

Victorian Association of Photographic Societies Inc.

Incorporation No: A0007142B

ABN: 84 252 668 335

Rules of Association

Adopted at Special General Meeting of members on 15 November
2020

Approved by Consumer Affairs Victoria, 22 February 2021

Based on and incorporating the Associations Incorporation Reform
Act 2012 as issued by Consumer Affairs Victoria.

Notes:

The Victorian Association of Photographic Societies (VAPS) is the State Peak Body representing all Victorian Camera Clubs that affiliate with the Association, as per the rules contained in this document.

The Members of the Association are the clubs that affiliate with the Association by way of paying the affiliation fee.

The Delegates are the individual club members nominated by their clubs to represent them at any General Meeting or Special General Meeting of the Association. Each delegate has one vote on any resolutions considered at these meetings.

The Committee Members are individuals who are financial members of clubs and have been appointed to a committee position of the Association, as per the rules contained in this document.

Items in **Grey** are Extracts from the Act or Explanations added for clarity

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RULES OF ASSOCIATION OF THE VICTORIAN ASSOCIATION OF PHOTOGRAPHIC SOCIETIES INC.

Note

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

The name of the incorporated association is "Victorian Association of Photographic Societies 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

The purposes of the association are:

- To be the State Peak Body representing all affiliated camera clubs and societies in Victoria and will exist with the purpose of:
 - Being a non-discriminatory and non-profit association working only in the interests of photography and the affiliated clubs.
 - Advancing the art of photography and embracing all photographic mediums at all levels of skill.
- To work openly and without bias in all matters.
- To support and foster the interests of the affiliated clubs and support those clubs that manage National Competitions with donations, as may be determined by the committee.
- To foster interaction between VAPS and the affiliated clubs and external bodies as required and resolve conflicts quickly and effectively.
- To arrange an annual convention and interclub competition for the affiliated clubs including provision of Service Awards to club members.
- To maintain regular policy standards for the benefit of affiliated clubs.
- To ensure a positive and well-balanced committee made up of representatives of the affiliated clubs with no more than three members of any affiliated club being members of the committee at any one time.

- To maintain an official newsletter and web site containing relevant information for clubs and public.

3 Financial year

The financial year of the Association is each period of 12 months ending on "31st JULY".

4 Definitions

In these rules:

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

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

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

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

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

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

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 sub-committee means the sub-committee appointed under rule 20;

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

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

member means an affiliated member club or society of the Association; in this document "Club" and

“Member” mean the same;

member entitled to vote means a club delegate who, under rule 13(3), is entitled to vote at a general meeting;

special resolution means a resolution that requires not less than three-quarters of the delegates 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.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power, within the law, 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 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

Except when exercising the powers conferred by Section 75 the

Association **must not** distribute any surplus, income or assets directly or indirectly to its members.

- (1) 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 memberand
 - (c) make a nominal donation from accumulated funds to support a Victorian Member Club in running a National Photographic Competition. This includes the donation of medallions or trophies 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.

Extract of the Act, Part 1. 4; Securing pecuniary profit for members:

- (1) For the purposes of this Act, an association is not taken to secure pecuniary profit for its members or to be formed or carried on for the purposes of securing pecuniary profit for its members merely because one or more of the following apply to the association:
 - (a) the association itself makes a pecuniary profit, unless that profit, or any part of it, is divided among or received by its members or some of them;
 - (b) the members of the association are entitled under this Act to divide its assets among themselves on its dissolution;
 - (c) a member of the association receives:
 - (i) a payment of remuneration in good faith; or (ii) a benefit to which he or she would be entitled if he or she were not a member of the association;
 - (d) the members of the association:
 - (i) compete for trophies or prizes in contests directly related to the purposes of the association;
 - or
 - (ii) receive benefits through the enjoyment of facilities or services provided by the association for social, recreational, educational or other similar purposes;
 - (e) the association makes payments to a member that is an incorporated association having the same or similar purposes.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least five members.

8 Who is eligible to be a member

Any club or society who supports the purposes of the Association is eligible for membership.

9 Application for membership

- (1) The Association shall comprise recognised photographic clubs or societies.

Such recognition shall be at the determination at all times by the Committee of the Association.

To apply to become a member of the Association, a club/society must submit completed affiliation forms and application to the Association and remit the fees as determined by the Committee under rule 12.

and

- (a) support the purposes of the Association; and
 - (b) agree to comply with these Rules.
- (2) The application must certify it has been approved by the Committee of the applying club/society;

Note

The affiliation fee is the fee determined by the Committee of the Association under rule 12 and advised to member clubs no later than the annual general meeting.

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the Committee:
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) An applicant becomes a member of the Association and, subject to rule 13(2), is entitled to exercise their rights of membership from the date, whichever is the later, on which—
 - (a) the Committee approves the applicant's membership; or
 - (b) the applicant pays the joining fee.

12 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine:
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Association may determine that a lower annual subscription is payable by a club not requiring Public Liability, Volunteers, and Association's Insurance policies. If a club so indicates that it does not require that level of insurance cover, the Association may elect to accept affiliation by way of paying an administration fee only.

Where a club or society so indicates that it does not require the insurance cover provided as part of the general affiliation fee it must show evidence that those or similar policies are in place and that the club is covered, particularly for Public Liability.

- (3) 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 subscription; or

- (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights of members

- (1) A member of the Association 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 via their nominated delegate or proxy; and
 - (e) to have access to the minutes of general meetings, and other documents of the Association as provided under rule 74; 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 associate member; and
 - (b) more than 10 business days have passed since they became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.
- (3) A member shall appoint delegates who will represent their club at the Association's half year meeting and annual general meeting or any other meeting where a vote is required, or motion is put forward to commission a change to rules.

This will be as follows:

- (a) Club membership total up to 25 members – one delegate.
- (b) Club membership total – 26 to 50 members – two delegates
- (c) Club membership total – 51 and over – three delegates

- (4) Where a member has not advised the Association of the identity of its delegate(s), the secretary of the affiliated club will be deemed the delegate of the member.

14 Associate members

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

15 Rights not transferable

The rights of a member are not transferable unless where two or more clubs amalgamate and form one club and become an incorporated identity, the new club will be listed as one on the register.

16 Ceasing membership

- (1) The membership of a club ceases on resignation, expulsion or non-payment of affiliation fees in excess of 60 days.
- (2) If a club ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the club ceased to be a member in the register of members.

17 Resigning as a member

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

Note

Rule 73(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 60 days in arrears; or
 - (i) the Secretary has made a written request to the member to confirm that the club wishes to remain a member; and
 - (ii) the member has not, within three months after receiving that request, confirmed in writing that the club wishes to remain a member.

or

Where a club wishes to remain affiliated

with the Association but is unable to provide the affiliation fee the Committee may elect to determine that club be an Associate club until it is suitably financial.

18 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member:
 - (i) the club's name and incorporation number;
 - (ii) the address for notice last given by the club;
 - (iii) the date of becoming a member or renewing their Affiliation;
and
the number of individual members so registered with that club;
 - (iv) if the member is an associate member, a note to that effect;
 - (v) any other information determined by the Committee; and
 - (b) for each former club, 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) The Association with the members approval may publish the name, meeting place and Clubs' contact details on its website as a service to clubs in promoting their activities as a club open to public membership.

Note

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

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

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

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

20 Disciplinary sub-committee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary sub-committee to hear the matter as soon as practicable and determine what action, if any, to take against the member.
- (2) The members of the disciplinary sub-committee:
 - (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.

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 club; and
 - (b) stating the grounds for the proposed disciplinary action and the possible outcomes for the member and
 - (c) specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member whose delegates may do one or both of the following:
 - (i) attend the disciplinary meeting and address the disciplinary sub-committee at that meeting;
 - (ii) give a written statement to the disciplinary sub-committee 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 sub-committee

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

23 Appeal rights

- (1) A club whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that the club wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
 - (a) to the disciplinary sub-committee immediately after the vote to suspend or expel the club is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a club has given notice under sub-rule (2), the Committee must convene a disciplinary appeal meeting 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 club 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 club should be upheld or revoked.

24 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting:
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the club whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub-rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the club should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25 Application

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

26 Parties must attempt to resolve the dispute

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

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 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.

28 Mediation process

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

29 Failure to resolve dispute by mediation

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

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within five 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.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these rules.

31 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

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

32 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub-rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must:
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of 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 three 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 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.

Note

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

34 Proxies

- (1) A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must:
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35 Use of technology

- (1) A delegate not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that delegate and the delegates of other members 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.

36 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of delegates is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 10% of the delegates of members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32— the meeting must be dissolved;

Note

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

- (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all 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 delegates present at the meeting (if not fewer than three) may proceed with the business of the meeting as if a quorum were present.

Explanation:

If a quorum is not present at a general meeting-

If the meeting was convened at the request of members, the meeting must be dissolved.

If the meeting is a general meeting and there is no quorum then the meeting must be adjourned to a date not more than 21 days from the date when it was adjourned.

If at that new meeting, there is still no quorum, as long as there are a minimum of three members present the meeting can be held

(providing that the meeting is a meeting that was adjourned from a previous date.)

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 delegates 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 delegates more time to consider an item of business.

Example

The delegates 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 meetings

- (1) On any question arising at a general meeting:
 - (a) subject to sub-rule (3), each delegate who is entitled to vote has one vote; and
 - (b) delegates 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 to confirm the minutes of a previous meeting, only delegates who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 Special resolutions

A special resolution is passed if not less than three

quarters of the delegates voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

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

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

40 Determining whether a resolution is carried

- (1) Subject to sub-rule (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.

In addition, 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 based on 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 the delegates attending the

- meeting; and
- (b) proxy forms 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

- (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 requires to be exercised by general meetings of the members of the Association.
- (3) The Committee may:
 - (a) appoint and remove staff;
 - (b) establish sub-committees consisting of members with terms of reference it considers appropriate.
 - (c) with the consent of the Committee, second an affiliated club member to or ask them to join a sub-committee; those members need not be members of the general committee. Any such sub-committee must at all times be chaired by a general committee member appointed by the President.

43 Delegation

- (1) The Committee may delegate to a member of the Committee, a sub-committee 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

The Committee consists of:

- (a) a President; and
- (b) either one or two Vice-President(s);
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) ordinary members (if any) elected under rule 53.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position:

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act, which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

Extract of the Act, Part 6, 78. Removal from office and vacating of office -

- (1) A member of the committee of an incorporated association must retire, and may be removed from office, as provided in the rules of the association, sub rule 2 (b)
- (2) A member of the Committee of an incorporated association vacates office in the circumstances (if any) provided in the rules of the association and in any of the following circumstances:
- (a) the member resigns his or her office by written notice addressed to the committee;
 - (b) the member of the committee is removed from office by special resolution;
 - (c) the member:
 - (i) dies; or
 - (ii) becomes insolvent under administration; or
 - (iii) becomes a represented person within the meaning of the **Guardianship and Administration Act 1986**;
 - (d) in the case of the secretary of the association the secretary ceases to reside in Australia;
 - (e) a statutory manager is appointed under section 116 to conduct the affairs of the association.

Note

The term **insolvent under administration** is defined in section 38 of the **Interpretation of Legislation Act 1984**.

46 President and Vice-Presidents

- (1) Subject to sub-rule (2), the President or, in the President's absence, a Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and a Vice-President are all absent, or are unable to preside, the Chairperson of

the meeting must be:

- (a) in the case of a general meeting—a delegate of a member elected by the other delegates of 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 except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rule 74; 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.

Extract of the Act, Part 6, 73. Filling Vacancy of Secretary –

Subject to sub-section (2), if the office of the secretary of an incorporated association becomes vacant, the association must, within 14 days after the vacancy arises, fill the vacancy in accordance with the procedure provided in its rules.

If:

- (a) under the rules of an incorporated association, the secretary is elected or appointed otherwise than by the committee of the association; and
- (b) it is impractical for that election or appointment to occur within 14 days after the office of the secretary becomes vacant.

(c) the committee of the association must within 14 days after the vacancy arises, appoint a person to fill the vacancy until a person is elected or appointed in accordance with the rules of the association.

(d) A person must not be appointed as the secretary of an incorporated association unless the person:

- (i) consents to being appointed secretary, and
- (ii) is at least 18 years of age, and
- (iii) is resident in Australia

48 Treasurer

(1) The Treasurer must:

- (a) receive all moneys paid to or received by the Association and issue receipts upon request and for all cash received 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 five 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 cheques are signed and any electronic payment activated by at least two committee members.

(2) The Treasurer must:

- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
- (b) co-ordinate 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.

Extract of the Act, Part 7, 94. Submission of financial statement to annual general meeting:

(1) At the first annual general meeting following a financial year of the association, the committee must submit to the members the financial statements for that financial year.

(2) The financial statements must:

- (a) give a true and fair view of the financial position and performance of the association during and at the end of its last financial year, and
 - (b) have attached a certificate in the prescribed form signed by two members of the committee certifying that that is the case; and
 - (c) if the Association has been required under section 93(1) of the Act to have its financial statements reviewed, be accompanied by the report of that review.
- (3) At, or as soon as practicable after, the conclusion of the annual general meeting of the Association, a committee member must certify, in the approved form, that-
- (a) the committee member attended the annual general meeting of the Association; and
 - (b) the financial statements were submitted to the members of the Association at the annual general meeting.
- (4) The Committee must ensure that the minutes of the annual general meeting include a copy of:
- (a) the financial statements submitted under sub-section (1); and
 - (b) the certificate referred to in sub-section (2)(b); and (c) if applicable – the report of the review of the financial statements referred to in sub-section (2)(c).

Division 3—Election of Committee members and tenure of office

49 Eligibility for Committee positions

An individual financial member of an affiliated club is eligible to be elected or appointed as a committee member if the member:

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

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 and general business of the current Committee of the Association have been received.
- (2) The President will stand aside and the Secretary (or in the absence of the Secretary, a delegate appointed by the meeting) will assume Chairperson of the

meeting, declare all positions on the Committee vacant, and announce the nominations for each committee position. Where there are two or more nominations for a position the Secretary will hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

- (1) Prior to the annual general meeting, the Secretary must distribute nomination forms to all members listing the Executive and Committee positions. Nominations for all Committee positions must be submitted on the appropriate committee nomination form and be presented to the Secretary no less than one hour before the published time of the commencement of the annual general meeting.
- (2) An eligible member, being an individual financial member of a club, or a club delegate of the Association may:
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
 - (c) All nominations must be seconded by another financial club member and signed by both parties
- (3) A member who has nominated for a position and fails to be elected to that position, if an election is held following to rule 50(2) that person may nominate for any other position for which an election is yet to be held.

52 Election of executive positions

- (1) At the annual general meeting, nominations for each of the below positions are to be announced by the Chairperson. Where there are no nominations for one of these positions, the Chairperson may call for nominations from the floor for that position.
 - (a) President;
 - (b) Either One or Two Vice-Presidents;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one person is nominated for the position, the Chairperson of the meeting must declare the person 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.
- (5) Any of the above positions not filled at the annual general meeting are deemed to be a casual vacancy and be subject to the provisions of rule 57.

53 Election of ordinary members

- (1) Up to seven ordinary members of the committee will be elected at the annual general meeting. Nominations for committee positions must be made on the Committee Nomination form as per rule 51(1)
- (2) The Chairperson will announce the nominations for committee positions received.
- (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.

54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a delegate of a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a candidate 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 delegate of a member present in person; and
 - (b) each proxy appointed by a member.

Example

Where other non-attending delegates have appointed a delegate to the meeting as their proxy then that delegate must receive one ballot paper for themselves and one additional ballot paper for each of the proxies that person holds.

The delegate must vote for their choice on their own ballot paper, and as directed by the proxy for each of the proxies held.

- (6) If the ballot is for a single position, the voter must

write on the ballot paper the name of the candidate for whom they wish to vote.

- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub-rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under sub-rule (10) because two 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 member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under sub-rule (3) (a) may make

representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

- (5) 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

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person holding a position listed in sub rule 52(1) may resign from that position and remain as an ordinary member of the committee.
- (3) 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 three 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 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) Rule 55 applies to any committee member appointed by the Committee under sub-rule(1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

58 Meetings of Committee

- (1) The Committee must meet at least four times in each year at the dates, times and places determined by the Committee.
- (2) The members of the Committee must determine the date, time and place of the first committee meeting 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 four members of the Committee.

59 Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than seven 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 special meeting is the business for which the meeting is convened.

60 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) An absolute majority of the Committee must pass any resolution made at the meeting.
- (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 members present at the meeting may determine the order of business.

62 Use of technology

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

63 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office, but not less than four 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 21 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 or sub-committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee or sub-committee members present at the meeting vote in favour of the motion.
- (3) Sub-rule (2) does not apply to any motion or question, which is required by these rules to be passed by an absolute majority of the Committee or sub-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 at a committee or sub-committee meeting.

Explanation:

At a Committee meeting each member has one vote.

The committee carries a motion on a majority of votes.

If however, it was deemed that "**an absolute majority**" was needed to pass a vote, and then sub-rule (2) does not apply. Why: **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);

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 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.

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 three months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund raising activities, grants, interest and any other sources approved by the Committee.

69 Management of funds

- (1) The Association must open 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 and any electronic payments are activated at least two committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float if all money paid from or paid into the float is accurately recorded at the time of the transaction.
- (7) **Indemnity for office holders:** the Association will indemnify officers and committee for incidental expenditure where the Committee approves that expenditure and the expenditure relates to the business of the Association.

- (8) The Committee must first approve expenditure for any capital item.
- (9) **Insurance:** The Association will keep the Committee and its affiliated members insured for Public Liability, Volunteers Insurance and Association Management Insurance.

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 seven years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

71 Financial statements

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

PART 7—GENERAL MATTERS

72 Registered address

The registered address of the Association is:

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

73 Notice requirements

- (1) 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 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.

74 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.

75 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the apportion surplus assets of the Association after all liabilities and expenses are satisfied as follows;
- (3) Term deposit and surplus cash assets:
 - (a) Where a similar body is assuming management of the Association's role as the State Peak Body, where agreed by the absolute majority of a special resolution meeting, the entire cash assets may be transferred to that new body.
 - (b) Where the Association is being wound up and there is no rollover to new State Peak Body, where agreed by the absolute majority of a special resolution meeting, the cash assets of

the Association will be refunded to the Affiliated Member Clubs based on a percentage scale relative to the affiliation fees that they paid in the last financial year, provided that the Affiliated members are still financial members of the Association at the time of winding up.

- (4) Capital equipment and materials:
 - (a) Where a similar body is assuming management of the Association's role as the State Peak Body, where agreed by the absolute majority of a special resolution meeting, the entire capital assets may be transferred to that new body.
- (5) Subject to the Act and any court order made under section 133 of the Act; where there is no roll over to a new State Peak Body, the capital assets must be distributed to a like body that will promote the art and instruction of photography in Victoria.
- (6) In any event of winding up or cancellation of VAPS Incorporation, the body to which the surplus assets are to be given must be decided by special resolution.

76 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 the Registrar approves it. 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.

