

AUSTRALIAN VETERAN CYCLING COUNCIL INCORPORATED
AN ASSOCIATION INCORPORATED IN VICTORIA
ASSOCIATION NO. A0020300R
RULES OF ASSOCIATION
4th MAY 2019

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Notes

The persons and entities who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

These Rules are based on the Model Rules set out in Schedule 4 of the **Associations Incorporation Reform Regulations 2012**.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Australian Veteran Cycling Council Incorporated".

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

2 Purposes

The purposes of the association are—

- (a) To control, administer and foster the sport of veteran cycle racing in all States of Australia and the Territories;
Note: In rule 4, see definition of Territory and its accompanying Note.
- (b) To issue licenses for participation in or conduct of AVCC veteran cycling via arrangements with Veteran Cycling Clubs and Peak Veteran Cycling Councils;
- (c) To conduct and control the Association's Veteran Cycling Championships of Australia for either or both Road racing and Track racing on dates and at venues decided by the Association from time to time;
- (d) To represent veteran cycling in dealings with other cycling bodies in Australia and overseas;
- (e) To represent veteran cycling in dealings with all levels of government in Australia;
- (f) To organise and promote major international veteran cycling events in Australia;
- (g) To organise cost-effective and reasonably comprehensive insurance for licensees and other persons, eg. officials, coaches, trainers, first aiders and traffic controllers, who may be volunteers or contractors, appointed by, but not necessarily members of, the Association, a Peak Veteran Cycling Council, or a Veteran Cycling Club, for the purposes of AVCC veteran cycling;
- (h) To set, enforce and promote harmonised racing rules, regulations, disciplinary procedures and governance within the Association's Australian (including State and Territory) veteran cycling community.

3 Financial year

The financial year of the Association is each period of 12 months ending on 31 December.

4 Definitions and Interpretation

Note: For these rules, terms that are not defined in Rule 4 are taken to have the meanings (if any) given to them in the **Interpretation of Legislation Act 1984** unless a contrary intention is expressed. Such terms include those referring to or involving gender, number, time and delivery of notices.

In these Rules, unless a contrary intention is expressed —

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);

Association means the Australian Veteran Cycling Council Incorporated;

AVCC veteran cycling means cycling and associated activities (eg. coaching; indoor/stationary training) conducted through or under the auspices of the Association or a Peak Veteran Cycling Council or a Veteran Cycling Club;

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;

delegate means a person appointed under rule 34 as a delegate of a voting member;

disciplinary appeal meeting means a meeting convened under rule 23(3);

disciplinary meeting means a meeting referred to in rule 21(1)(c);

disciplinary subcommittee means the subcommittee appointed under rule 20;

eligible person means a person who:

- (a) to be appointed as a delegate; or
- (b) to be nominated by a voting member under rule 51 or rule 57 (Nominees for Committee positions);

must:

- (i) be a member of the voting member or of a Veteran Cycling Club affiliated with the voting member, whose membership rights with the voting member or the Veteran Cycling Club are not suspended;
- (ii) not be a person whose membership rights with the Association are suspended; and
- (iii) not be an official or committee member of a cycling body that is opposed to the objects and goals of the Association;

executive member means a person occupying one or more of the positions of President, Vice President, Secretary and Treasurer;

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

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

Note: The Act, section 61 stipulates among other things that any member is entitled to attend any general meeting of the Association unless the member's membership rights are suspended at the time of the meeting. Anything done by the Association with the intention of preventing an entitled member from attending a meeting constitutes oppressive conduct by the Association (Act, subsection 61(3), section 68).

honorary life member means a person who has been accepted by the Association under rule 10 as an honorary life member;

Note: Rule 7 also pertains to honorary life membership. Rule 10 stipulates that honorary life members are not voting members.

include and **including** are not words of limitation;

licence means a licence issued by the Association under rule 9;

Note: Rule 5(2)(h)(i) contemplates different categories of licence, eg. for participants and officials.

licensee means a person who holds a valid licence;

licensee's club means the Veteran Cycling Club of which the licensee is a member;

member means a member of the Association as stipulated in rule 7(1), and **membership** has an equivalent meaning;

Peak Veteran Cycling Council, for a particular State or Territory, means the incorporated body shown on the register of members as the Peak Veteran Cycling Council for the State or Territory;

Note: See rule 18, for the Secretary's responsibilities in keeping and maintaining the register.

person means a natural person;

primary delegate means a delegate appointed under rule 34(1);

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;

Territory means the Australian Capital Territory or the Northern Territory;

Note: For the purposes of these rules, the external territories of Australia are not Territories. However, Jervis Bay Territory is taken to be part of New South Wales.

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;

Veteran Cycling Club means an incorporated body recognised by the Association as meeting the requirements set by the Association under rule 5(2)(h)(iv);

Veteran Cyclist means a person who is accepted by the Association as meeting the standards and requirements set by the Association under rule 5(2)(h)(i);

voting member means a member who under rule 8(2)(d) is entitled to vote at a general meeting;

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;
 - (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 contract it considers necessary or desirable;
 - (h) set the following standards and requirements:
 - (i) **Category A: General**
 - * standards and requirements applicable to AVCC veteran cycling, including:
 - o racing rules and their enforcement and promotion;
 - o categories of licence and conditions applying to each category;
 - o procedures for a person to become a licensee;
 - o management of performance enhancing substance issues;
 - o disciplinary procedures based on procedural fairness and the rules of natural justice;
 - * requirements for a person to be accepted by the Association as a Veteran Cyclist;
Note: These requirements, if any, are in addition to the age requirements specified in rule 9(2).
 - * minimum requirements for a Veteran Cyclist to be eligible for membership of a Veteran Cycling Club, including:
 - o undertaking all reasonable measures to support the Association's purposes and comply with the Association's standards and requirements applicable to AVCC veteran cycling;
 - o acceptable evidence that the person's usual place of residence is in the same State or Territory in which the club conducts its affairs, and circumstances in which this residential requirement may be varied;
 - * limits on the duration and number of AVCC veteran cycling races or other events in which a licensee or non-licensee may participate on a trial basis or as a visitor;
Note: These limits may, for example, also be used to prevent "club hopping" in which a licensee from one club in his/her State/Territory frequently or always participates in races/events conducted by his/her local club having higher fees than that of the club from which the licence was obtained. This practice may also be used by the licensee to avoid volunteering for duties (eg. marshalling, traffic control) that are expected of legitimate members of the local club.

- * requirements to be considered by the Association, Peak Veteran Cycling Councils and Veteran Cycling Clubs in assessing a person's acceptability as a volunteer at any veteran cycling race or event, including any decision of a disciplinary subcommittee under rule 22, or of a disciplinary appeal meeting under rule 24, and whether the person's membership rights with a Peak Veteran Cycling Council or a Veteran Cycling Club are, or have been at any time, suspended or revoked;
- * circumstances in which a person may request the Association to apply the procedures set out in Part 3, Division 2 (Disciplinary action) or Part 3, Division 3 (Grievance procedure) to a decision of the person's Veteran Cycling Club or a Peak Veteran Cycling Council;
- * circumstances in which a delegate may be permitted to attend a general meeting by the use of technology under rule 35;
- * in consultation with the voting members, the apportionment between the Association and the voting members of responsibilities for meeting the costs of delegates' attendances at general meetings.

Note: Without prejudice to such consultations, it is generally expected that the Association will meet the costs of primary delegates and voting members will meet the costs of their respective delegates appointed under rule 34(2).

(ii) **Category B: Peak Veteran Cycling Councils**

- * requirements for a body (which may be the sole Veteran Cycling Club in its State or Territory) to be recognised by the Association as the Peak Veteran Cycling Council for a State or Territory, including requirements that the body:
 - o be incorporated under a law of the State or Territory for which the body is recognised as the Peak Veteran Cycling Council;
 - o conducts the majority of its affairs in the State or Territory;
 - o complies with its constituent documents (including its constitution), which must at all times comply with the Association's requirements and be consistent with the Association's constitution (to the extent that there is no inconsistency with any relevant State or Territory law);
 - o is committed to take all reasonable measures to ensure that it and its affiliated Veteran Cycling Clubs and their members comply with the Association's standards and requirements applicable to AVCC veteran cycling, Veteran Cycling Clubs and licensees;
 - o pays the fee for affiliation with the Association in the amounts and at the times specified by the Association;

(iii) **Category C: Honorary life members**

- * requirements for a person (whether a Veteran Cyclist or not) to be eligible for nomination by a Peak Veteran Cycling Council for honorary life membership, including:
 - o current or past membership of the Committee and of one or more Veteran Cycling Clubs;
 - o details of significant work the person has done for the Association;
 - o testimonials (verbal or written) demonstrating good standing and repute amongst the members of the Association;

- * the annual fee (if any) applicable to honorary life membership, and the person or entity responsible for its payment;

Final with Mark-up

(iv) **Category D: Veteran Cycling Clubs**

- * minimum requirements for an incorporated body to be recognised by the Association as a Veteran Cycling Club, including requirements that it:
 - o is established to promote veteran cycling in its local region or district;
 - o is affiliated with a Peak Veteran Cycling Council;
- Note:** This requirement would not apply to a club that is the sole club for veteran cycling in its State or Territory. The requirement also allows for a club near a border with another State or Territory to affiliate with a PVCC for that State or Territory rather than its own State or Territory.
- o is committed to take all reasonable measures to ensure that it and its members comply with the Association's and the Peak Veteran Cycling Council's standards and requirements applicable to AVCC veteran cycling and licensees;
 - o is committed to take all reasonable measures to ensure that it will not accept an application for membership (including renewal of membership) from any person whom the club reasonably considers to be unwilling or unable to comply with the Association's and the Peak Veteran Cycling Council's standards and requirements applicable to AVCC veteran cycling and licensees;
 - o has measures in place to ensure that only licensees, or Veteran Cyclists on a trial basis, can participate in any AVCC veteran cycling race or event;
 - o has measures in place to ensure that the Association is notified promptly of any suspension or termination of a licensee's membership of the club; and
- * requirements for eligibility to apply to the Association for retrospective financial assistance to meet the costs of establishing a new club, eg. costs of advertising; preparing a constitution for the club and other costs associated with incorporation.

(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
 - (b) for goods or 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.
- (3) Sub-rule (1) does not prevent the Association from paying a Committee member an honorarium, reasonable in amount viewed in light of services provided by the Committee member to the Association and expenses the Committee member incurs in providing the services.

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 Members and number of members

- (1) Members of the Association are:
 - (a) the Peak Veteran Cycling Councils;
 - (b) the licensees (who may also be honorary life members); and
 - (b) the honorary life members (who may also be licensees).
- (2) The Association must have at least 5 members that are Peak Veteran Cycling Councils.
- (3) At any one time, there must be no more than one Peak Veteran Cycling Council for any State or Territory.
- (4) There is no restriction on the number of licensees or honorary life members.

8 Membership as a Peak Veteran Cycling Council

- (1) Subject to these rules, each Peak Veteran Cycling Council is a voting member if more than 10 days have passed since becoming a member and its membership rights are not suspended for any reason.
- (2) Each voting member has the right:
 - (a) to receive notice of general 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 a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - (f) to inspect the register of members.
- (3) Each voting member must comply with these Rules and all standards and requirements set by the Association under rule 5(2)(h)(ii) for Peak Veteran Cycling Councils.

Application

- (4) An application for membership as the Peak Veteran Cycling Council for a State or Territory must:
 - (a) be in writing in the form, and submitted in accordance with the process, specified by the Committee;
 - (b) contain all information required by the Association to demonstrate that the applicant meets the relevant requirements and standards set by the Association under rule 5(2)(h)(ii);
 - (c) be signed and dated by the president and vice-president or secretary of the applicant's committee (in the case of an incorporated association); and
 - (e) be accompanied by the affiliation fee.

Consideration of application

- (5) As soon as practicable after an application is received under sub-rule (4), the Association must decide by special resolution whether to accept or reject the application.
- (6) The Secretary must:
 - (a) record the decision in the minutes of the meeting;
 - (b) notify the applicant in writing of the decision as soon as practicable after it is made; and
 - (c) if the decision is to accept the application, enter the name and address of the new member, and the date of becoming a member, in the register of members
- (7) If the decision is to reject an application, the Association must also return to the applicant any money accompanying the application.
- (8) No reason need be given for the rejection of an application unless requested by the applicant in writing to the Secretary.

General rights and duties

- (9) If the decision is to accept the application, then, from that date and subject to these Rules, the applicant:
 - (a) is the Peak Veteran Cycling Council for the State or Territory;
 - (b) is a voting member;
 - (c) has the rights specified in sub-rule (2); and
 - (d) has the duty specified in sub-rule (3).

9 Licensee Membership

- (1) A person applying for a licence for a particular period must:
 - (a) be a Veteran Cyclist;
 - (b) meet the age requirements specified in rule 9(2) for the period;
 - (c) be a member of a Veteran Cycling Club, whose rights as a member of the club, or of the Peak Veteran Cycling Council with which the club is affiliated, or of the Association, are not suspended; and
 - (d) follow the procedures set by the Association under rule 5(2)(h)(i).
- (2) The thirtieth birthday of a person applying for a licence must fall, or have fallen, on or before the last day of the period for which the licence will be valid.

Note: Typically, a licence expires on 31st December in a particular year, and a licensee's thirtieth birthday must therefore fall, or have fallen, on or before that date. Rule 9(2) also allows for early renewals, eg. a renewal before 31st December 2018 of a licence to be valid to 31st December 2019.

- (3) A person becomes a licensee and member of the Association immediately on receipt of his or her licence.
- (4) Except as provided in sub-rule (5), a licensee is not entitled to vote at general meetings nor receive notices of general meetings, but may have other rights under these rules or as determined by the Committee or by resolution at a general meeting.

Note: The Committee may, for example, decide to give a licensee notice of a particular meeting with an invitation to attend and contribute to the discussion (but not vote) about an item on the agenda to which the licensee's experience or expertise is relevant.

- (5) A licensee may vote at a general meeting as a primary delegate.

- (6) A licensee must comply with these rules and all standards and requirements set by the Association under rule 5(2)(h) that are applicable to licensees.

10 Honorary Life Membership

Nomination

- (1) A person may be nominated by a Peak Veteran Cycling Council for honorary life membership.
- (2) The nomination must:
- (a) be in writing to the Secretary, or to the President, if the Secretary is the nominee;
 - (b) contain all information required by the Association to demonstrate that the nominee meets the relevant requirements and standards set by the Association under rule 5(2)(h)(iii);
 - (c) include statements with reasons from each other Peak Veteran Cycling Council as to whether it supports the nomination; and
 - (d) be signed and dated by the president and secretary of the nominator's committee.

Consideration of nomination

- (3) After a nomination is received under sub-rule (2), the next general meeting of the Association must decide by special resolution whether to accept or reject the nomination.

Note: It is expected that the general meeting will not be convened only to consider the application for honorary life membership.

- (4) The Secretary must:
- (a) record the decision in the minutes of the meeting;
 - (b) notify the nominee in writing of the decision as soon as practicable after it is made; and
 - (c) enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (5) No reason need be given for the rejection of a nomination unless requested by the nominee in writing to the Secretary.

General rights and duties

- (6) A person becomes an honorary life member immediately the nomination is accepted under sub-rule (3).
- (7) Except as provided in sub-rule (8), an honorary life member is not entitled to vote at general meetings nor receive notices of general meetings, but may have other rights under these rules or as determined by the Committee or by resolution at a general meeting.

Note: The Committee may, for example, decide to give an honorary life member notice of a particular meeting with an invitation to attend and contribute to the discussion (but not vote) about an item on the agenda to which the member's experience or expertise is relevant.

- (8) An honorary life member may vote at a general meeting as a primary delegate.
- (9) An honorary life member must comply with these rules and all standards and requirements set by the Association under rule 5(2)(h) that are applicable to honorary life members.

11 Not used

12 Annual subscription and fee on joining

- (1) At each annual general meeting or a special general meeting, the Association must—
 - (a) determine the amount of the annual subscription (including amounts referred to in rule 68(2)) for the following financial year for each category of membership (other than honorary life membership, for which there is no annual subscription payable to the Association); and
 - (b) for that financial year:
 - (i) confirm 31st January as the due date for payment of the annual subscription; or
 - (ii) determine another due date for payment of the annual subscription.
- (2) The Association may determine that any new member who joins after the start of a financial year must, for the year:
 - (a) pay an amount equal to or less than the full annual subscription; and
 - (b) the due date for payment of the amount.
- (3) The rights of a member (including the right to vote, if the member is a voting member, and the member's licence, if the member is a licensee) who has not paid any amount due under sub-rules (1) or (2) are suspended until the amount is paid.

13 Not used

14 Not used

15 Rights not transferable

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

16 Cessation or suspension of membership

Cessation

- (1) A voting member's membership ceases immediately on resignation, renouncement, expulsion under rule 22, or winding-up.
- (2) A licensee's membership and licence cease immediately:
 - (a) on resignation, renouncement, expulsion under rule 22, or death; or
 - (b) the licensee ceases to be a member of the licensee's Veteran Cycling Club; or
 - (c) the licensee's licence expires.
- (3) An honorary life member's membership ceases immediately on resignation, renouncement, expulsion under rule 22, or death.

Suspension

- (4) A member's membership rights (including a licensee's licence) may be suspended under rule 12(3) or rule 22.
- (5) A licensee's membership rights with the Association (including the licensee's licence) are suspended if and for so long as the licensee's membership rights with a Veteran Cycling Club or a Peak Veteran Cycling Council are suspended.

General

- (6) Nothing in this rule 16 prevents a member whose membership rights are suspended under rule 22, or who is expelled under rule 22, from giving under rule 23 a notice of appeal against the suspension or expulsion.

- (7) If a membership ceases, the Secretary must, as soon as practicable, enter, or arrange entry of, the cessation date in the register of members.

17 Resigning as a member

- (1) A member may by notice in writing given to the Association resign from, or renounce, membership.
- (2) A licensee must notify the Association immediately he or she is expelled or suspended from membership of the licensee's club.

Note: Rule 74(3) sets out how notice may be given to the Association.

- (3) A member is taken to have resigned if the member's annual subscription is not renewed on or before the due date for payment applying under rule 12(1)(b) or rule 12(2)(b).

18 Register of members

- (1) The Secretary must keep and maintain a register of members (or must ensure that the register is kept and maintained) 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 a Peak Veteran Cycling Council, a note to that effect;
 - (v) if the member is an honorary life member, a note to that effect;
 - (vi) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) On written request to the Secretary, any member may, at a reasonable time and free of charge, inspect the register of members, and may, by resolution of the Committee, be given copies of some categories of information concerning other members on such conditions as to use as the Committee allows.
- (3) The Secretary may, with the approval of the Committee, engage another entity to keep and maintain the register of members.
- (4) The Secretary must take all reasonably practicable measures to ensure that an entity engaged under sub-rule (3) keeps and maintains the register in accordance with these rules and the Act.

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 certain improper use or disclosure of information about a person obtained from the Register of Members. Subsection 58(3) allows use or disclosure of such information for the direct management or purposes of the Association.

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—

- (a) has failed to comply with these Rules; or
- (b) is unwilling or unable to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association; or
- (d) —is unwilling or unable to fulfil any standard or requirement applying to the member that has been set by the Association under rule 5(2)(h).

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, persons nominated by voting members, or anyone else having experience and expertise relevant to the grounds for taking the disciplinary action; and
 - (b) must apply the laws of procedural fairness and rules of natural justice, including freedom from actual or perceived bias 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—
 - (a) stating that the Association proposes to take disciplinary action against the member; 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 the member may do one of the following—
 - (i) address the disciplinary subcommittee by attending the meeting in person or by the use of technology that allows the member and the disciplinary subcommittee members to clearly and simultaneously communicate with each other;
 - (ii) appoint a person to represent the member and address the disciplinary subcommittee in accordance with sub-paragraph (d)(i);
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 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 an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with sub-rule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to sub-rule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member (including the right to vote, if the member is a voting member, and the member's licence, if the member is a licensee) 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.
- (5) If the member is a licensee, as soon as practicable after the vote is passed the Secretary must in writing give notice of the suspension or expulsion to the licensee's club.

23 Appeal rights

- (1) A member whose membership rights have been suspended, or who has been expelled from the Association, under rule 22 may give notice of appeal against the suspension or expulsion.
- (2) The notice must specify the grounds for appeal, and be given in accordance with rule 74—
 - (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 voting member as soon as practicable and must—
 - (a) specify the date, time and place of the meeting;
 - (b) include a copy of the notice given under sub-rule (2); and
 - (c) 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 disciplinary subcommittee members who participate in the meeting must do so in person and vote at the meeting on whether the decision to suspend or expel the member should be upheld, downgraded 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 member whose membership has been suspended or who has been expelled (“**appellant**”) must attend in person and be given an opportunity to be heard in person or by appointing a representative for this purpose.
- (2) After complying with sub-rule (1), the disciplinary subcommittee members participating in the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the member should be upheld, downgraded or revoked.
- (3) The decision is upheld if not less than three quarters of the disciplinary subcommittee 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 member (in this rule 25, the **initiating member**) and—
 - (a) another member;
 - (b) the Committee; or
 - (c) 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.
- (3) A grievance procedure must be initiated by the initiating member giving notice to the other member, the Committee, or the Association (as the case may be) in accordance with rule 74.

26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the date on which the notice given under rule 25(3) is received.

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 and the Committee or the Association—
a person appointed or employed by the Dispute Settlement Centre of Victoria or its successor.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

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) communicate to the parties the process the mediator intends to adopt to become familiar with the background to the matter; and
 - (c) allow due consideration by all parties of any written statement submitted by any party; and
 - (d) 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;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee; and
 - (e) to consider whether, to whom, and in what amount, honorariums are to be paid.

- (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 25% of the total number of voting 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 the members 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 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 voting member—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) identify the persons nominated by the voting members for the positions of President, Vice President, Secretary and Treasurer; and

- (d) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (e) comply with rule 34(6).
- (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.

34 Delegates and Proxies

- (1) Each voting member (in this rule 34, referred to as an **appointing member**) must appoint one eligible person, who is not an executive member, as its delegate to attend (in person or as allowed under rule 35) a general meeting other than a disciplinary appeal meeting, and speak on its behalf and vote as its proxy at the meeting.
- (2) An appointing member may also appoint a second eligible person, who is not an executive member, as its delegate to attend (in person or as allowed under rule 35) and speak on its behalf at the general meeting referred to in sub-rule (1).
- (3) If at an annual general meeting a delegate is elected to an executive membership position, the person may continue to be that delegate for the remainder of the meeting.
- (4) The appointment of a delegate must be in writing and signed by the president or secretary of the appointing member.
- (5) The appointing member may give specific directions as to how a primary delegate is to vote on the member's behalf; otherwise the primary delegate may vote on behalf of the member in any matter as he or she sees fit.
- (6) If the Committee has not specified a form for the appointment of a delegate, the appointing member may use any other form that clearly identifies the person appointed as the member's delegate and has been signed by the member.
- (7) Notice of a general meeting given to a voting member under rule 33 must—
 - (a) state that the member:
 - (i) must appoint a primary delegate; and
 - (ii) may appoint a second delegate under sub-rule (2); and
 - (c) state that the member may appoint another member's delegate as either of its delegates; and
 - (d) include a copy of any form that the Committee has approved for the appointment of a delegate.
- (8) A form appointing a delegate must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (9) A form appointing a delegate sent by post or electronically is of no effect unless received by the Association no later than 24 hours before the commencement of the meeting.
- (10) A delegate may be appointed for a period specified on the form appointing the delegate for a particular meeting.

35 Use of technology

- (1) A delegate appointed who is not physically present at a general meeting may, in circumstances set under rule 5(2)(h)(i), be permitted to participate in the meeting by the use of technology that allows that delegate and the delegates present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a delegate participating in a general meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the delegate votes at the meeting, is taken to have voted in person.
- (3) A delegate's participation in the meeting under sub-rule (1) may be for the whole meeting or for specific agenda items, as agreed beforehand with the Secretary.

36 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of primary delegates is present.
- (2) The quorum for a general meeting is the presence (physically or as allowed under rule 35) of the primary delegates of at least 70% of the voting members.
- (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, voting members under rule 32—the meeting must be dissolved;

Note

If a meeting convened under rule 32 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 the voting members wish to have the business reconsidered at another special meeting, they 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 voting 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 sub-rule (3)(b), the primary delegates who are present at the meeting (if not fewer than 4) 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 primary delegates who are 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 voting members more time to consider an item of business.

Example

The voting 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 meeting

- (1) On any question arising at a general meeting—
 - (a) subject to sub-rule (3), each voting member has one vote (to be exercised by the member's primary delegate); and
 - (b) 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 and casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only the primary delegates of the voting members whose primary delegates 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 primary delegates at a general meeting (physically or as allowed under rule 35, and whether or not the meeting is an annual general meeting) vote in favour of the resolution.

Note: In addition to certain other matters specified in the Act, a special resolution is also required to remove a committee member from office (Rule 55(3)(a)), or to alter these Rules, including changing the Association's name (Act, sub-section 24(1)) or any of its purposes (Act, sub-sections 47(2) and 50(1)).

40 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands by the primary delegates, declare that a resolution 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 primary delegates on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

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—
 - (a) the names of each delegate attending the meeting and whether the delegate was a primary delegate; and
 - (b) forms appointing delegates given to the Chairperson of the meeting under rule 34(7); and
 - (c) the financial statements submitted in accordance with sub-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 or these Rules.

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 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—
 - (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 Committee and duties of members

44 Composition of Committee

- (1) The Committee consists of—
 - (a) the executive members; and
 - (b) ordinary members (if any) elected under rule 53, who may be appointed to assist executive members to carry out their respective duties and functions specified in this Division, or to carry out additional duties or functions.
- (2) If there are no candidates for any of the positions of Vice President, Secretary and Treasurer, then those three positions may be occupied by two (but not one) executive members, ie, the Vice President may also be the Secretary; the Vice President may also be the Treasurer; or the Secretary may also be the Treasurer).

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 meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; 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 75; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general 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 account 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 compliance with rule 69(4).
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act;
 - (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; and
 - (c) if the Association is a tier one association (as defined in the Act), arrange for review of the financial statements as if required under subsection 93(1) of the Act.

Note: Paragraph 93(1)(a) of the Act refers to an annual general meeting of a tier one association at which the members vote to have the financial statements reviewed. Paragraph 93(1)(b) allows for the Registrar to direct that a review be carried out. Under subsection 93(2), the review is done in accordance with section 96 as if the association were a tier two association (as defined in the Act). A review is compulsory for a tier two association and does not require the vote of members (subsection 96(1)).

- (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 Not used

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 vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

- (1) Prior to commencing the meeting, the Chairperson of the meeting must call for nominations from each voting member to fill each position on the Committee.
- (2) Only a voting member may nominate a person for a Committee membership position, but only if the person:
 - (a) is an eligible person; and
 - (b) has consented to the nomination, given to the Secretary at least 21 days before the meeting.

Note: The requirements are the same as those for eligibility to be a delegate under rule 34, except that, here, incumbent executive members may be nominated at the next annual general meeting.

- (3) A person who is nominated for a position and fails to be elected to that position is not eligible for election to any other position on the Committee for which an election is yet to be held, unless the person was nominated for that position under sub-rule (1) before the meeting commenced.

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 person is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one person 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

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.

- (3) If the number of persons nominated for the position of ordinary 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 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 delegate 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 speak to the meeting for not more than five minutes in support of his or her election.
- (4) The election must be by secret ballot.
- (5) To conduct the secret ballot, the returning officer must:
 - (a) give a blank piece of paper to each primary delegate attending the meeting in person, and follow the process set out in sub-rules (6) to (9); and
 - (b) with the approval of the Chairperson, follow a process equivalent to that set out in sub-rules (6) to (9) for primary delegates attending the meeting by the use of technology under rule 35.
- (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 paragraph (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 member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.

- (3) A general meeting of the Association may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible person to fill the vacant position in accordance with this Division.
- (4) A person who is the subject of a proposed special resolution under sub-rule (3) 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 voting members.
- (5) The Secretary or the President may give a copy of the representations to each voting member 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 to be proposed.

56 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - (a) ceases to be an eligible person; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
 - (c) 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 person nominated by a voting member 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) A person nominated under sub-rule (1) must:
 - (a) be an eligible person; and
 - (b) have consented to the nomination given to the Secretary as soon as practicable in the prevailing circumstances.
- (3) If the position of Secretary becomes vacant, the Committee must appoint a person to the position within 14 days after the vacancy arises.
- (4) Rule 55 applies to any committee member appointed by the Committee under sub-rule (1) or (3).
- (5) 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 twice 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 14 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 under rule 58(3), 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 special committee meeting can be convened under rule 58(3) and 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.
- (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 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 that 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 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 subsection 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 member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the 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 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

- (1) 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.
- (2) Annual subscriptions payable by licensees under rule 12 may include amounts specified by the Association to be used by it in paying premiums for insurance contemplated by rule 2(g).

69 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (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 payments, by whatever means made, must be signed, or authorised, by 2 executive 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 and these Rules 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.

PART 7—GENERAL MATTERS

72 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.

73 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.

74 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) 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 or a disciplinary subcommittee 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.

75 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 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 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 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.
- (6) Nothing in this rule shall be interpreted so as to preclude the Committee determining to provide information to members about the running of the Association, updating them as to decisions taken by the Committee or Association in general meeting, including non-voting members, via the Association's website.

76 **Winding up and cancellation**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be distributed in accordance with sub-rule (3) as soon as practicable after the date of winding up or cancellation ("**end date**").
- (3) For the purposes of distribution under sub-rule (2), each Peak Veteran Cycling Council on the day immediately before the end date shall receive a share of the surplus assets in proportion to the average total number of licensees who were members of the Peak Veteran Cycling Council and its affiliated Veteran Cycling Clubs at the end of each of the three financial years completed immediately before the end date.

77 **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.