

# **WUSHU AND TAI CHI PRACTITIONERS ASSOCIATION INCORPORATED**



## **RULES OF THE ASSOCIATION**

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## AMENDMENTS / REVISION HISTORY

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# **1 Statement of Purposes**

## **1.1 Name of Association**

The name of the Association is Wushu and Tai Chi Practitioners Association Incorporated ("Association").

## **1.2 Purposes of the Association**

The Association is an independent non-profit association. The purposes for which the Association is established are:

- a) To encourage, promote, advance and develop the art of Wushu and Taijiquan in Australia;
- b) To conduct, assist or participate in the conduct of, and in general and to promote the conduct of club, local, regional, national and international competition in Wushu and Taijiquan, and to improve the standards of Wushu and Taijiquan in Australia;
- c) To make provision for and contribute towards prizes, certificates or awards to successful competitors in competitions conducted by the Association or those conducted by other organisations, as approved by the committee in a particular case;
- d) To provide sponsorship to successful competitors in State or National competitions who, being members of the Association, are selected to represent their State in National competition, or to represent Australia in International competition;
- e) To conduct, assist or participate in the conduct of, and in general to promote the conduct of workshops, seminars and meetings for the purpose of providing communication, sharing of knowledge, the training of practitioners of Wushu and Taijiquan, and training of officials and judges in Wushu and Taijiquan competitions;
- f) To strive for governmental, commercial and public awareness and recognition of the Association in particular and the art of Wushu and Taijiquan in general;
- g) To promote health and safety of members;
- h) To link practitioners of Wushu and Taijiquan from various styles and traditions without precedence, whether as individuals or gathered in groups, clubs and organizations across Australia;
- i) To recognize the Australian national peak body of Wushu/Kung-Fu (e.g. Australian Kung-Fu & Wushu Federation, AKWF) and to liaise and co-operate with that body with the aim of promoting, broadening and strengthening the development of Wushu within Australia in accordance with the requirements of the International Wushu Federation (IWUF);
- j) To network/liaise/affiliate with national and international organizations with the aim of broadening and strengthening the Australian Wushu and Taijiquan experience; and
- k) Undertake and/or perform all such activities which are necessary, incidental or conducive to the advancement of these purposes.

## 2 Interpretation

### 2.1 Definitions

1. The Association is established solely for the purposes as set out in the Statement of Purposes.

2. In these Rules, unless the contrary intention appears:-

<b>“affiliated organisation”</b>	means	An organisation affiliated with the Association under the Rule 4
<b>“Act”</b>	means	Association Incorporation Act 1981.
<b>“committee”</b>	means	The committee of management of the Association.
<b>“financial year”</b>	means	The year ending 30 <sup>th</sup> June in each year.
<b>“general meeting”</b>	means	General meeting of member convened in accordance with Rule 5.
<b>“member”</b>	means	A member for the time being of the Association under Rule 4.
<b>“ordinary committee member”</b>	means	A member of the committee who is not an officer of the Association under Rule 6.1
<b>“Regulations”</b>	means	Regulations under the Act.
<b>“Rules”</b>	means	These rules of the Association and include the Statement of Purposes of the Association.
<b>“Secretary”</b>	means	a) The person holding office under these Rules as Secretary of the Association; or b) in any other case, the public officer of the Association.

3. In these Rules:

- a) a reference to a function includes a reference to a power, authority and duty;
- b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- c) words importing the singular include the plural and vice versa;
- d) words importing any gender include the other genders;
- e) references to persons include corporations and bodies politic;
- f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- g) a reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).

4. If any provision of these Rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or

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unenforceability, without affecting the remaining provisions of these Rules or affecting the validity or enforceability of that provision in any other jurisdiction.

### **3 Alteration of the Rules**

These Rules and the Statement of Purposes of the Association shall not be altered unless the same has been approved by a Special Resolution in accordance with the Act.

## **4 Membership**

A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules.

### **4.1 Types of Membership**

1. The Members of the association shall consists of:
  - a. Individual member;
  - b. Organisation member; and
  - c. Affiliated organisation member
2. Honorary Life membership may be bestowed upon any Member of the Association who in the opinion of the committee has rendered special service to the Association. Any proposal for honorary life membership shall be nominated to the committee and proposed at the Annual General Meeting. Such proposal must be passed by a Special Resolution. No more than two Honorary Life Members shall be elected in any one year.
3. The committee has the authority to create new types of membership even if the affect of this is to alter rights, privileges, obligations of an existing types of members.

### **4.2 Register of Members**

1. The Secretary of the Association shall maintain a register of members containing at least the full name, address and date of entry of the name of each member.
2. The register shall be available for inspection free of charge by any member upon request.

### **4.3 Membership Privacy**

1. The Association shall follow the National Privacy Principles. The membership information shall not be used for any other purpose without the members' prior consent.
2. The member's details in the register shall remain confidential and the Association shall not supply its member's details to any other organisations without the members' prior consent.

### **4.4 Membership Eligibility**

1. The Association's membership is open to any individual practitioners, groups, schools and organisation of Wushu and Taijiquan in Australia.
2. Membership eligibility shall be reviewed periodically by the committee.

### **4.5 Application for Membership**

1. An application for membership or affiliation must be
  - a) in writing on the form(s) prescribed by the Association
  - b) lodged with the Secretary of the Association
  - c) accompanied by the appropriate fee
2. As soon as practical after the receipt of the application, the Secretary must refer the application to the committee during the committee meeting.
3. The committee must determine whether to approve or reject the application.
4. If the committee approves an application, the secretary must as soon as practical
  - a) Notify the applicant of the approval by sending the applicant a membership card or affiliation certificate, and the receipt for the amount received for the application;
  - b) Enters the applicant name and details in the register of members

5. An applicant for membership becomes a member once the when the details of the applicant is entered into the registers of members.
6. If the committee rejects an application, the Secretary must as soon as practical, notify the applicant in writing that the application has been rejected.
7. Where the committee rejects the application, it will refund any fees forwarded with the application.
8. An applicant will have the right to seek a review for the rejection of his/her application. The applicant must initiate such a review in writing to the Association within 14 days of being rejected.

#### **4.6 Membership Fees**

1. All members must pay the membership or re-affiliation fees annually, payable on or before 1<sup>st</sup> July each year.
2. Honorary Life Members do not pay any membership fees.
3. The annual membership fees or re-affiliation fees payable by members to the Association, the time for, and manner of payment, shall be as determined by the committee from time to time.

#### **4.7 Effect of Member**

All members must acknowledge and agree that

- a) they shall comply and observe these Rules and any determination and resolution which may be made or passed by the committee;
- b) they shall support the Association in its effort to achieve its objectives;
- c) they are entitled to all benefits, advantages, privileges, and services of association membership

#### **4.8 Membership Entitlements**

1. Members have the following entitlements by virtue of membership of the Association
  - a) voting rights (except for Honorary life members and affiliated organisation member and/or individual member of the affiliated organisation) in any general meeting held by the Association as stated in Rule 5.8;
  - b) to hold elected office as in Rule 6;
  - c) receiving discounted fees for participation in any events, workshop, seminars, etc. conducted and/or sponsored by the Association;
  - d) receive sponsorship for representing their state in national competitions, or Australia in international competitions
2. Membership entitlements are not capable of being transferred to another person.
3. Membership entitlements terminate on the cessation of membership.

#### **4.9 Ceasing of Membership**

1. The Membership of a member shall be ceased/discontinued
  - a) if the annual membership fee has not been paid by the member within two(2) calendar month of the due date;
  - b) if the member withdraws or resigns his/her membership;
  - c) if the member is temporarily suspended;
  - d) if the member is expelled;
  - e) if the member no longer exists;

2. A member having paid all arrears of fees payable by it or him/her to the Association, may withdraw/resign from membership by giving notice in writing of such withdrawal/resignation to the Secretary.
3. Membership of the Association may be ceased/discontinued by the committee upon breach of any of these Rules, including, but not limited to the failure to pay any monies owed to the Association, the Regulations or any resolutions or determinations made or passed by the committee.
4. Membership shall not be discontinued under Rule 4.9(3) without the committee giving the accused member the opportunity to explain the breach and/or remedy the breach.
5. Where a member fails, in the committee's view, to adequately explain or remedy the breach, that members' membership will be ceased under Rule 4.9(3). The member will be given written notice to that effect by the Association.
6. Membership which has been discontinued under Rule 4.9(3) may be reinstated at the discretion of the committee.
7. Membership fees paid by the discontinued member for the relevant year may not be refunded upon discontinuance of membership.
8. The secretary must record in the register of members the date on which the member discontinued to be a member. Alternatively, the name and details of the discontinued member shall be removed from the register of members.
9. A member which has been expelled or suspended under Rule 4.10 or whose membership has lapsed under Rule 4.9(1) may re-apply for membership in accordance with these Rules.

#### **4.10 Discipline, Suspension and Expulsion of Members**

1. Subject to these Rules, if the committee is of the opinion that a member
  - a) has breached, failed, refused or neglected to comply with these Rules, or
  - b) has been guilty of conduct unbecoming a member or prejudicial to the interests of the association, or
  - c) bringing the Association into disrepute,the committee may by resolution:
  - a) suspend the member from membership of the Association for a specified period; or
  - b) expel that member from the Association
2. A resolution of the committee under Rule 4.10(1) does not take effect unless:
  - a) a meeting is held in accordance with Rule 4.10(3), the committee confirms the resolution;
  - b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
3. A meeting of the committee to confirm or revoke the resolution passed under Rule 4.10(3) must be held not earlier than 14 days and not later than 28 days, after notice has been given to the member in accordance with Rule 4.10(4).
4. For the purpose of giving notice in accordance with Rule 4.10(3), the Secretary must, as soon as practicable, cause to be given to the member a written notice:
  - a) setting out the resolution of the committee and the grounds on which it is based; and
  - b) stating that the member, or his/her representative may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days, after notice has been given to that member; and
  - c) stating the date, place and time of the meeting; and
  - d) informing the member that he/she may perform one or both the following:
    - i. attend the meeting;

- ii. give to committee before the date of that meeting a written statement seeking the revocation of the resolution
  - e) informing the member that if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
5. At a meeting of the committee to confirm or revoke a resolution passed under Rule 4.10(I), the committee must:
  - a) give the member, or his/her representative, an opportunity to be heard; and
  - b) give due consideration to any statement submitted by the member; and
  - c) determine by resolution whether to confirm or revoke the resolution
6. If at the meeting of the committee, the committee confirms the resolution the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
7. If the Secretary receives a notice under Rule 4.10(6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 60 days after the date on which the Secretary received the notice.
8. At a general meeting of the Association convened under Rule 4.10(7):
  - a) no business other than the question of appeal may be conducted; and
  - b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - c) the member, or his/her representative must be given an opportunity to be heard; and
  - d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
9. A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.
10. The secretary must record in the register of members the date on which the suspended member is temporarily discontinued to be a member.
11. The secretary must record in the register of members the date on which the expelled member discontinued to be a member. Alternatively, the name and details of the expelled member shall be removed from the register of members

## **5 General Meetings**

### **5.1 Annual General Meetings**

1. The committee may within each calendar year convene an annual general meeting of its members.
2. The committee shall determine the date, time and place of the annual general meeting.
3. The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
4. The ordinary business of the annual general meeting shall be:
  - a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
  - c) to elect officers of the Association and the ordinary members of the committee; and
  - d) to receive and consider the statement submitted by the Association in accordance with the Act
5. The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

### **5.2 Special General Meetings**

1. In addition to the annual general meeting, any other general meeting may be held in the same year.
2. All general meetings other than the annual general meeting are special general meetings.
3. The committee may, whenever it thinks fit, convene a special general meeting of the Association.
4. If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
5. The committee must, on the request in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
6. The request for a special general meeting must:
  - a) state the objectives of the meeting; and
  - b) be signed by the members requesting the meeting; and
  - c) be sent to the Secretary
7. If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
8. If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

### **5.3 Special Business**

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

## **5.4 Notice of General Meetings**

1. The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each members of the Association, a notice for the general meeting.
2. The notice must state
  - a) stating the place, date and time of the meeting; and
  - b) the agenda for the meeting; and
  - c) if necessary, proxy voting forms to voting members
3. Notice may be sent:
  - a) by prepaid post to the address appearing in the register of members;
  - b) or if the member requests, by facsimile transmission or electronic transmission.
4. No business other than that set out in the notice convening the meeting may be conducted at the meeting.
5. A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

## **5.5 Quorum at General Meetings**

1. No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
2. Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
3. If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
  - a) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and
  - b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
4. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

## **5.6 Presiding at General Meetings**

1. The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
2. If the President and the Vice-President are absent from a general meeting, or are unable to preside, the committee present must select one of their number to preside as Chairperson.

## **5.7 Adjournment of General Meetings**

1. The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

3. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 5.4.
4. Except as provided in Rule 5.7(3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## 5.8 Voting at General Meetings

1. Upon any question arising at a general meeting of the Association,
  - a) *Individual member*, shall have one (1) vote only;
  - b) *Organisation member*, shall have to two (2) votes, i.e. two(2) persons representing the organisation shall have one(1) vote each.
  - c) *Affiliated organisation member*, shall NOT have voting rights.
  - d) *Honorary life member*, shall NOT have voting rights.
2. All votes must be given personally or by proxy.
3. A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the current financial year.
4. In the case of an equality of voting on a question, the Chairperson is entitled to exercise a second or casting vote.

## 5.9 Poll at General Meetings

1. If at a meeting, a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
2. A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

## 5.10 Manner of Determining whether Resolution Carried

1. If a question arising at a general meeting of the Association is determined on a show of hands-
  - a) a declaration by the Chairperson that a resolution has been
    - i. carried; or
    - ii. carried unanimously; or
    - iii. carried by a particular majority; or
    - iv. lost; and
  - b) an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## 5.11 Proxy Voting

1. Proxy voting shall be permitted at all General Meetings provided an approved and executed proxy form is lodged with the Secretary no later than 24 hours before the commencement of the meeting.
2. Each member is to be entitled to appoint another member as proxy in accordance with Rule 5.11(1).
3. A member cannot have more than five(5) proxy votes at any one time.
4. A member shall be entitled to instruct his/her proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit.

## **5.12 Minutes of General Meetings**

1. The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting together with a record of the names of persons present at the general meeting.
2. Minutes of a general meeting must be signed by the person presiding at the general meeting or by the Chairperson of the next succeeding general meeting.

## **6 Committee of Management**

1. The affairs of the Association shall be managed by the committee of management.
2. The committee:
  - a) shall control and manage the business and affairs of the Association; and
  - b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
  - c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
3. Subject to section 23 of the Act, the committee shall consist of:
  - a) the officers of the Association; and
  - b) at least two(2) ordinary members - whom shall be elected at the annual general meeting of the Association in each year or appointed by the committee;
  - c) state representatives, appointed by the Committee and ratified at the next annual general meeting
4. The number of committee members shall be determined by the committee from time to time.

### **6.1 Office Holders**

1. The officers of the Association shall be:
  - a) a President
  - b) a Vice-President
  - c) a Secretary
  - d) a Treasurer
2. The officers of the Association shall be elected or appointed by the committee from its members.
3. Each officer of the Association shall hold office for a two-year term after the date of his or her appointment but is eligible for re-election/re-appointment.
4. In the event of any vacancy in any office referred to in Rule 6.1(3), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

### **6.2 Ordinary Members of the Committee**

1. Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election/appointment but is eligible for re-election/re-appointment.
2. In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

### **6.3 Election of Ordinary Committee Members**

1. Nominations of candidates for election as ordinary members of the committee shall be called for by the secretary 28 days prior to the relevant annual general meeting.
2. The nominations must be:
  - a) made in writing;

- b) on the prescribed nomination form for that purpose;
  - c) signed by two(2) members (i.e. a nominee and a seconder) of the Association;
  - d) endorsed by the candidate expressing his/her willingness to accept the position for he/she is nominated; and
3. Nominations must be received by the Secretary of the Association not less than 14 days prior to the relevant annual general meeting.
4. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
5. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
6. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
7. The ballot for the election of ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

#### **6.4 State Representatives of the Committee**

1. Subject to these Rules, each state representative shall hold office until the annual general meeting next after the date of appointment but is eligible for re-appointment.
2. In the event of a casual vacancy occurring in the office of a state representative, the committee may appoint a member of the Association who resides in that state, to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
3. The committee may, due to circumstances, temporarily appoint a state representative who represents two or more states.

#### **6.5 Vacancies**

The office of an officer of the Association, or of an ordinary member of the committee, or of a state representative, becomes vacant if the officer or member or representative:

- a) No longer exists;
- b) ceases to be a member of the Association; or
- c) becomes an insolvent under administration within the meaning of the Corporations Law; or
- d) resigns from office by notice in writing given to the Secretary, or
- e) is removed from office under Rule 6.10, or
- f) becomes a mentally incapacitated person, or
- g) fails to attend 3 consecutive committee meetings without notice, or
- h) is absent without the consent of the committee from all meeting of the committee held during a period of six (6) months.

#### **6.6 Meetings of the Committee**

1. The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
2. Special meetings of the committee may be convened by the President or by any 4 members of the committee.

#### **6.7 Notice of Committee Meetings**

1. Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.

2. Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## **6.8 Quorum for Committee Meetings**

1. Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
2. No business may be conducted unless a quorum is present.
3. If within half an hour of the time appointed for the meeting a quorum is not present--
  - a) in the case of a special meeting - the meeting lapses;
  - b) in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.
4. The committee may act notwithstanding any vacancy on the committee.

## **6.9 Presiding at Committee Meetings**

1. The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each committee meeting.
2. If the President and the Vice-President are absent from a committee meeting, or are unable to preside, the committee present must select one of their number to preside as Chairperson.

## **6.10 Voting at Committee Meetings**

1. Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the Chairperson may determine.
2. Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote.

## **6.11 Removal of Committee Member**

1. 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 in his or her place to hold office until the expiration of the term of the first-mentioned member.
2. A member who is the subject of a proposed resolution referred to in Rule 6.11(1) may make representations in writing to the Secretary or President of the Association and may request that the representations be provided to the members of the Association.
3. 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.

## **6.12 Minutes of Committee Meetings**

1. The Secretary of the Association must keep minutes of the resolutions and proceedings of each committee meeting, together with a record of the names of persons present at committee meetings.
2. Minutes of a committee meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

## **7 Duties of Office Holders**

### **7.1 President**

The president shall

- a) be the nominal head of the Association;
- b) chair any committee meeting or General Meeting at which he/she is present;
- c) exercise casting vote in the event of an equality of votes on any question during committee meeting at which he/she is present;
- d) present a written annual report of the Association activities at the annual general meeting;
- e) be a spokesperson for the Association, always abiding by the Association Rules;
- f) delegate authority where such delegation is necessary for the proper functioning of the Association.

### **7.2 Vice-President**

The vice-president shall

- a) provide the president with assistance in matters relating to the function of the Association;
- b) assume the presidency's roles in the absent of the president.

### **7.3 Secretary**

The secretary shall

- a) plan, perform and manage the secretarial affairs of the Association;
- b) maintain the register of members;
- c) ensure that the resolutions of the committee and the Association are properly and efficiently carried out;
- d) keep minutes of all committee meetings and general meetings.

### **7.4 Treasurer**

The treasurer shall

- a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association

## **8 Delegation and Special Committees**

1. The committee may by instrument in writing create or establish or appoint from among its own members or from the Members of the Association or from other selected personnel as occasion may require, Special Committees, Sub-Committees, Boards or individual officers and consultants to carry out such duties and functions, and with such powers as the committee determines.
2. The committee may, in the establishing instrument, delegate such functions as are specified in the instrument, other than:
  - a) this power of delegation; and
  - b) a function imposed on the committee by the Act or any other law, or these Rules or by resolution of the Association in General Meeting.
3. A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
4. A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.
5. The committee may by instrument in writing, revoke wholly or in part any delegation made under this Rule.

## **9 Funds**

### **9.1 Source of Income**

The funds of the Association shall be derived from entrance fees, membership subscriptions, donations and such other sources as the committee determines.

### **9.2 Management of Funds**

1. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
2. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
3. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, etc. must be signed by two(2) members of the committee.

### **9.3 Application of Income**

1. The income of the Association shall be applied solely towards the promotion of the purposes of the Association as set forth in this Statement of Purposes.
2. No portion of the income of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any member of the Association, other than reimbursements of expenses previously approved by the committee.

## **10 Liability of Office Holders and Members**

1. Under no circumstance shall the private property of any office holder or any member be subject to any payment of debts or obligations of the Association.
2. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 4.6.

## **11 Records and Accounts**

1. The Secretary shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the committee. The secretary shall produce these as appropriate at each committee or General Meeting.
2. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody, or under his or her control all books, documents and securities of the Association.
3. Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer.
4. The Association shall retain such records for seven(7) years after the completion of the transactions or operations to which they relate.
5. All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
6. The committee will submit to the Members at the Annual General Meeting the Statements of Account of the Association as required under the Act and/or in accordance with these Rules.
7. The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.
8. The Treasurer shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with these Rules, a copy of the Statements of Account, the Committee's report, the auditor's report and every other document required by law to be attached to the balance sheet.

## **12 Seal**

1. The common seal of the Association must be kept in the custody of the Secretary.
2. The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

## 13 Notice to Members

1. Except for the requirement in Rule 5.4, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by:
  - a) delivering the notice to the member personally; or
  - b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
  - c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
  - d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.
  
2. Where a notice is
  - a) sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 1 day after posting;
  - b) sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was received at the facsimile number to which it was sent.
  - c) sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

## 14 Disputes and Mediation

1. The grievance procedure set out in this rule applies to disputes under these Rules between-
  - a) a member and another member; or
  - b) a member and the Association.
2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 28 days after the dispute comes to the attention of all of the parties.
3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 14 days, hold a meeting in the presence of a mediator.
4. The mediator must be-
  - a) a person chosen by agreement between the parties; or
  - b) in the absence of agreement
    - i. in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
    - ii. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
5. A member of the Association can be a mediator.
6. The mediator cannot be a member who is a party to the dispute.
7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
8. The mediator, in conducting the mediation, must
  - a) give the parties to the mediation process 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 to the dispute throughout the mediation process.
9. The mediator must not determine the dispute.
10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **15 Dissolution**

In the event of the winding up, dissolution or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.