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East Gippsland Landcare Network Inc.



“Statement of Purposes & Rules”

The amended Statement of Purposes & Rules contained herein were approved by a Special Resolution at the General Meeting of the members of the Network held on 2nd April 2019 and subsequently approved by Consumer Affairs Victoria on

EAST GIPPSLAND LANDCARE NETWORK INCORPORATED

STATEMENT OF PURPOSES & RULES

TABLE OF PROVISIONS

<i>Regulation</i>	<i>Page a</i>
PART 1—PRELIMINARY	
1 Name	4
2 Purposes	4
3 Financial year	4
4 Definitions	4
PART 2—POWERS OF ASSOCIATION	5
5 Powers of Association	5
6 Not for profit organisation	5
PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	6
Division 1—Membership	6
7 Minimum number of members	6
8 Who is eligible to be a member	6
9 Application for membership	6
10 Consideration of application	6
11 New membership	7
12 Annual subscription and fee on joining	7
13 General rights of members	7
14 Associate members	8
15 Rights not transferable	8
16 Ceasing membership	8
17 Resigning as a member	8
18 Register of members	8
Division 2—Disciplinary action	9
19 Grounds for taking disciplinary action	9
20 Disciplinary subcommittee	9
21 Notice to member	9
22 Decision of subcommittee	9
23 Appeal rights	10
24 Conduct of disciplinary appeal meeting	10
Division 3—Grievance procedure	
25 Application	10
26 Parties must attempt to resolve the dispute	11
27 Appointment of mediator	11
28 Mediation process	11
29 Failure to resolve dispute by mediation	11
PART 4—GENERAL MEETINGS OF THE ASSOCIATION	12
30 Annual general meetings	12
31 Special general meetings	12
32 Special general meeting held at request of members	12
33 Notice of general and network meetings	13
33A Network meetings	13
34 Proxies	14
35 Use of technology	14
36 Quorum at general and network meetings	15
37 Adjournment of general and network meetings	15
38 Voting at general and network meeting	16
39 Special resolutions	16

40	Determining whether resolution or recommendation is carried	16
41	Minutes of general and network meetings	16
PART 5—COMMITTEE		17
Division 1—Powers of Committee		17
42	Role and powers	17
43	Delegation	17
Division 2—Composition of Committees and duties of members		17
44	Composition of Committee	17
45	General Duties	18
46	President and Vice-President	18
47	Secretary	18
48	Treasurer	19
48A	Sub-committees	19
Division 3—Election of Committee members and tenure of office		20
49	Who is eligible to be a Committee member	20
50	Positions to be declared vacant	20
51	Nominations	20
52	Election of President etc.	21
53	Election of ordinary members of the committee and of sub-committee members	21
54	Ballot	21
55	Term of office	22
56	Vacation of office	23
57	Filling casual vacancies	23
Division 4—Meetings of Committee		23
58	Meetings of Committee	23
59	Notice of meetings	24
60	Urgent meetings	24
61	Procedure and order of business	24
62	Use of technology	24
63	Quorum	24
64	Voting	24
65	Conflict of interest	25
66	Minutes of meeting	25
67	Leave of absence	25
PART 6—FINANCIAL MATTERS		25
68	Source of funds	25
69	Management of funds	26
70	Financial records	26
71	Financial statements	26
72	Public Fund	27
PART 7—GENERAL MATTERS		28
73	Common seal	28
74	Registered address	28
75	Notice requirements	28
76	Custody and inspection of books and records	28
77	Winding up and cancellation	29
78	Alteration of Rules	29



PART 1—PRELIMINARY

1 Name

The name of the incorporated association is East Gippsland Landcare Network Incorporated.

Note

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

2 Purposes

1. To act as an umbrella organisation to provide a regional voice on Landcare issues in the East Gippsland Region;
2. To enhance the natural environment through the fostering of sustainable resource management.
3. To raise awareness of and promote community involvement in Landcare issues and projects.
4. To be a recipient of and manage funding for Landcare projects in the East Gippsland Region.
5. To undertake community education activities that promote these purposes.

3 Financial year

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

4 Definitions

In these Rules-

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

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

Chairperson, of a general meeting or 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;

Department means Department of Environment and Energy (Commonwealth);

disciplinary appeal meeting means a meeting of members of the Association convened under rule 23(3);

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

disciplinary subcommittee means the subcommittee appointed under rule 20;

East Gippsland Region means the region designated as 'East Gippsland' under the *Catchment and Land Protection Act 1994*, upon which the East Gippsland Catchment Management Authority operates;

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;

Landcare Group means an organisation or group, whether incorporated or unincorporated, that has purposes the same or similar to the Association, is a not-for-profit organisation, and has a minimum of five members;

member means a Landcare group, whether incorporated or unincorporated, in the East Gippsland Region that has been approved for membership of the Association under Rule 11;

member entitled to vote means a Landcare group which under rule 13(2) is entitled to vote at a general or network meeting;

member representative means either of the two persons from time to time nominated in writing as its representatives by a member's Committee;

Network Meeting means a meeting of the member representatives convened by the Committee to discuss and review the affairs of the Association in accordance with Rule 33A;

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

sub-committee means any committee established by the Committee under either Rule 20 or Rule 42(3)(b);

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-rule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit subject to approval by a Special Resolution at a general meeting convened in accordance with Rule 31;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub-rule (1) does not prevent the Association from paying a member—

- (a) reimbursement for expenses properly incurred by the member or member representatives; or
- (b) for goods or services provided by the member or member representatives— if this is done in good faith on terms no more favourable than if the member was not a member or
- (c) any grant monies obtained or provided on behalf of a member in the normal course of the Association’s activities;

Note

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

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

Any Landcare group in the East Gippsland region that supports the purposes of the Association is eligible for membership.

9 Application for membership

- (1) To apply to become a member of the Association, a Landcare group must submit a written application to the Secretary stating that the Landcare group—
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) The application—
 - (a) must be signed by the Secretary of the applicant Landcare group; and
 - (b) must nominate up to two persons to represent the group; and
 - (c) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Association under rule 12(3).

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The decision by the Committee shall be tabled for comment at the next Network Meeting;
- (3) Following the Network Meeting at which the Committee’s recommendation was discussed, the Committee shall review its initial decision and then must notify the applicant in writing of its final decision as soon as practicable;
- (4) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (5) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the Committee in accordance with Rule 10 —
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, the date of becoming a member, and the names of the persons nominated to be the member's representatives and the member's secretary in the register of members.

- (2) A Landcare group becomes a member of the Association and, subject to rule 13(2), is entitled to exercise rights of membership from the date, whichever is the later, on which—
 - (a) the Committee advises the applicant of its approval of the Landcare group's membership; or
 - (b) the Landcare group pays the joining fee.

12 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine—
 - (a) the amount of the joining fee and annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Association may determine that a lower annual subscription is payable by associate members.
- (3) The Association may determine that any new member which joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) which has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights of members

- (1) A member of the Association which is entitled to vote has the right—
 - (a) to receive notice of general and network meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at general and network meetings; and
 - (c) to attend and be heard at general and network meetings; and
 - (d) to vote at general and network meetings; and
 - (e) to have access to the minutes of general and network meetings and other documents of the Association as provided under rule 75; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote —
 - (a) through either of their two member representatives;
 - (b) provided more than 10 business days have passed since the Landcare group became a member of the Association; and

- (c) the member's membership rights are not suspended for any reason.

14 Associate members

- (1) Associate members of the Association include any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

15 Rights not transferable

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

16 Ceasing membership

- (1) The membership of a Landcare group ceases on resignation, expulsion or winding up of the group
- (2) If a Landcare group ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the Landcare group ceased to be a member in the register of members.

17 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

Note Rule 75(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee

- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that they wish to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.

18 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an associate member, a note to that effect;
 - (v) the names and contact details of the persons who are, from time to time, the member's nominated representatives
 - (vi) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

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

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 or a member representative —

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

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—
 - (a) may be Committee members, member representatives or anyone else; but
 - (b) 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—
 - (a) stating that the Association proposes to take disciplinary action against them; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - (d) advising that they may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out their 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—
 - (a) give the member's representative(s) an opportunity to be heard; and
 - (b) consider any written statement submitted by them.
- (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.

23 Appeal rights

- (1) A member whose membership rights have been suspended or which has been expelled from the Association under rule 22 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the member is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a member has given notice under sub-rule (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 member which is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the member against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the member should be upheld or revoked.

24 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 representative(s) of the member whose membership has been suspended or which has been expelled must be given an opportunity to be heard.
- (2) After complying with sub-rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the member 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

25 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—

- (a) a member and another member; or
 - (b) a member or a member representative and the Committee;
 - (c) a member or member representative and the Association.
- (2) A member or member representative 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 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 or a member representative 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 representative or a former representative of a 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.

28 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.

29 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

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) Despite sub-rule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee and members of any sub-committee established under Rule 42(3)(b);
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee, and the date for payment of the annual subscription;
- (5) The annual general meeting may also conduct 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.

Note

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

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 sub-rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of either or both of the member representatives of any member requesting the meeting; and
 - (d) be given to the Secretary.

- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub-rule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule (3).

33 Notice of general and network meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member representative and secretary of members 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 or network meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed at a general meeting —
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

33A Network meetings

- (1) In addition to any general meetings convened in accordance with Rules 30 and 31, the Committee may convene meetings of members – “Network meetings” – for the purpose of discussion and review of the affairs of the Association, for the Committee to advise members of current directions, activities and proposed actions, and for information sharing between members;
- (2) The date, time and place for network meetings is at the discretion of the Committee;
- (3) The Committee, unless unusual circumstances prevail, will present reports at each meeting of the current financial status of the Association including the status of all current projects, and the most recent minutes of the Association’s committee¹ and sub-committees;
- (4) Network meetings convened in accordance with this Rule may receive recommendations from the Committee for discussion and review, but the meeting does not have the authority to make decisions for the Association, such authority remaining with the Committee and general meetings of the Association;

¹ Refer to rule 76 (2) for restrictions on committee minutes

- (5) A Network meeting may make recommendations to the Committee following discussion of any item of business conducted at the meeting except as required by sub-rule 9;
- (6) The Secretary must give to each member representative at least 14 days' notice of any Network meeting, specifying the date, time and place of the meeting, and indicating the general nature of each item of business to be considered at the meeting;
- (7) The Secretary shall arrange for minutes of all network meetings -
 - (a) to include the names of all member representatives attending the meeting, the business considered at the meeting and any recommendations on which a vote is taken;
 - (b) to be circulated to all member representatives and the secretary of each member, prior to the following meeting;
- (8) Member representatives may raise any other business at network meetings relevant to the affairs of the Association;
- (9) The normal business of a network meeting may be conducted in the absence of a quorum as defined in Rule 36(2) but no recommendations can be made at the meeting;
- (10) For the sake of clarity, network meetings are not permitted to consider special resolutions or any other potentially binding resolution that may be put forward by member representatives.

34 Proxies

- (1) A member may appoint any other member representative, including a representative from another member, as their proxy to vote and speak on its behalf at a general meeting or network meeting, other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by a nominated representative of a member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on its behalf, otherwise the proxy may vote on behalf of a 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 representative may use any other form that clearly identifies the person appointed as the proxy and that has been signed by the member representative.
- (5) Notice of a general meeting given to member representatives and members' secretaries under rule 33 must—
 - (a) state that the member may appoint another member representative (not necessarily from the same member group) as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) 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 representative not physically present at a general or network meeting may be permitted to participate in the meeting by the use of technology that allows that person

and the other member representatives present at the meeting to clearly and simultaneously communicate with each other.

- (2) For the purposes of this Part, a member representative participating in a general or network meeting as permitted under sub-rule (1) is taken to be present at the meeting and if the member representative votes at the meeting, is taken to have voted in person.

36 Quorum at general and network meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general or network meeting is the presence (physically, by proxy or as allowed under rule 35) of representatives of at least 25% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this sub-rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) 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 member representatives and members' secretaries 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 sub-rule (3)(b), the members entitled to vote 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 and network meetings

- (1) The Chairperson of a general or network meeting at which a quorum is present may, with the consent of a majority of members entitled to vote present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (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 and network meetings

- (1) On any question arising at a general or network meeting—
 - (a) subject to sub-rule (3), each member who is entitled to vote has one vote; and
 - (b) A member entitled to vote may vote through one of its representatives or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only member representatives 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 members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

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

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

40 Determining whether a resolution or recommendation is carried

- (1) Subject to subsection (2), the Chairperson of a general meeting (in regard to a resolution) or network meeting (in regard to a recommendation) may, on the basis of a show of hands, declare that a resolution or recommendation has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members entitled to vote on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution or recommendation 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 and network meetings

- (1) The Committee must ensure that minutes are taken and kept of each general and network meeting.

- (2) The minutes must record the business considered at the meeting, any resolution (in the case of a general meeting) or recommendation (in the case of a network meeting) 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 member representatives attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted in accordance with rule 30(4) (b) (ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

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 of the members of the Association.
- (3) The Committee may—
 - (a) appoint and remove staff;
 - (b) establish sub-committees consisting of member representatives and/or members of member groups 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—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committees and duties of members

44 Composition of Committee

The Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and

(e) ordinary committee members 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—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
 - (5) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—
so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- Note**
See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated 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.

46 President and Vice-President

- (1) Subject to sub-rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general or network 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 or network meeting—a member representative elected by the other members present; or
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

47 Secretary

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

Example

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

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) 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 accordance with rules 72 and 76; and

- (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general and network meetings and other books and documents; and
 - (d) 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—
- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the accounts of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure all payments are authorised by at least two committee members.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the 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.

48A Sub-committees

(1) General

- a. Sub-committees are subordinate to the Committee, are established or dissolved at the discretion of the Committee, and subject at all times to the direction of the Committee;
- b. These rules apply to all sub-committees established by the Committee other than a disciplinary sub-committee established under Rule 20.

(2) Terms of Reference

- a. All sub-committees shall operate in accordance with specific 'Terms of Reference' established by the Committee for each sub-committee;
- b. The terms of reference for a sub-committee may include delegated powers in accordance with Rule 43;
- c. Any sub-committee established to govern the finances of the Association must be provided with terms of reference that include a requirement that both the Treasurer and one other Committee member are *ex officio* members of that sub-committee, and that the Treasurer be chair of that sub-committee;

(3) General Duties

- a. The sub-committee is collectively responsible for ensuring that the sub-committee complies with the terms of reference provided in sub-rule (2)
- b. Sub-committees shall comply with the general requirements for committee meetings under Division 4 of these rules, including requirements for notice of

meetings, urgent meetings, procedures, use of technology, quorum, voting, minutes of meetings and conflict of interest, except where otherwise stated under this rule;

- c. Except as required under sub-rule (2)(c), as soon as practicable after being elected or appointed, each sub-committee shall elect a chairperson for that sub-committee's meetings;
- d. Sub-committee members must discharge their duties in good faith and in the best interests of the Association
- e. Sub-committee members and former sub-committee members must not make improper use of their position or information acquired by virtue of holding or having held their position so as to gain an advantage for themselves or any other person or to cause detriment to the Association;

(4) Eligibility for membership

- a. A member representative or member of a member group is eligible to be elected as a sub-committee member;
- b. Subject to the approval of the Committee, a sub-committee may co-opt individuals to the committee to provide advice, expertise and experience as required;
- c. Any person co-opted to a sub-committee in accordance with sub-rule (4)(b) shall not be entitled to vote at that sub-committee's meetings;
- d. Election of sub-committee members shall be in accordance with the requirements under Rule 53;
- e. Subject to confirmation by the Committee, sub-committees may fill casual vacancies in accordance with Rule 57;

Division 3—Election of Committee members and tenure of office

49 Who is eligible to be a Committee member

- (1) A member representative is eligible to be elected or appointed as a committee member if the member representative—
 - (a) is 18 years or over; and
 - (b) is entitled to vote at a general meeting.

[sub-rule (2) deleted]

50 Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee and sub-committees vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

- (2) A member representative may—
 - (a) nominate himself or herself; or
 - (b) with the consent of the member representative, be nominated by another member representative or
 - (c) for sub-committee positions, nominate a member of a member group subject to provision of that person's prior written consent.
- (3) A person who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- (4) A person elected to a committee position may subsequently be nominated to fill a sub-committee position;

52 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member representative is nominated for the position, the Chairperson of the meeting must declare that person elected to the position.
- (3) If more than one member representative is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

53 Election of ordinary members of the committee and of sub-committee members

- (1) The annual general meeting must by resolution decide:
 - a. the number of ordinary members of the Committee (if any) it wishes to hold office for the year about to commence and
 - b. for each of the sub-committees established by the Committee under Rule 42(3)(b), the number of members to be elected to serve on those sub-committees for the next year;
- (2) A single election may be held to fill:
 - a. all of the positions for ordinary members of the Committee and
 - b. for each sub-committee, all of the positions.
- (3) If the number of persons duly nominated for the position of ordinary committee member or for the position of sub-committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those persons to be elected to the position.
- (4) If the number of persons duly nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member representative to act as returning officer to conduct the ballot.

- (2) The returning officer must not be a person nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech or statement in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) either (but not both) of the representatives of each member present in person; and
 - (b) each proxy appointed by a member.

Example

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

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub-rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under sub-rule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with sub-rules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

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

55 Term of office

- (1) Subject to sub-rule (3) and rule 56, a committee or sub-committee member holds office until the positions of the Committee or sub-committee are declared vacant at the next annual general meeting.
- (2) The President, Secretary and Treasurer may only be re-elected for a maximum of 3 consecutive years.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member representative to fill the vacant position in accordance with this Division.
- (4) A committee member who is the subject of a proposed special resolution under sub-rule (3)(a) may make representations in writing to the Secretary or President of the

Association (not exceeding a reasonable length) and may request that the representations be provided to the member representatives of the Association.

- (5) The Secretary or the President may give a copy of the representations to each member representative of the Association or, if they are not so given, the committee member may require that they be read out at the meeting at which the special resolution is to be proposed.

56 Vacation of office

- (1) A committee member or sub-committee member may resign from the Committee or a sub-committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member or sub-committee member if he or she—
 - (a) for committee members, that person ceases to be a member representative of a member of the Association; or
 - (b) for sub-committee members, that person ceases to be member of a member group
 - (b) fails to attend 3 consecutive committee or sub-committee meetings (other than special or urgent committee or sub-committee meetings) without leave of absence under rule 67; or
 - (c) for committee members, otherwise ceases to be a committee member by operation of section 78 of the Act.

Note

A Committee member may not hold the office of secretary if they do not reside in Australia.

57 Filling casual vacancies

- (1) The Committee may appoint a member representative to fill a position on the Committee that—
 - (a) has become vacant under rule 56; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member representative to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under sub-rule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.
- (5) The provisions of this rule apply likewise to filling casual vacancies on any sub-committee, except that the Committee may also appoint a member of a member group to fill a vacancy on any sub-committee;

Division 4—Meetings of Committee

58 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) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.

- (3) Special committee meetings may be convened by the President or by any 4 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.
- (5) The only business that may be conducted at the 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 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.

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.
- (2) The order of business may be determined by the committee members present at the meeting.

62 Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub-rule (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 under rule 62) of a majority of the committee members holding office.
- (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 59.

64 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting (except a co-opted member) has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Sub-rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

65 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 committee 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 material personal interest—
 - (a) that exists only because the committee member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the committee member has in common with all, or a substantial proportion of, the members of the Association.

66 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 committee 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 65.

67 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.

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 other than by raising or borrowing money except in accordance with Rule 5(2)(d).

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) 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.
- (4) All cheques, drafts, bills of exchange, promissory notes, electronic fund transfers and other negotiable instruments must be signed or electronically authorised by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) 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.

70 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.

71 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

72 Public Fund

- (1) The Association may establish and maintain a public fund to be called the East Gippsland Landcare Network Public Fund Account for the specific purpose of supporting the environmental objects and purposes of the Association.
 - (a) the Fund established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to the Fund's bank account;
 - (b) the fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.
- (2) The Association must inform the Commonwealth Department responsible for the environment as soon as possible if:
 - (a) it changes its name or name of its public fund; or
 - (b) there is any change to the membership of the management committee of the public fund; or
 - (c) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.
- (3) The Association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
- (4) The income and property of the Association must be used and applied solely on promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the Association.
- (5) Any allocation of funds or property to other persons or organisations must be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor.
- (6) In case of the winding up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- (7) Statistical information requested by the department on donations to the Public Fund must be provided within four months of the end of the financial year.
- (8) The objective of the fund is to support the Association's environmental purposes.
- (9) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the Association.
- (10) Money from interest or donations, income derived from donated property, and money from the realisation of such property must be deposited into the fund.
- (11) A separate bank account must be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it must be kept separate from other funds of the Association.
- (12) Receipts must be issued in the name of the fund and proper accounting records and procedures must be kept and used for the fund.
- (13) The fund must operate on a not-for-profit basis.
- (14) A committee of management of no fewer than three persons must administer the fund.
 - (a) The committee must be appointed by the Association

- (b) A majority of members of the committee are required to be ‘responsible persons’.

PART 7—GENERAL MATTERS

73 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.

74 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.

75 Notice requirements

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

76 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general and network meetings;
 - (c) subject to sub-rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Committee may refuse to permit a member or a member’s representative to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub-rule (2), a member or a member’s representative may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—
 - “relevant documents” means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

77 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.

78 Alteration of Rules

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

Note

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

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