

**Rules and Purposes  
of the  
Koo Wee Rup and District Motor Cycle Club Incorporated  
(2022 Revision)**

The Koo Wee Rup and District Motor Cycle Club Incorporated  
Was registered at the Corporate Affairs Office, Melbourne, Victoria  
on 29<sup>th</sup> May 1986.

**Reg No: A0009438T**

Consumer Affairs Victoria

Associations Incorporation Reform Act 2012

Associations Incorporation Reform Regulations 2012

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# Model Rules for an Incorporated Association

## Note

The persons 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.

## PART 1 - PRELIMINARY

### 1 Name

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The name of the incorporated association is "Koo Wee Rup and District Motor Cycle Club Incorporated". (In these rules called the Association)

#### 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

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The purposes of the Association are:

1. To promote, carry on and encourage safe and responsible motorcycling in the state of Victoria or such other places as may be determined by the Committee from time to time.
2. To establish and maintain a motor cycling track or facility in or about the Cardinia District in the State of Victoria or such other places as may be determined by the Committee from time to time, with such buildings, structures and improvements as are considered necessary or desirable for the purpose of motorcycling.
3. To provide facilities of and incidental to conducting motorcycling events and motorcycling meetings.
4. To promote and encourage sponsorship and support for motorcycling and the sport of motorcycling.
5. To promote the ideals of the sport of motorcycling and fellowship among those interested and involved in motorcycling.
6. To amalgamate, co-operate, affiliate and enter into arrangements with any other associations or bodies whether incorporated or unincorporated having objects wholly or in part similar to those of the Association.
7. To do all lawful things as are incidental or conducive to attaining the above purposes, including undertaking activities, whether extraneous or like, to provide revenue for the attainment of the above purposes.
8. To promote friendship and sociability, safety and responsibility, respect and sense of community and self, amongst members.
9. To apply for, hold and renew any licence, permit or authority under the Liquor Control Reform Act of 1998 or any amendment or re-enactment thereof.
10. To apply for, hold and renew any licence, permit, affiliation or authority as required to facilitate the purposes of the Association.

### 3 Financial year

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

## 4 Definitions and Interpretation

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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);

***Annual Fee*** means the amount payable annually in respect of Membership;

***Association*** means the Koo Wee Rup & District Motor Cycle Club Incorporated;

***Associate Member*** means a member referred to in rule 7.9;

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

***Club Permit*** means a member referred to in rule 7.3e;

***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;

***Day Member*** means a member referred to in rule 7.6;

***Disciplinary appeal meeting*** means a meeting of the 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;

***Family Member*** means a member referred to in rule 7.4;

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

***Full / Single Member*** means a member referred to in rule 7.3;

***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;

***Honorary Member*** means a member referred to in rule 7.8;

***Junior Member*** means a member referred to in rule 7.5;

***Life Member*** means a member referred to in rule 7.7;

***member*** means a member of the Association;

***member entitled to vote*** means a member who under rule 13(2) is entitled to vote at a general meeting;

***President*** means the person elected by a majority of the members entitled to vote at the annual general meeting to fulfil that role;

***Register of Members*** means the Register of Members to be kept in compliance with rule 18.

***Rules*** mean these Rules and Statement of Purposes;

***Secretary*** means the person elected by a majority of the members entitled to vote at the annual general meeting to fulfil that role;

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

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

**The Registrar** means the Registrar of Incorporated Associations;

**Treasurer** means the person elected by a majority of the members entitled to vote at the annual general meeting to fulfil that role;

**Vice President** means the person elected by a majority of the members entitled to vote at the annual general meeting to fulfil that role;

**Interpretation - meaning of certain words:**

1. In these Rules unless the contrary intention appears:
  - a. words importing the singular number include the plural number and vice versa;
  - b. words importing the masculine gender include:
    - i. the feminine gender (and vice versa); and
    - ii. a non-binary gender;
  - c. words importing persons include corporations, incorporated associations and unincorporated associations; and
  - d. words that have the same meaning as in the Act.

## **PART 2 - POWERS OF ASSOCIATION**

### **5 Powers of Association**

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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 5 (1), the Association may:
  - a. acquire, hold and dispose of real or personal property;
  - b. open and operate accounts with financial institutions;
  - c. invest its money in any security in which trust monies may lawfully be invested;
  - d. raise and borrow money on any terms and in any manner as it thinks fit;
  - e. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - f. appoint agents to transact business on its behalf;
  - g. enter into any other contract it considers necessary or desirable.
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**

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1. The Association must not distribute any surplus, income or assets directly or indirectly to its members.
2. Sub-rule (6) (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.

**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**

**7.1 Minimum number of members**

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The Association must have at least 5 members.

**7.2 Categories of Members**

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The various categories of Membership of the Association shall consist of:

1. Full Members (S).
2. Family Members (F).
3. Junior Members (J).
4. Day Members (D).
5. Life Members (L).
6. Honorary Members (H).
7. Associate Members (A).

**7.3 Full / Single Member**

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1. Any natural person may apply in the manner set out in these Rules to be admitted as a Full / Single Member.
2. Full / Single Membership is a single membership for any natural person over the age of eighteen years.
3. Natural persons admitted as Full / Single Members are entitled upon payment of the Annual Fee to all the benefits of membership, including but not limited to:
  - a. the rights set out in these Rules;
  - b. access all Association events and services (in compliance with the rules of each event and service);
  - c. the right to attend, speak and vote at general meetings and special resolutions;
  - d. subject to normal election procedures pursuant to these Rules, fill a committee position after accrual of 5 years of membership whether continuous or non-continuous membership;
  - e. Club permit registration.

**7.4 Family Member**

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1. The Committee may allow members of a family to join under a single membership, paying a single fee as determined by Committee annually.
2. A family for the purposes of this rule 7.4 shall consist of up to two adults who are parents / guardians or care givers and one or more children under eighteen (18) years of age.
3. Two adult natural persons admitted as Family Members shall be entitled upon payment of the Annual Fee, to all the benefits of Full Membership as set out in rule 7.3.

4. Children under 18 years of age must at all times be accompanied by a parent, guardian or care giver when on Association premises or participating in any Association activity.

### **7.5 Junior Member**

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Any natural person aged under eighteen (18) years may apply in the manner set out in these Rules to be admitted as a Junior Member.

1. Upon acceptance a Junior Member:
  - a. must pay the Junior Member Annual Fee;
  - b. a Junior Member may remain a Junior Member until the commencement of the next financial year of the Association following the Junior Member's attainment of the age of eighteen (18) years.
2. Subject always to the discretion of the Committee and these Rules, a Junior Member, having attained the age of eighteen (18) years shall be eligible for admission to Full Membership.
3. In the event that a Junior Member is not accepted to Full Membership his or her name must be removed by the Committee from the category of Junior Members in the Register of Members.
4. Junior Members are entitled to attend but not speak or vote at general meetings or special resolutions.
5. Junior Members must at all times be accompanied by a parent or guardian when on Association premises or participating in any Association activity.

### **7.6 Day Member**

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1. Any natural person may apply in the manner set out in these Rules to be admitted as a Day Member for the purposes of participating at an Association event (excluding end of year ride or other event as determined by the committee from time to time).
2. Day Membership does not have any other benefits or voting rights.
3. A Day Membership fee must be paid by the Day Member.
4. Day Membership may only be purchased on 3 occasions per financial year; thereafter Full Membership must be purchased to access the Association facilities or events.
5. If subsequent to the purchase of any membership a Full Membership as noted in Rule 7.3 is purchased within the same financial year, then the amount already paid for Day Membership/s will be deducted from the Full Membership fee.

### **7.7 Life Member**

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1. Any member who in the sole opinion of the Committee has rendered distinguished or significant service to the Association over a minimum period of 25 years, or in special circumstances the Committee deems worthy or appropriate, may be eligible for election as a Life Member of the Association.
2. Persons elected as Life Members are entitled to all benefits afforded to a Full Member.
3. Persons elected as Life Members are not liable to pay the Annual Fee.
4. Family members of the Life Member are required to pay the appropriate applicable membership should they wish to become a member.
5. A member may be nominated for consideration as a Life Member by any Full Member and such nominations:
  - a. must be in writing; and



- b. must be submitted to the committee fourteen (14) days prior to the annual general meeting.

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### **7.8 Honorary Member**

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1. The committee may elect any person as an Honorary Member of the Association.
2. The following provisions apply to persons elected to Honorary Membership:
  - a. their rights and entitlements are as determined from time to time by the Committee;
  - b. their number is determined from time to time by the Committee;
  - c. they are bound by these Rules save as otherwise provided by this rule 7.8;
  - d. they are entitled to attend but not to speak or vote at any general Meeting; and
  - e. they are not liable to pay any Annual Fee.

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### **7.9 Associate Member**

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1. Associate member of the Association may 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.

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## **8 Who is eligible to be a member**

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Any person who supports the Purposes and Rules of the Association is eligible for membership.

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## **9 Application for membership**

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1. To apply to become a member or renew membership of the Association, a person must submit a written application on the approved Association membership form to the Association stating that the person:
  - 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 applicant; and
  - b. must be accompanied by the applicable membership fee.

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## **10 Consideration of application**

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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 Committee shall notify a new member of their acceptance as a member by issuing a membership card to the new member within a reasonable period of time following the Committee's decision.
3. If the Committee rejects the application, it must return any fee accompanying the application to the applicant.
4. No reason need be given for the rejection of an application.

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## **11 New membership**

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1. If an application for membership is approved by the Committee:

- a. the resolution to accept the membership must be recorded in the minutes of the committee meeting;
  - b. the Secretary or other natural person as delegated by the committee must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
2. A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
    - a. the Committee approves the person's membership; or
    - b. the person pays the Annual Fee.

## **12 Annual Fee**

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

## **13 General rights of members**

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1. A member of the Association who is entitled to vote has the right:
  - a. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; 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 81; and
  - f. to inspect the Register of Members.
2. A member is entitled to vote if:
  - a. the member is a member other than an Honorary Member, Junior Member, Day Member or Associate Member; and
  - b. the member's membership rights are not suspended for any reason.

## **14 Rights not transferable**

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

## **15 Ceasing membership**

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1. The membership of a person ceases on resignation, expulsion or death.

2. If a person ceases to be a member of the Association, the Secretary or other natural person as nominated by the committee from time to time must, as soon as practicable, enter the date the person ceased to be a member in the Register of Members.

## **16 Resigning as a member**

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1. A member may resign by providing a notice in writing given to the Association.

### **Note**

Rule 80(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 he or she wishes to remain a member; and
    - ii. the member has not, within 3 months (or 6 months for a Life Member) after receiving that request, confirmed in writing that he or she wishes to remain a member.

## **17 No further right or claim**

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Every person ceasing to be a member by operation of the Rules whether by resignation, expulsion, death, neglecting to pay the Annual Fee or otherwise, automatically waives any rights in, or claim upon, the Association arising by reason of their status as a Member. No membership fees shall be refunded to a member who ceases to be a member pursuant to the Rules.

## **18 Register of Members**

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1. The Secretary or other natural person as nominated by the Committee 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. category of membership;
    - v. 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.
3. A member who inspects or obtains a copy of the Register of Members may use the contents of the register solely for the purpose of communicating with members in respect of affairs of the Association (including but not limited to the conduct of elections), and must otherwise keep the contents of the register of members confidential.

### **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 Discipline

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Where the Association is advised, receives a complaint or considers that a Member has allegedly:

- a. breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, any policy or any resolution or determination of the Association;
- b. acted in a manner unbecoming a member or prejudicial to the Objects and interests of the Association; or
- c. brought himself, another member, the Association or Motorcycle sport into disrepute;

the Committee may commence or cause to be commenced investigatory or disciplinary proceedings against that member and that member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association as set out in this Constitution and the By-Laws or applicable policy, as the case may be.

### 20 Disciplinary subcommittee

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1. If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the member.
2. The members of the disciplinary subcommittee:
  - a. may be Committee members, members of the Association or anyone else; but
  - b. must not be biased against, or in favour of, the member concerned; and
  - c. may number no less than (3) three but no more than (5) five persons.

### 21 Notice to member

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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 the member that he or she may do one or both of the following:
    - i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - e. setting out the member's appeal rights under rule 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**

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1. At the disciplinary meeting, the disciplinary subcommittee must:
  - a. give the member an opportunity to be heard; and
  - b. consider any written statement submitted by the member.
2. After complying with subrule (1), the disciplinary subcommittee may:
  - a. take no further action against the member; or
  - b. subject to subrule (3):
    - i. reprimand the member; 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**

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1. A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against 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 person is taken; or
  - b. to the Secretary not later than 48 hours after the vote.
3. If a person 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 of the Association who is entitled to vote as soon as practicable and must:
  - a. specify the date, time and place of the meeting; and
  - b. State:
    - i. the name of the person against whom the disciplinary action has been taken; and
    - ii. the grounds for taking that action; and
    - iii. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **24 Conduct of disciplinary appeal meeting**

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1. At a disciplinary appeal meeting:
  - a. no business other than the question of the appeal may be conducted; and
  - b. the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - c. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

2. After complying with subrule (1), the members present and entitled to vote at the meeting must vote on the question of whether the decision to suspend or expel the person should be upheld or revoked. The person who is the subject of the disciplinary action shall be asked to leave the meeting while the members vote on whether to uphold or revoke the suspension or expulsion.
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**

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#### **25 Application**

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

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#### **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.

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#### **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.
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.

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#### **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**

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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**

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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 of the annual or Day Membership fees.
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**

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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**

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1. The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 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 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 subrule (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 subrule (3).

### **33 Notice of general meetings**

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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 of the Association:
  - a. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - b. at least 14 days' notice of a general meeting in any other case.
2. The notice must:
  - a. specify the date, time and place of the meeting; and
  - b. indicate the general nature of each item of business to be considered at the meeting; and
  - c. if a special resolution is to be proposed:
    - i. state in full the proposed resolution; and
    - ii. state the intention to propose the resolution as a special resolution; and
  - d. comply with rule 34(5).
3. This rule does not apply to a disciplinary appeal meeting or committee meeting.
4. Notice may be given by text, electronic or other means as deemed appropriate by the committee.

Note

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

### **34 Proxies**

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1. A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
2. The appointment of a proxy must be in writing and signed by the member making the appointment. An electronic copy of a signed letter appointing a proxy may be provided to the Chairperson of the meeting in accordance with rule 34.7.



3. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
4. If the Committee has approved a letter for the appointment of a proxy, the member may also use any other letter that clearly identifies the person appointed as the member's proxy. That Letter appointing a proxy must have been signed by the member.
5. Notice of a general meeting given to a member under rule 33 must:
  - a. state that the member may appoint another member as a proxy for the meeting; and
  - b. include a copy of any letter that the Committee has approved for the appointment of a proxy.
6. A letter appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
7. A letter appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 2 hours before the commencement of the meeting.
8. A proxy who is also a member can also cast a vote as a member.

### **35 Use of technology**

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

### **36 Quorum at general meetings**

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1. No business may be conducted at a general meeting unless a quorum of members is present.
2. The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of the lesser of 15 or 10% 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 subrule, 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 members as soon as practicable after the meeting.
4. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **37 Adjournment of general meeting**

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

**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 meeting**

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

### **39 Special resolutions**

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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—

1. to remove a committee member from office;
2. to alter these Rules, including changing the name or any of the purposes of the Association.

### **40 Determining whether resolution carried**

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1. Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
  - a. carried; 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 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**

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1. The Committee must ensure that minutes are taken and kept of each general meeting.
2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
3. In addition, the minutes of each annual general meeting must include:
  - a. the names of the members attending the meeting; and
  - b. proxy letters given to the Chairperson of the meeting under rule 34(6); and
  - c. the financial statements submitted to the members 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**

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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**

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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**

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The Committee consists of:

1. a President; and
2. a Vice-President; and
3. a Secretary; and
4. a Treasurer; and
5. ordinary members (if any) elected under rule 53.

### **45 General Duties**

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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, or members of 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**

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1. Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any 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**

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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 78 and 81; 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**

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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 as soon as is reasonably practicable but without undue delay 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 cheques are signed by at least 2 committee members; and
  - e. ensure a 2<sup>nd</sup> committee member authority for all General Account transactions.
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.

### **Division 3 - Election of Committee members and tenure of office**

## **49 Who is eligible to be a Committee member**

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A member is eligible to be elected or appointed as a committee member if the member:

1. is 18 years or over,
2. is entitled to vote at a general meeting,

3. has accrued at least 5 years' membership of the Association (whether through continuous or non-continuous membership),
4. is not eligible if they are:
  - a. an employee of the Association (save and except existing employees who are existing members of the Committee at the time these Rules are adopted); or
  - b. the auditor, or a director, partner, officer or employee of the auditor, of the Association.

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## **50 Positions to be declared vacant**

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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 relevant positions on the Committee vacant in accordance with rule 55 and hold elections for those positions in accordance with rules 51 to 54.

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## **51 Nominations**

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1. Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
2. An eligible member of the Association may:
  - a. nominate himself or herself; or
  - b. with the member's consent, be nominated by another member.
3. A member 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.

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## **52 Election of President etc.**

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1. At the annual general meeting, separate elections must be held for each of the following positions accordance with rule 55:
  - a. President;
  - b. Vice-President;
  - c. Secretary;
  - d. Treasurer.
2. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
3. If more than one member is nominated, a ballot must be held in accordance with rule 54, or a vote by a show of hands as determined by the Chairperson and with majority agreement of voting members in attendance.
4. On his or her election, the new President may take over as Chairperson of the meeting.

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## **53 Election of ordinary members**

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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 members 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 members to be elected to the position.
4. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54 or a vote by a show of hands as determined by the Chairperson and with majority agreement of voting members in attendance at the commencement of the meeting or prior to the meeting.

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## 54 Ballot

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

### Example

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

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

### Examples

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

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## 55 Term of office

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1. Subject to subrule (3) and rule 56, each member of the Committee shall hold office for a period of two (2) years from the date of their appointment at an annual general meeting. As a

- result, the relevant member of the committee shall retire from their position at the second annual general meeting following the annual general meeting at which they were elected.
2. The positions of President and Vice President shall be declared vacant and elections held at the annual general meeting on alternate years to the positions of Secretary and treasurer.
  3. A committee member may be re-elected.
  4. A general meeting of the Association may
    - a. by special resolution remove a committee member from office; and
    - b. elect an eligible member of the Association to fill the vacant position in accordance with this Division.
  5. A member who is the subject of a proposed special resolution under subrule (4)(a) may make 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 members of the Association.
  6. The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

## **56 Vacation of office**

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1. A committee member may resign from the Committee by written notice addressed to the Committee.
2. A person ceases to be a committee member if he or she:
  - a. ceases to be a member of the Association; or
  - b. fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without 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**

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1. The Committee may appoint an eligible member of the Association 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 to the position within 14 days after the vacancy arises.
3. Subject to rule 57 (4) rule 55 applies to any committee member appointed by the Committee under subrule (1).
4. A committee member that is appointed pursuant to this rule 57 (1) shall hold office only for the remaining period that the committee member they replaced would have held office but for vacating the office.
5. The Committee may continue to act despite any vacancy in its membership.



### **57.1 Removal of a Committee member**

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If the conduct or position of any member of the Committee is such that his or her continuance in office appears to a majority of the other members of the committee to be prejudicial to the interests of the Association:

1. a majority of the Committee at a meeting of the Committee specially convened for that purpose may suspend such member; and
2. the Committee must within 14 days thereafter proceed to call a General Meeting at which voting members may if they think fit and by ordinary resolution:
  - a. confirm such suspension and remove such member of the Committee from office; or
  - b. annul such suspension and reinstate such member of the Committee in their position.

### **57.2 Removal by General Meeting**

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The Association in general meeting may, by resolution remove any member of the committee before the expiration of the member's term of office and appoint another member of the Association who is eligible for election under rule 49 in his or her place to hold office until the expiration of the term of the committee member that has been removed.

## **Division 4 - Meetings of Committee**

### **58 Meetings of Committee**

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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**

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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**

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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**

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

## **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 subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **63 Quorum**

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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**

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1. On any question arising at a committee meeting, each committee member present at the meeting 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. Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the 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**

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

### **Note**

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

3. This rule does not apply to a 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.

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## **66 Minutes of meeting**

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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.

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## **67 Leave of absence**

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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, INDEMNITY AND CONFIDENTIALITY**

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## **68 Source of funds**

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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.

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## **69 Management of funds**

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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 cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
5. All funds of the Association must be deposited into the financial account of the Association as soon as reasonably practicable after receipt and without undue delay.
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.

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## **70 Financial records**

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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**

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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 subrule (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 Disposal of Assets**

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1. Income and property of the Association must be used and applied solely in promotion of its purposes and the exercise of its powers as set out in these Rules.
2. Without limiting the generality of Subrule (1) but subject to Subrule (3), no portion of the income or property of the Association may be distributed paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members.
3. Subrule (2) does not prevent the payment in good faith of:
  - a. Interest to any member in respect of moneys advanced by him or her to the Association or otherwise owing by the Association to him or her;
  - b. Remuneration to any officers or servants of the Association or to any member or any other person in return for any services actually rendered to the Association;
  - c. Reimbursement for out of pocket expenses incurred on behalf of the Association;
  - d. Repayment of any sum lent to the Association;
  - e. Reasonable and proper charges for goods hired by the Association;
  - f. Reasonable and proper rent for premises demised or let to the Association; or
  - g. Any interest or dividend received by the Association as trustee for any person to such person.

## **INDEMNITY**

### **73 Indemnity for legal costs**

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Every member of the Committee and officer of the Association shall be indemnified out of the property of the Association against any liability incurred by him or her in their capacity as a member of the Committee or office in defending any proceedings whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection

with any application in relation to any such proceedings in which relief is granted to him or her by the Court.

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#### **74 Indemnity where no negligence**

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Every member of the Committee and officer of the Association shall be indemnified out of the property of the Association against all costs, losses and expenses including travelling expenses incurred by him or her in his or her capacity as a member of the Committee or officer by reason of any contract entered into or other act or thing properly done by him or her as a member of the Committee or officer or in any way in the discharge of his or her duties unless the same arise from his or her own negligence, default, breach of duty or breach of trust and it is the duty of the Committee to pay the same out of the funds of the Association.

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#### **75 Liability of members**

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Unless the same arises from his or her own negligence, default, breach of duty or breach of trust, no member of the Committee or officer of the Club is liable for:

1. the acts, receipts, neglects or defaults of any other member of the Committee or office;
2. any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Committee for or on behalf of the Association;
3. the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested;
4. any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects are deposited;
5. any loss occasioned by any error of judgement on his or her part; or
6. any other loss, damage or misfortune which occurs in the execution of the duties of his or her office or in relation thereto.

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#### **76 Obligation of confidentiality**

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Subject only to these Rules, every member of the Committee, Secretary, Treasurer, auditor, trustee, member of a sub-Committee, agent, accountant or other officer of the Association, unless otherwise resolved by the Committee:

1. is bound to observe confidentiality with respect to all transactions of the Association and all matters relating thereto; and
2. if required by the Committee, must before entering upon his or her duties or employment or at any time afterwards, sign and make a declaration in a book to be kept for that purpose that he or she will not reveal or make known any of the matters, affairs or concerns which may come to his or her knowledge as such member of the Committee, Secretary, Treasurer, auditor, trustee, member of a sub-Committee, agent, accountant or other officer whether relating to transactions of the Association or to anything else to any person or persons except strictly as required in the course and in the performance of his or her duties.

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#### **77 Exceptions**

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The obligations of confidentiality under the rule 76 do not apply to the extent that a disclosure of information is required by:

1. compulsion or obligation of law;
2. the Committee;
3. the auditors for the time being; or

4. a general meeting of members.

## **PART 7 - GENERAL MATTERS**

### **78 Common seal**

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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.

### **79 Registered address**

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The registered address of the Association is:

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

### **80 Notice requirements**

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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
  - d. by text.
2. Subrule (1) does not apply to notice given under rule 60.
3. Any notice required to be given to the Association or the Committee may be given:
  - 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; or
    - iii. by text.
4. Any notice sent by post is deemed to have been received on the business day following that on which the letter is sent.
5. Any notice sent by email is deemed to have been received on the business day following that on which email is sent
6. Any notice sent by text is deemed to have been received on the business day following that on which text is sent.

## 81 Custody and inspection of books and records

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1. Members may on request inspect free of charge:
  - a. the register of members;
  - b. the minutes of general meetings;
  - c. subject to subrule (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 subrule (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.

## 82 Winding up and cancellation

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1. The Association may be wound up voluntarily by special resolution.
2. If the Association is wound up in accordance with the provisions of the Act, and there remain, after satisfaction of all its debts and liabilities, any property whatsoever, the same must be given or transferred to such sporting or charitable institutions in Victoria as the Committee in its absolute discretion shall resolve in accordance with these Rules and in default of the Committee making or exercising its discretion shall be given or transferred to some other motorcycle club or clubs having purposes similar to the purposes of the Association and which prohibit the distribution of its income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of these Rules, such club or clubs to be determined in accordance with a special resolution of the voting members or, in the absence of a special resolution of the voting members, by the Registrar under the Act.
3. 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.

### **83 Alteration of Rules**

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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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