



RULES OF ASSOCIATION

FOR

KUNG FU WUSHU VICTORIA Incorporated

February 2020

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PART 1 – PRELIMINARY

1. Name

- 1) The name of the incorporated association is Kung Fu Wushu Victoria Incorporated (in these Rules called the “Association”)

2. Purposes

The purposes of the Association are:

- a) to act as the official State representative organisation for Chinese martial arts (Kung Fu, Wushu, Tai Chi, Sanda etc) in Victoria;
- b) to act as the official State member representing Victoria to the National Body, as recognised by the Australian Sports Commission (Ausport) and the International Wushu federation (IWUF);
- c) to represent the interests of all Chinese martial arts to State and local government departments, authorities and agencies;
- d) to conduct all official competitions and title events in Victoria for kung fu, wushu, taichi and sanda;
- e) to act in accordance with the policies and directions of the National Body;
- f) to, as required, assist the National Body to administer the National Coaching Accreditation Scheme for Kung Fu/Wushu and the National Officials Accreditation Scheme for Kung Fu/Wushu, in Victoria, and
- g) to improve the physical, mental and social well-being of the citizens of Victoria through the encouragement and promotion Kung Fu/Wushu and the proper regulation of such activities.

1) National Body Authority

- i. The Association acknowledges the authority of the National Body to provide consent to the use of the Association’s name and logo.
- ii. The Association acknowledges that it will, as required, sign a recognition Agreement with the National Body.
- iii. The Association acknowledges that it may not set membership criteria, to the extent it is permissible under the Act, contrary to the membership criteria requirements set by the National Body.

3. Financial Year

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

4. Definitions

In these Rules –

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

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

chairperson, of a general meeting or a committee meeting, means the person chairing the meeting as required under Rule 46;

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

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

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

disciplinary appeal meeting means a meeting of the members of the Association convened under Rule 23(1);

disciplinary meeting means a meeting of the Committee convened for the purposes of Rule 22;

disciplinary subcommittee means a general meeting of the subcommittee appointed under Rule 20;

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

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

member means a member of the Association

member entitled to vote – also called an **ordinary member**, means a member who under Rule 13(2) is entitled to vote at a general meeting;

special resolution means a resolution that requires not less than three quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under this 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 achieving its purposes.
- 2) Without limiting subrule (1), the Association may –
 - i. acquire, hold and dispose of real or personal property;
 - ii. open and operate accounts with financial institution;
 - iii. invest its money in any security in which trust monies may lawfully be invested;
 - iv. raise and borrow money on any terms and in any manner it thinks fit;
 - v. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - vi. appoint agents to transact business on its behalf
 - vii. enter into any other contract it considers necessary or desirable
- 3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

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

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7. Minimum number of members

The Association must have at least 5 ordinary members.

8. Who is eligible to be a member

- 1) The original foundation members of the Association and such other persons as the Committee shall admit to membership in accordance with these Rules shall be members of the Association.
- 2) Any person who supports the purposes of the Association and who meets the membership eligibility criteria is eligible to become a member.

- 3) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.
- 4) All members will be subject, and submit unreservedly, to the Bylaws, Purposes, rules, jurisdiction procedures, penalties and appeal mechanisms of the Association pursuant to the Rules.
- 5) No person having been expelled for life as a member of any of the National Body or its predecessor National Sporting Organisation, or any State/Territory Association member of the National Body shall be eligible for membership of the Association.
- 6) Those persons who have met the membership criteria as published by the Committee, or as in the Bylaws, and being consistent with the requirements of the National Body, and who having agreed to the membership conditions, apply for membership in the manner and form prescribed by the Committee and set out in these Rules, are eligible to be members.

9. Application for membership

- 1) A person who wants to become a member must apply in writing to the Association.
- 2) The application must include a member's nomination of the applicant for membership and shall be on the membership application form so approved by the Committee.
- 3) The application must be signed by the applicant and the member nominating the applicant.
- 4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

10. Consideration of application for membership

- 1) The Committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- 2) Subject to subrule (3), the Committee must consider applications in the order in which they are received by the Association
- 3) The Committee may delay its consideration of an application if the Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- 4) The Committee must not accept the application unless the applicant is
 - i. eligible under Rule 8, and
 - ii. has applied under Rule 9.
- 5) The Committee may reject an application even if the applicant is
 - i. eligible under Rule 8, and
 - ii. has applied under Rule 9.
- 6) The Committee must notify the applicant of the Committee's decision to accept or reject the application in writing, and as soon as practicable after making the decision.
- 7) If the Committee rejects the application, it must return any moneys accompanying the application to the applicant.
- 8) No reason need be given for the rejection of an application for membership.

11. New membership

- 1) An applicant for membership of the Association becomes a member when –
 - i. the Committee accepts the application, and
 - ii. the applicant pays any membership fees payable to the Association under Rule 12.
 - iii. All members, upon acceptance, are deemed to be associate members until all membership criteria are met.

12. Annual subscription and fee on joining

- 1) The Committee must determine the entrance fee (if any) and the annual membership fee to be paid for membership of the Association.
- 2) The fees determined under subrule (1) may be different for different classes of membership.

- 3) A member must pay the annual membership fee to the Treasurer, or another person authorised by the Committee to receive payments by the date (the due date) determined by the Committee and being consistent with the requirements of the National Body.
- 4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- 5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired –
 - i. the Committee may, at its discretion, accept that payment, and
 - ii. if the payment is accepted, the person’s membership is reinstated from the date the payment is accepted.

13. General rights of members

- 1) A member of the Association who is entitled to vote has the right –
 - i. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
 - ii. to submit items of business for consideration at a general meeting;
 - iii. to attend and be heard at general meetings;
 - iv. to vote at a general meeting;
 - v. to have access to the minutes of general meetings and other documents as provided under Rule 75, and
 - vi. to inspect the register of members.
- 2) A member of the Association who is not entitled to vote has the rights as determined by the Committee or by resolution at a general meeting.

14. Classes of membership

- 1) The Association consists of ordinary (full) members and associate members as provided for under subrule (3).
- 2) Life membership may be held by ordinary or associate members, and does not convey special privileges, other than that life members are not required to pay annual membership fees.
- 3) The Committee will publish criteria for all classes of members.
- 4) The Association may have any class of associate membership approved by resolution at a general meeting, so long as it is consistent with the requirements of the National Body.
- 5) Only ordinary members are entitled to vote at general meetings or committee meetings.
- 6) An individual who has not reached the age of 18 is not eligible to be an ordinary (full) member.
- 7) A person may only be an ordinary member, or belong to one category of associate membership.
- 8) The number of members in any class is not limited unless otherwise approved by resolution at a general meeting.

15. Rights not transferable

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

16. Cessation of membership

- 1) The membership of a person ceases
 - i. on resignation or death, or
 - ii. if the person fails to pay the membership fee under Rule 12(4).
- 2) If the person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17. Resigning as a member

- 1) A member may resign from the Association by giving written notice of the resignation to the Secretary.

- 2) The resignation takes effect –
 - i. when the Secretary receives the notice, or
 - ii. if a later time is stated in the notice, at that later time.
- 3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the owed amount) at the time of resignation.
- 4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

18. Register of members

- 1) The Secretary must keep a register of members that includes –
 - i. For each member –
 1. the member's name
 2. the address for notice last given by the member
 3. the date of becoming a member
 4. the class of membership to which the member belongs
 5. the member's telephone and email contact information
 6. the member's organisation, membership number, and accreditation number.
 - ii. For each former member, the date of and reason for ceasing to be a member.
- 2) Any ordinary member may, at a reasonable time and free of charge, inspect the register of members.
- 3) An ordinary member may make a copy of entries in the register.

Division 2 – Disciplinary action

19. Grounds for taking disciplinary action

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

- 1) has failed to comply with these Rules, the Bylaws or written policies of the Association, or
- 2) refuses to support the purposes of the Association, or
- 3) has engaged in conduct prejudicial to the Association or the National Body.

20. Disciplinary subcommittee

- 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 -
 - i. may be Committee members, members of the Association or anyone else, but
 - ii. must not be biased against, or in favour of, the member concerned.

21. Notice to member

- 1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member –
 - i. stating that the Association proposes to take disciplinary action against the member, and
 - ii. stating the grounds for the proposed disciplinary action,
 - iii. and specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (called the disciplinary meeting), and
 - iv. advising the member that he or she may do one or both of the following –
 1. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

2. give a written statement to the disciplinary committee at any time before the disciplinary meeting,
 - v. and setting out the member's appeal rights under Rule 23.
- 2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22. Decision of subcommittee

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

23. Appeal rights

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

24. Conduct of disciplinary appeal meeting

- 1) At a disciplinary appeal meeting –
 - i. no business other than the question of the appeal may be conducted, and
 - ii. the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action, and the person whose membership has been suspended or who has been expelled must be given the opportunity to be heard.
- 2) After complying with subrule (1), the ordinary 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 procedures

25. Application

- 1) The grievance procedure set out in this Division applies to disputes under these Rules between
 - i. a member and another member;
 - ii. a member and the Committee;
 - iii. 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.

26. 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.

27. Appointment of mediator

- 1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 26, the parties must within a further 10 days –
 - i. notify the Committee of the dispute, and
 - ii. agree to or request the appointment of a mediator, and
 - iii. attempt in good faith to settle the dispute by mediation.
- 2) The mediator must be –
 - i. a person chosen by agreement between the parties, or in the absence of agreement –
 1. if the dispute is between a member and another member – a person appointed by the Committee, or
 2. if the dispute is between a member and the Committee or the Association – a person appointed 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 –
 - i. has a personal interest in the dispute, or
 - ii. is biased in favour or against any party.

28. Mediation process

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

29. Failure to resolve dispute by mediation

If the parties to the mediation are unable to reach agreement between themselves, the matter will be referred to the National Body which will establish a Tribunal to decide the matter. The decision of the National Body Tribunal shall be final.

PART 4 – GENERAL MEETINGS OF THE ASSOCIATION

30. Annual general meetings

- 1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- 2) The Committee may determine the date, time and place of the annual general meeting.
- 3) The ordinary business of the annual general meeting is as follows –
 - i. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - ii. to receive and consider –
 - a. the annual report of the Committee on the activities of the Association during the preceding financial year, and
 - b. The financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - iii. to elect members of the Committee when relevant;
 - iv. To vary the amount of the annual subscription fee if applicable, in concert with the National Body.
- 4) The annual general meeting may also consider any other business of which notice has been given in accordance with these Rules.

31. Special general meetings

- 1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 2) The Committee may convene a special general meeting whenever it thinks fit.
- 3) No business other than that set out in the notice under Rule 33 may be conducted at the meeting.
- 4) General business may be considered at the meeting if it is included as an item for consideration under Rule 33, and a majority of ordinary members at the meeting agree.

32. Special general meeting held at request of members

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

33. Notice of general meetings

- 1) The Secretary (or, in the case of a special general meeting convened under Rule 32(3), the ordinary members convening the meeting) must give to each member of the Association –
 - i. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting, or
 - ii. at least 14 days' notice of a general meeting in any other case.
- 2) The notice must –
 - i. specify the date, time and place of the meeting, and
 - ii. indicate the general nature of each item of business to be considered at the meeting, and
 - iii. if a special resolution is to be proposed –
 1. state in full the proposed resolution, and
 2. state the intention to propose the resolution as a special resolution, and
 - iv. comply with Rule 34(5).
- 3) This Rule does not apply to a disciplinary appeal meeting

34. Proxies

- 1) An ordinary 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 Committee has approved a form for the appointment of a proxy, the member may use any other 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 33 must
 - i. state that the member may appoint another member as a proxy for the meeting, and
 - ii. include a copy of any form that the Committee has approved for the appointment of a proxy.
- 6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35. Use of technology

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

36. 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, by proxy or as allowed under Rule 35) of 10% of the members entitled to vote, or a minimum of 5 ordinary members -
 - i. whichever number is greater
- 3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting –

- i. in the case of a meeting convened by, or at the request of, members under Rule 32 – the meeting is dissolved -
 1. in which case the business which was to have been considered at the meeting is taken to have been dealt with.
 - ii. In any other case –
 1. the meeting must be adjourned to a date not more than 21 days after the adjournment, and
 2. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- 4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(ii), then members present at the meeting if not fewer than 3, may proceed with the business of the meeting as if a quorum were present.

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

38. Voting at general meeting

- 1) On any question arising at a general meeting -
 - i. subject to subrule (3), each member entitled to vote has one vote, and
 - ii. members may vote personally or by proxy, and
 - iii. except in the case of a special resolution, the question must be decided on a majority of votes.
- 2) If votes are divided evenly on a question, the Chairperson of the meeting has a second or casting vote.
- 3) If the question is whether or not to confirm the minutes of a previous meeting, only ordinary members who were present at that meeting may vote.
- 4) This Rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 24.

39. Special resolutions

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

- 1) A special resolution is required *inter alia* -
 - i. to remove a committee member from office, or
 - ii. to alter these Rules, including changing the name or any of the purposes of the Association.

40. Determining whether resolution is carried

- 1) Subject to subrule (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been –
 - i. carried, or
 - ii. carried unanimously, or
 - iii. carried by a particular majority, or
 - iv. 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 ordinary members on any question –
 - i. the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting, and
 - ii. 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.

41. 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 –
 - i. the names of members attending the meeting, and
 - ii. proxy forms given to the Chairperson of the meeting under Rule 34(6), and
 - iii. the financial statements submitted to the members in accordance with Rule 30(3)(ii)(b), and
 - iv. 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
 - v. 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

42. Role and powers

- 1) The business of the Association must be managed by or under the direction of a Committee.
- 2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings or the members of the Association.
- 3) The Committee may –
 - i. appoint and remove staff;
 - ii. establish subcommittees consisting of members with terms of reference it considers appropriate.

43. Delegation

- 1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than –
 - i. this power of delegation, or
 - ii. a duty imposed on the Committee by the Act or any other law.

- 2) The delegation must be in writing and may be the subject of conditions and limitations the Committee considers appropriate.
- 3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2 – Composition of Committee and duties of members

44. Composition of Committee

- 1) The Committee consists of 4 office holders -
 - i. a President, and
 - ii. a Vice-President, and
 - iii. a Secretary, and
 - iv. a Treasurer, and
- 2) Ordinary Committee members may also be elected under Rule 53.

45. General duties

- 1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- 2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- 3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 4) Committee members must exercise their powers and discharge their duties –
 - i. in good faith in the best interests of the Association, and
 - ii. for a proper purpose.
- 5) Committee members and former Committee members must not make improper use of –
 - i. their position, or
 - ii. information acquired by virtue of holding their position –so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- 6) In addition to any duties imposed by these Rules, a Committee member must perform any other duties imposed from time to time by resolution at a general meeting, and act at all times in accord with the Association’s policies, and those of the National Body.

46. 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 meeting and any Committee meetings.
- 2) If the President and the Vice-President are both absent, or unable to preside, the Chairperson of the meeting must be –
 - i. in the case of a general meeting – an ordinary member elected by the other ordinary members present, or
 - ii. in the case of a committee meeting – a committee member elected by the other committee members who are entitled to vote and present.

47. Secretary

- 1) The Secretary must perform any duty or function under the Act to be performed by the Secretary of an incorporated association, including lodging documents of the Association with the registrar.
- 2) The Secretary must –
 - i. maintain the register of members in accordance with Rule 18, and
 - ii. keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 70(3), all books, documents and securities of the Association in accord with Rules 72 and 75, and

- iii. subject to the Act and these Rules, provide ordinary members with access to the register of members, the minutes of general meetings and other books and documents, and
 - iv. perform any other duty or function imposed on the Secretary by these Rules.
- 3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48. Treasurer

- 1) The Treasurer must –
 - i. receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association, and
 - ii. ensure that all moneys received are paid into the account of the Association within 5 working days after receipt, and
 - iii. make any payments authorised by the Committee or by a general meeting of the Association from the Association’s funds, and
 - iv. ensure cheques are signed by at least 2 Committee members -
 - 1. in accord with the Administrative Governance Policy or equivalent, of the Association and the National Body.
- 2) The Treasurer must
 - i. ensure that the financial records of the Association are kept in accordance with the Act, and
 - ii. coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- 3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3 – Election of Committee members and tenure of office

49. Who is eligible to be a Committee member

An ordinary member is eligible to be elected or appointed as a committee member if the member –

- 1) is 18 years or older, and
- 2) is entitled to vote at a general meeting, and
- 3) has no membership fees owing and is accredited under the NCAS.
- 4) The President and Vice-President must be ordinary members of the Association, and independent of each other, as in Association and National Body policy.
- 5) If, and only if, no ordinary member expresses an interest prior to or at the relevant annual general meeting, in becoming Secretary or Treasurer of the Association, the Chairperson may ask for expressions of interest from eligible Associate members in these positions.
 - i. To be eligible, an Associate member must be 18 years or older.

50. Positions to be declared vacant

- 1) This Rule applies to annual general meetings of the Association, after the annual report and financial statements of the Association have been received.
- 2) The Chairperson of the annual general meeting where an election for committee positions is to be held must declare all positions vacant and hold elections for those positions in accord with Rules 51 to 54.
 - i. To be specific: elections for committee positions are for a three year period.

51. Nominations

- 1) At least 21 days before an annual general meeting where an election for committee members is to be held, the Secretary must send written notice to all members –
 - i. calling for nominations for election to the Committee, and
 - ii. stating the date by which nominations must be received by the Secretary to comply with subrule (2).
- 2) An ordinary member who wishes to be considered for election to the Committee at the annual general meeting must nominate for election by sending written notice of the nomination to the Secretary at least 7 days before the relevant annual general meeting, using the nomination form provided by the Secretary.
- 3) The written notice must include a statement by another ordinary member in support of the nomination.
- 4) An ordinary member may nominate for one specified position of office holder of the Association, or to be an ordinary committee member.
- 5) A member whose nomination does not comply with this Rule is not eligible for election to the Committee unless the member is nominated under Rule 52 (2) or Rule 52 (8) or Rule 53 (2)(ii) or Rule 53 (3).

52. Election of office holders

- 1) Every three years at the annual general meeting, a separate election must be held for each position of office holder of the Association.
- 2) If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- 3) If only one ordinary member has nominated for a position, the Chairperson of the meeting must declare that person elected to the position.
- 4) If more than one eligible person has nominated for a position, the ordinary members present in person, electronically or by proxy must decide by ballot, in accordance with Rule 54, who is to be elected to that position.
- 5) Each ordinary member present at the meeting, in person, electronically, or by proxy, may vote for one ordinary member who has nominated for the position.
- 6) A member who has nominated for a position may vote for himself or herself.
- 7) On his or her election, the new President may take over as Chairperson of the meeting.
- 8) In accordance with Rule 49(5), the positions of President and Vice-President must be ordinary members of the Association, and subrules (1) to (7) apply.
 - i. If no ordinary member of the Association expresses an interest in either or both of the positions of Association Secretary and Treasurer, the Chairperson of the meeting may ask for nominations of eligible associate members of the Association (Rule 49(5)) from the meeting.
 - ii. If at the end of the relevant annual general meeting, no ordinary or associate member of the Association has been elected to the positions of Secretary and/or Treasurer, the new Committee members may appoint other suitably qualified persons to these roles, in accordance with Association and National Body policy.

53. Election of ordinary Committee members

- 1) At the annual general meeting, the Association must decide by resolution the number of ordinary committee members to hold office for the next three years.
- 2) If the number of ordinary members nominating for the position(s) of ordinary committee member is not greater than the number to be elected, the Chairperson of the meeting –
 - i. must declare each of those members to be elected to the position, and
 - ii. may call for further nominations from the ordinary members of the Association present at the meeting to fill any positions remaining unfilled after the elections under Rule 53(2)(i).

- 3) If, after the Chairperson of the meeting has called for further nominations for unfilled ordinary Committee member positions from ordinary members of the Association, there still remain one or more ordinary Committee positions which have not been filled, the Chairperson of the meeting may call for nominations of associate members of the Association, in accord with Association and National Body policies.
- 4) If –
 - i. the number of ordinary members nominating for the position of ordinary committee member is greater than the number to be elected, or
 - ii. the number of ordinary members nominating under subrule (2)(ii) is greater than the number of positions remaining unfilled,
 the ordinary members of the Association at the meeting must decide by ballot in accordance with Rule 54, who are to be elected to the position of ordinary committee member.
- 5) An ordinary member of the Association who has nominated for the position of ordinary committee member may vote in accordance with that nomination.
- 6) If –
 - i. insufficient nominations of ordinary members of the Association have been received to fill all ordinary committee member positions, and
 - ii. the Chairperson of the meeting has requested nominations of associate members of the Association to fill one or more ordinary committee member positions, and
 - iii. the number of associate members of the Association nominated under subrule (3) is greater than the number of positions remaining unfilled,
 the ordinary members of the Association must decide by ballot in accordance with Rule 54, who are to be elected to the position of ordinary committee member.

54. 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 person nominated for a position for which a ballot is held.
- 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, excepting
 - i. where an ordinary member is attending by electronic means when that ordinary member may make public their vote.
- 5) The returning officer must give a blank piece of paper to
 - i. each ordinary member attending in person, and
 - ii. each proxy appointed by an ordinary member
- 6) If the ballot is for a single position, the voter (other than in subrule (4)(i)) 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 –
 - i. The voter must write on the ballot paper the name of each candidate for whom they wish to vote, against the position for which the candidate has nominated;
 - ii. The voter must not write the names of more candidates than the number to be declared.
- 8) Ballot papers that do not comply with subrule (7)(ii) 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 –
 - i. conduct a further election for the position in accordance with subrules (4) to (10) to decide which of these candidates is to be elected, or
 - ii. with the agreement of those candidates, decide by lot which of them is to be elected.

55. Term of office

- 1) The term of office of members of the Committee is 3 years and begins when –
 - i. the member is elected at an annual general meeting, or
 - ii. is appointed to fill a casual vacancy under Rule 57.
- 2) Subject to subrule (4) and Rule 56, a committee member holds office or position until the positions are declared vacant prior to the annual general meeting concluding their third year in that office or position.
- 3) A committee member may be re-elected.
- 4) A general meeting of the Association may –
 - i. by special resolution remove a committee member from office or their position, and
 - ii. elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- 5) A member who is the subject of a proposed special resolution under subrule(4)(a) may make representation in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representation be provided to the members of the Association.
- 6) The Secretary or President may give a copy of the representation to each ordinary member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is proposed.

56. Vacation of office (position)

- 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 –
 - i. ceases to be an ordinary member of the Association (in the case of the President and Vice-President), or
 - ii. fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under Rule 67, or
 - iii. otherwise ceases to be a committee member by operation of Section 78 of the Act.

57. Filling casual vacancies

- 1) The Committee may appoint an eligible person, under Rule 49, and Rules 52(8)(ii) and 53(3) to fill a position on the Committee that
 - i. has become vacant under rule 56, or
 - ii. was not filled by election at the last annual general meeting
- 2) If the position of Secretary becomes vacant, the Committee must appoint a suitable person to the position within 14 days after the vacancy arises.
- 3) Rule 55 applies to any committee member appointed by the Committee under subrules (1) or (2).
- 4) The Committee may continue to act despite any vacancy in its membership.

Division 4 – Meetings of Committee

58. Meetings of Committee

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

59. 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) Notice may be given of more than one committee meeting at the same time.
- 3) The notice must state the date, time and place of the meeting.
- 4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
 - i. The only business that may be conducted at a special committee meeting is the business for which the meeting is convened.

60. 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 possible 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 voting members of the Committee
 - i. rather than of those voting committee members present.
- 3) The only business which may be conducted at an urgent committee business is the business for which the meeting is convened.

61. 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
 - i. This must be in accord with any relevant Association and National Body policies.
- 2) The order of business may be determined by the members present at the meeting.

62. Use of technology

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

63. 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 presence (in person or as allowed in Rule 62) of a majority of the committee members holding positions
 - i. A quorum for a committee meeting must include at least 3 ordinary members of the Association who are committee members.
- 3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting –
 - i. in the case of a special meeting – the meeting lapses;
 - ii. 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 59.

64. Voting

- 1) On any question arising at a committee meeting, each committee member present who is also an ordinary member of the Association has one vote only.
 - i. To be clear: a committee member who is not an ordinary member of the Association may not vote at a committee meeting.

- 2) A motion is carried if a majority of those committee members permitted to vote, and who are 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 (voting members) of the Committee.
- 4) If votes are divided evenly on a question, the Chairperson of the meeting has a second or deciding vote.
- 5) Voting by proxy is not permitted.

65. Conflict of interest

- 1) A committee member who has a material 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 –
 - i. must not be present while the matter is being considered at the meeting, and
 - ii. must not vote on the matter.
- 3) If there are insufficient committee members to form a quorum because a member who has a personal interest is disqualified from voting on the matter, a general meeting may be called to deal with the matter.
- 4) This Rule does not apply to a material personal interest –
 - i. that exists only because the member belongs to a class of persons for whose benefit the Association is established, or
 - ii. that the member has in common with all, or a substantial proportion of, the ordinary members of the Association.

66. Minutes of a meeting

- 1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- 2) The minutes must record the following –
 - i. the names of the committee members in attendance at the meeting;
 - ii. the business considered at the meeting;
 - iii. any resolution on which a vote is taken and the result of the vote;
 - iv. any material personal interest disclosed under Rule 65.

67. Leave of absence

- 1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 4 months.
- 2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6 – FINANCIAL MATTERS

68. 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 approved by the Committee.

69. Management of funds

- 1) The Association must open one or more accounts with a financial institution, from which all expenditure of the Association is made, and into which all of the Association's revenue is deposited.
- 2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 3) All expenditure by the Committee of Association funds must be in accordance with Association and National Body policies.

- 4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two committee members who are also ordinary members of the Association.
- 5) All funds of the Association must be deposited into the financial accounts of the Association no later than 5 working days after receipt.

70. Financial records

- 1) The Association must keep financial records that –
 - i. correctly record and explain its transactions, financial position and performance, and
 - ii. enable financial statements to be prepared as required by the Act.
- 2) The Association must retain its 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 –
 - i. the financial records for the current financial year, and
 - ii. any other financial records as authorised by the Committee.

71. Financial statements

- 1) For each financial year, the Committee must ensure that the requirements of the Act relating to financial statements of the Association are met.
- 2) Without limiting subrule (1), those requirements include –
 - i. the preparation of the financial statements;
 - ii. if required, the review or auditing of the financial statements;
 - iii. the certification of the financial statements by the Committee;
 - iv. the submission of the financial statements to the annual general meeting of the Association;
 - v. the lodgement, with the Registrar of the financial statements and accompanying reports, certificates, statements and fees.

PART 7 – GENERAL MATTERS

72. Common seal

- 1) The Association may have a common seal
- 2) If the Association has a common seal –
 - i. the name of the Association must appear in legible characters on the common seal;
 - ii. 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 who are also ordinary members of the Association.
- 3) The common seal must be kept in the custody of the Secretary.

73. Registered address

The registered address of the Association is –

- 1) the address determined from time to time by the Committee, or
- 2) if the Committee has not determined an address to be the registered address – the postal address of the Secretary.

74. Notice requirements

- 1) Any notice required to be given to a member or a committee member under these Rules may be given –
 - i. by handing the notice to the member personally, or
 - ii. by sending it by post to the member at the address recorded for the member on the register of members, or
 - iii. by email or facsimile transmission.

- 2) Subrule (1) does not apply to notice given under Rule 60.
- 3) Any notice required to be given to the Association or the Committee may be given –
 - i. by handing the notice to a member of the Committee who is an ordinary member of the Association, or
 - ii. by sending the notice by post to the registered address, or
 - iii. by leaving the notice at the registered address, or
 - iv. if the Committee determines that it is appropriate in the circumstances –
 1. by email to the email address of the Association or the Secretary.

75. Custody and inspection of the books

- 1) Ordinary members may on request inspect free of charge –
 - i. the register of members;
 - ii. the minutes of general meetings
 - iii. subject to subrule (2), the financial records, books, securities and any other relevant documents of the Association, including minutes of Committee meetings.
- 2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 3) The Committee must on request make copies of these Rules available to ordinary members and applicants for ordinary membership free of charge.
- 4) Subject to subrule (2), an ordinary member may make a copy of any of the other records of the Association referred to in this Rule and the Association may charge a reasonable fee for the provision of a copy of such a record.
- 5) For the purposes of this Rule –

Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and include the following –

 - i. its membership records;
 - ii. its financial statements;
 - iii. its financial records;
 - iv. records and documents relating to transactions, dealings, business or property of the Association.

76. 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.

77. Alteration of Rules

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

- 1) Prior to alteration of these Rules, agreement of the National Body to all changes must be obtained.