Annual General Meeting (AGM) within 5 months after the end of each financial year
- (3) The Committee may determine the date, time and place of the annual general meeting.

- (4) The ordinary business of the AGM is as follows—
- (a) to confirm the minutes of the previous AGM (or general meeting if held since then)
 - (b) to receive and consider: —
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year
 - (c) to elect the members of the Committee
 - (d) the AGM may also conduct any other business of which notice has been given in accordance with these Rules.

29. Special general meetings

- (1) Any general meeting of the Association, other than an AGM or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the agenda as per these Rules may be conducted at the meeting.

30. Special general meeting held at request of members

- (1) 10% of members (a quorum) may call a special general meeting.
- (2) At least 10% of members must be present at a general or special general meeting, either in person or through use of technology for the meeting to be held.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request may convene the special general meeting.
- (4) A special general meeting convened by members: -
 - (a) must be held within 3 months after the date on which the original request was made;
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting.

31. Notice of general meetings

- (1) The secretary (or the members in the case of a special general meeting called by members) 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 and any special resolution is to be proposed
- (3) This rule does not apply to a disciplinary appeal meeting.

32. Proxy voting is not permitted.

33. Use of technology

A member not physically present at a general meeting may be permitted to participate in the meeting using technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

34. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is 10% of the members
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting, the meeting must be dissolved.
- (4) If a meeting that was called by members is dissolved, the business that was to have been considered at the meeting is taken to have been dealt with. In any other case the meeting must be adjourned to a date not more than 21 days after the adjournment.

35. Adjournment of a 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) 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 31.

36. Voting at general meetings

- (1) Each member who is entitled to vote has one vote.
- (2) Resolutions/decisions will be decided on a majority of votes.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (5) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

37. Special resolutions

- (1) A special resolution is deemed carried if not less than $\frac{3}{4}$ of the members voting at a general meeting vote in favour of the resolution.
- (2) Voting may be by show of hands and the result shall be recorded in the minutes of the meeting.

38. Polls

- (1) If a poll (where votes are cast in writing) is demanded by three or more members on any question, the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting
- (2) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (3) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

39. Minutes of general meeting

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

PART 5 - COMMITTEE

DIVISION 1 - POWERS OF COMMITTEE

40. Role and powers

- (1) The Association is governed by the committee of management, also referred to as the Committee.
- (2) The Committee may exercise all the powers and functions of the Association in accordance with these Rules and the Act except for powers and functions that the members are required to exercise at a general meeting.
- (3) The Committee may also: —
 - (a) appoint and remove staff, and
 - (b) establish subcommittees

41. Delegation

- (1) The Committee may delegate any of its powers to a member of the Committee, a subcommittee or staff other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act
- (2) The delegation must be in writing and can be revoked in writing at any time by the Committee.

DIVISION 2 – COMPOSITION OF COMMITTEE AND DUTIES OF MEMBERS

42. Composition of Committee

The Committee may consist of the following office bearers: —

- (a) a President (or Chairperson); and
- (b) a Vice-President (or Vice-Chairperson); and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) ordinary members (non-office bearers) which may include the Membership Secretary, responsible for maintaining the Register of Members in accordance with rule 15.

43. General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association and the Committee comply with these Rules and the Act.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care, diligence and in good faith in the best interests of the Association.
- (4) Committee members and former committee members must not make improper use of their position or information acquired by virtue of their position.
- (5) Members of the committee of management are expected to adhere to the Association's policies and align themselves with the values and objectives of the Association.

44. President and Vice-President

- (1) The President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members' present;
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.
- (3) A President may not stand or be elected to serve more than 3 consecutive years

45. Secretary

- (1) The secretary must: —
 - (a) be over the age of 18 and live in Australia
 - (b) ensure that the common seal (if any) of the Association and all books, documents and securities are kept in a secure place determined by the committee
 - (c) lodge relevant Association documents with the Registrar; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (2) The secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

46. Treasurer

(1) The Treasurer must: —

- (a) ensure that all monies paid to or received by the Association are properly receipted and accounted for and paid into the designated account of the Association within a reasonable amount of time after receipt; and
- (b) make any payments authorised by the Committee; and
- (c) ensure cheques are signed by at least 2 committee members; and
- (d) ensure that the financial records of the Association are kept in accordance with the Act; and
- (e) coordinate the preparation of appropriate financial statements for the Committee and presentation to members at an AGM; and
- (f) ensure that the Association remains solvent to the best of their ability.

(2) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

DIVISION 3 – ELECTION OF COMMITTEE MEMBERS AND TENURE OF OFFICE

47. Eligibility to be a Committee member

(1) Any member of the Association is eligible to be appointed as a committee member if the Member –

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

(2) No more than two immediate members of one family or business may be appointed to the Committee at any one time.

48. Positions to be declared vacant

- (1) Committee positions will be declared vacant at each AGM.
- (2) The Committee may nominate office bearers at the first committee meeting following the AGM.

49. Nominations

- (1) Prior to the election of Committee positions, the Chairperson of the meeting must call for nominations to fill each position.
- (2) An eligible member of the Association may self-nominate or be nominated by another member in the manner determined by the Committee (usually in writing to the secretary up to the time of the AGM).

50. Election of Office Bearers

- (1) Office bearers may be elected separately at an AGM or be nominated by the elected committee at the first Committee meeting after the AGM.
- (2) If office bearers are elected at an AGM: -
 - (a) where only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
 - (b) if more than one member is nominated, a ballot must be held in accordance with rule 52.
 - (c) after election the new President may take over as Chairperson of the meeting.

51. Election of ordinary members

- (1) The number of ordinary members may be decided by resolution at an AGM.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for ordinary committee members is less than or equal to the vacancies, the Chairperson must declare the nominees to be elected.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 52.

52. Ballot

- (1) If a ballot is required for the election of a position on the Committee, the Chairperson of the meeting must appoint a member to act as Returning Officer to conduct a 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) If two or more nominees receive the same number of votes, the Returning Officer must either: —
 - (a) conduct a ballot for the position/s; or
 - (b) seek agreement between the nominees to decide which of them is to be elected; or
 - (c) decide by other means (for example toss of coin or draw from hat)

53. Term of office

A committee member holds office until the following AGM.

54. Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she: —
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without notice; or
- (3) A committee member may be removed by special resolution at a general meeting of the Association and a replacement elected in accordance with these Rules.
- (4) A member who is removed may make representation in writing to the Committee and may request that their representations be provided to the members of the Association.

55. Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that has become vacant or was not filled by election at the last AGM.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 53 applies to any committee member appointed by the Committee.
- (4) The Committee may continue to act despite any vacancy in its membership, provided there is a quorum at committee meetings.

DIVISION 4 – MEETINGS OF COMMITTEE

56. Meetings of Committee

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) Special committee meetings may be convened by the President or by any 4 members of the Committee.
- (3) Decisions that are the responsibility of the Committee can only be made during Committee meetings unless otherwise delegated or in cases of emergency. These decisions must be reported to the full committee as soon as practicable.

57. Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) The notice must state the date, time and place of the meeting and, in the case of a special Committee meeting, must include the general nature of the business to be conducted.

58. Urgent meetings

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

59. Procedure and order of business

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

60. Use of technology

- (1) A Committee member may participate in a committee meeting by the use of technology that allows that committee members at the meeting to clearly and simultaneously communicate with each other.
- (2) A Committee member participating in a committee meeting via use of technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

61. Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the majority of the committee members holding office (half plus one).
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting, the meeting lapses;

- (b) in any other case the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 57.

62. Voting

- (1) Each Committee member has one vote on any question arising at a Committee meeting.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) Voting by proxy at a Committee meeting is not permitted.

63. Conflict of interest

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

Note. Under section 81(3) of the Act, if there are insufficient committee 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 member who benefits only because they belong to a class of persons for whose benefit the Association is established; or

64. Minutes of meeting

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

65. Leave of absence

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

66. Limited liability

The Association provides limited liability protection for the members of the Committee providing they –

- (a) acted honestly
- (b) do not contravene legislation
- (c) act with reasonable care and diligence
- (d) do not use their position or information improperly.

PART 6 – FINANCIAL MATTERS

67. Source of funds

The funds of the Association may be derived by any sources approved by the Committee which are lawful and compatible with the Association's purposes and values

68. Management of funds

- (1) The Association must not distribute funds income or assets to members except as reasonable compensation for services provided or expenses incurred on behalf of the Association.
- (2) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (3) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (4) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (6) All funds of the Association must be deposited into the financial account of the Association no later than 12 working days after receipt and within the same month of receipt of funds.
- (7) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

69. Financial records

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

70. Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;

- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 – GENERAL MATTERS

71. Common seal

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

72. Registered address

The registered address of the Association is—

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

73. Notice requirements

- (1) Notices, other than for urgent meetings, may be given to a member: —
 - (a) by handing the notice to the member personally; or
 - (b) by post
 - (c) by email or facsimile transmission.

74. Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

75. Alteration of Rules

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