



CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012

Ferntree Gully Bowling Club Inc

Constitution

May 2024

Associations Incorporation Reform Regulations 2023

Part 3

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Ferntree Gully Bowling Club Constitution

Note

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

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

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is “Ferntree Gully Bowling Club Incorporated”.

Note

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

2 Purposes

The purposes of the association are —

- (1) To encourage and promote the sport of Lawn Bowls
- (2) To conduct, advance and administer the sport of Lawn Bowls throughout the local community
- (3) Affiliate and liase with Bowls Victoria (including but not limited to its regions and divisions), Bowls Australia and/or World Bowls and adopt their rules and framework to further the purpose of Lawn Bowls.
- (4) To provide a space for the local community to come together, including social events and local interest clubs

3 Financial year

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

4 Definitions

In these Rules—

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

appeal subcommittee means a subcommittee appointed under rule 23(3);

associate member means a member referred to in rule 11(1);

Association means *The Ferntree Gully Bowling Club*

Board of Management means the Board members having management of the business of the Association;

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 45;

Committee means the Bowling Committee and sub committees having management of the business of the Lawn Bowls at 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 appeal subcommittee convened for the purposes of rule 24;

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

disciplinary subcommittee means the subcommittee 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 and a special general meeting;

member means a member of the Association;

registered mediator means a person registered as a mediator accredited under the National Mediator Accreditation System developed by the Mediator Standards Board Limited ABN 11 145 829 812;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person, 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 to do all things incidental or conducive to achieve its purposes.

(2) Without limiting subrule (1), the Association may—

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

- (g) enter into any other contract it considers necessary or desirable.
 - (h) acquire and maintain any relevant Licences that may be required to allow the running of the Association venue
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
- (a) reimbursement for expenses properly incurred by the member on behalf of the Association; or
 - (b) for goods or services provided by the member—
 - a. if this is done in good faith on terms no more favourable than if the member was not a member.

Note

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

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

9 Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application stating that the person—
- (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) The application—
- (a) must be signed by the applicant; and
 - (b) be accompanied by the joining fee or annual membership fee.

Notes

- 1 The joining fee is the fee (if any) determined by the Association under rule 10

- 2 A requirement for a signature of a person may be met by electronic signature. See section 9 of the **Electronic Transactions (Victoria) Act 2000**.

- (3) A person becomes a member of the Association from the date on which all of the following have occurred—
- (a) Written application is received; and
 - (b) the person pays the joining fee (If applicable)
 - (c) the application is approved by the Bowling Committee
- (4) Subject to rule 9(3), a person is entitled to exercise their rights of membership immediately after all becoming a member with the exception of Voting rights.
- (5) Voting rights are able to be exercised after 30 days of becoming a member.
- (6) The Board of Management Secretary must, as soon as practicable, ensure the name and address of the new member, and the date on which they became a member, is recorded in the register of members

10 Annual Membership and Joining Fee

- (1) Prior to each Annual General Meeting the Board of Management will determine—
- (a) the amount of the annual membership fee for each Category of membership (if any) for the following financial year;
- (2) The Board of Management may determine that a lower annual membership is payable by each category of associate members.
- (3) The Board of Management 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) a pro rata annual subscription based on the remaining part of the financial year; or
 - (b) 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.
- (5) The Board of Management annual membership fee will be presented to the annual general meeting or special meeting for members approval.

11 Membership Categories

- (1) The association will be made up of the following membership categories
- (a) Full Members
 - (b) Life Members
 - (c) Special Members
 - (d) Junior Members
 - (e) Social Members Category 1 (associate member)
 - (f) Social Members Category 2 (associate member)
 - (g) Loyalty Members (associate member)

12 Rights of membership

(1) Full Members

A full member shall be those persons who are

- (a) Aged 18 years and over;
- (b) have returned the membership form in full;
- (c) have paid the annual membership costs;
- (d) are entitled to all the privileges and facilities of the association without restriction;
- (e) who is entitled to vote at a general meeting;

(2) Life Members

A life member shall be those persons who are

- (a) aged over 18 years;
- (b) have been voted as a life member at an annual general meeting;
- (c) are entitled to all the privileges and facilities of the association without restriction;
- (d) who is entitled to vote at a general meeting.

(2.1) Life Membership Criteria

- (1) Nominations for Life Members must be received by the Board of Management in writing 2 months prior to the Annual General Meeting
- (2) Only Full members can nominate or be nominated for Life membership
- (3) The Full Member being nominated must have
 - (a) been a member of the association for minimum of 15 years
 - (b) Considered to have rendered special, distinguished or extra ordinary service or services to the association
- (4) The board of Management are to consider and vote on all nominations for Life membership.
- (5) A majority vote of the Board of Management is required for the nomination to be added to the Annual General Meeting Agenda
- (6) Only one Life Membership can be voted at an Annual General Meeting
- (7) If the Life Membership vote is passed at the Annual General Meeting the nominee will be relieved of any Annual membership costs for the duration of their membership at the association and retain the rights of a full member

(3) Special Members

A special member shall be those persons who are

- (a) aged over 18 years;
- (b) has paid the annual membership fee;

- (c) entitled to all the privileges and facilities of the association without restriction;
- (d) who is entitled to vote at a general meeting

(3.1) Special Members Criteria

Full Members, on reaching the age of 65 years AND having had 25 consecutive years of Full membership, shall pay an annual fee 50% of the Full Membership Subscription Fee

(4) Junior Members

A Junior member shall be those persons who are

- (a) aged under 18 years;
- (b) have returned the membership form in full;
- (c) has paid the annual membership fee;
- (d) entitled to all the privileges and facilities of the association without restriction;
- (e) must adhere to any licencing laws the Association is bound by
- (f) is not eligible to hold office
- (g) is not eligible to vote
- (h) after turning 18, will be required to transfer to a Full Membership category at the next due date for annual membership

(5) Social Member category 1 (associate member)

A Social member category 1 shall be classed as an associate member and those persons who are

- (a) aged over 18 years;
- (b) have returned the membership form in full;
- (c) has paid the annual membership fee;
- (d) entitled to use of the associations facilities with the following restrictions
- (e) may use the associations outdoor sporting facilities
- (f) may play unlimited social bowls
- (g) is not eligible to hold office
- (h) is not eligible to vote

(6) Social Member category 2 (associate member)

A Social member category 2 shall be classed as an associate member and those persons who are

- (a) aged over 18 years;

- (b) have returned the membership form in full;
- (c) has paid the annual membership fee;
- (d) entitled to use of the associations facilities with the following restrictions
 - (i) May use the associations outdoor sporting facilities
 - (ii) May play up to 4 social bowls games per year
- (e) is not eligible to hold office
- (f) is not eligible to vote

(7) Loyalty Member (associate member)

Loyalty members shall be classed as an associate member and those persons who are

- (a) aged over 18 years;
- (b) have returned the membership form in full;
- (c) entitled to use of the associations facilities with the following restrictions
 - (i) entitled to participate in social and outdoor sporting activities by invitation of the Board of Management or Bowling Committee
- (d) is not eligible to hold office
- (e) is not eligible to vote

13 Voting Rights

- (1) A member is entitled to vote if—
 - (a) the member is Full Member, Life member or Special Member ; and
 - (b) more than 30 business days have passed since the member became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.
- (3) All voting members have the right to
 - (a) to receive notice of general meetings and of any proposed special resolutions in the manner and times prescribed by these rules
 - (b) to submit items if business for consideration at a general meeting
 - (c) to attend and be heard at general meetings; and
 - (d) to have access to the minutes of general meetings and other documents of the Association as provided under rule 85; and
 - (e) to inspect the register of members

14 Rights not transferable

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

15 Ceasing Membership

- (1) The membership of a person ceases on resignation, expulsion, death or non payment of fees.

- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

16 Resigning as a member

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

Note - Rule 84(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 2 months in arrears; or
 - (b) where no annual subscription is payable (Life Member) —
 - (i) the Secretary has made a written request to the member to confirm that the member wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that the member wishes to remain a member.

17 Register of members

- (1) The Board of Management Secretary must keep and maintain a register of members that includes—
- (a) for each current member—
 - (i) the member's name; and
 - (ii) the address for notice last given by the member; and
 - (iii) the contact phone number last given by the member; and
 - (iv) the email address last given by the member (if available); and
 - (v) the date of becoming a member; and
 - (vi) if the member is an associate member, a note to that effect; and
 - (vii) any other information determined by the Committee; and
 - (b) for each former member, the name of the person and the date on which the person ceased to be a member of the Association.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted.

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

18 Grounds for taking disciplinary action

The Board of Management 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.

19 Disciplinary subcommittee

- (1) If the Board of Management is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board of Management must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) Subject to subrule (20.3), the Board of Management may appoint any person to a disciplinary subcommittee.
- (3) A person must not be appointed to a disciplinary subcommittee if the person is biased in favour of or against the member concerned.

20 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary of the Board must give written notice to the member—
 - (a) stating that the Board of Management proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that the member may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 22.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

21 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and

- (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

22 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 21 may give notice to the effect that the person wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Board of Management Secretary not later than 7 days after the vote.
- (3) If a person has given notice under subrule (2), the Committee must appoint at least 3 persons to an appeal subcommittee to consider the appeal.
- (4) Subject to subrule (5), the Committee may appoint any person to an appeal subcommittee.
- (5) A person must not be appointed to an appeal subcommittee if the person—
 - (a) was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or
 - (b) has a personal interest in the dispute; or
 - (c) is biased in favour of or against the member concerned.
- (6) The committee must convene a meeting of the appeal subcommittee (the *disciplinary appeal meeting*) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- (7) Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and

- (ii) the grounds for taking that action; and
- (iii) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

23 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 appeal subcommittee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), members of the appeal subcommittee 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 person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if a majority of the persons voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

24 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member; and
 - (b) a member and the Bowling Committee or any sub-committees; and
 - (c) a member and the Board of Management.
- (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.

25 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.

26 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 2, the parties must within 10 days—
 - (a) notify the Board of Management 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 Board of Management or
 - (ii) if the dispute is between a member and the Committee or the Board of Management—a registered mediator.

Note

This includes a registered mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.

- (3) Subject to subrule (4), the Board of Management may appoint any person as a mediator.
- (4) The Board of Management must not appoint a person as a mediator if the person—
- (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

27 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.
- (3) Any costs of mediation are to be paid—
- (a) if an agreement as to costs is reached between the parties—in accordance with that agreement; or
 - (b) if there is no such agreement— by the Association.

28 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

29 Annual general meetings

- (1) The Board of Management must convene an Annual General Meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The date of the Annual General Meeting will be set by the Board of Management.

- (3) The Board of Management 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 or general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Board of Management and the relevant committees 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 announce the results of the election for the Board of Management and other Committees
 - (d) to elect any positions that may not have been filled via the voting process if necessary
 - (e) to approve or determine the amounts (if any) of the annual membership and joining fees
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

30 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 Board of Management may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 32 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.

31 Special general meeting held at request of members

- (1) The Board of Management must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members with voting rights.
- (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 Board of Management Secretary.
- (3) If the Board of Management does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

32 Notice of annual general meetings or special general meetings

- (1) The Board of Management Secretary (or, in the case of a special general meeting convened under rule 31(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 an annual 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 33
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 22(4) sets out the requirements for notice of a disciplinary appeal meeting.

33 Proxies

- (1) Proxies are not permitted by the Association

34 Use of technology

- (1) The use of technology that allows members to clearly and simultaneously communicate with each other participating member at any meeting must be approved by the Board of Directors prior to the start of the meeting.

- (2) Subject to rule (1), a general meeting may be held and members may take part by the use of technology that allows members to clearly and simultaneously communicate with each other participating member.
- (3) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

35 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, or as allowed under rule 34) of 25% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 31—the meeting must be dissolved; or

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 31.

- (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.

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

Example

The members may wish to have more time to examine the financial statements submitted by the Board of Management 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 32.

37 Voting at Annual or special general meeting

- (1) On any question arising at an annual or special general meeting—
- (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 23.

38 Special resolutions

A special resolution is passed if not less than three-quarters of the members voting at a general meeting 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.

39 Determining whether resolution carried

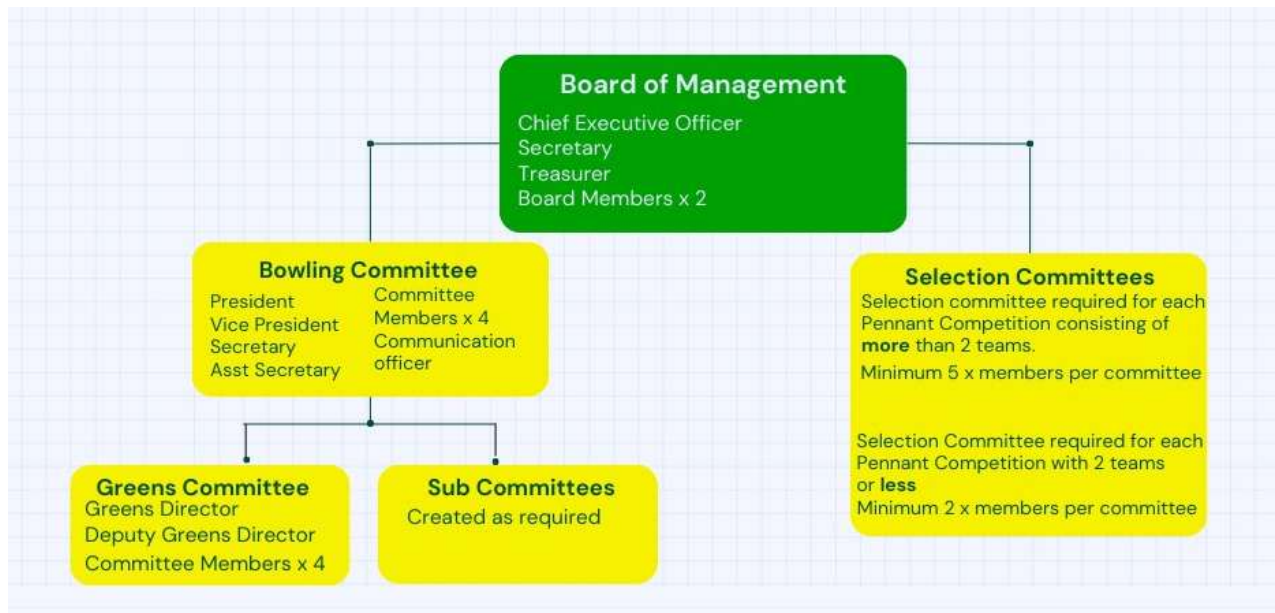
- (1) Subject to subrule (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a count is demanded by 3 or more members on any question—
- (a) the count must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the count.
- (3) A count demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

- (4) A count demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

40 Minutes of annual general meeting

- (1) The Board of Management must ensure that minutes are taken and kept of each Annual General Meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) the financial statements submitted to the members in accordance with rule 29(4)(b)(ii); and
 - (c) the certificate signed by 2 committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—ASSOCIATION STRUCTURE



Division 1—Powers of Board of Management

41 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board of Management.

- (2) The Board of Management may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board of Management may—
 - (a) appoint and remove staff; and
 - (b) establish committees and sub committees consisting of members with terms of reference it considers appropriate.
- (4) The board of management has total and absolute control over the clubs day to day operations and all bowling operations
- (5) All committees and sub committees will be bound by the decisions of the Board of Management
- (6) Approve or reject any charges to members for green fees, tournaments or any other bowling event.
- (7) Manage and appoint any contracts for services for the benefit of the Association
- (8) Manage and approve any by-laws, these may be suggested by committees and sub committee or board members
- (9) Appoint any persons with specialised qualifications to the Board for a period of time that the board deems is necessary
- (10) Apply for and manage any licences that are required for the day to day operations of the Association and its venue
- (11) Apply for and manage loans on behalf of the Association amount up to the value of \$25,000 - Loans required over this amount must be approved by the members at a Special or Annual General Meeting.

42 Delegation

- (1) The Board of Management may delegate to a member of the Board, a 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 Board of Management by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board of Management considers appropriate.
- (3) The Board of Management may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Board of Management

43 Composition of Board of Management

- (1) The Board of Management consists of—
 - (a) a Chief Executive Officer; and

- (b) a Secretary; and
- (c) a Treasurer; and
- (d) 2 x ordinary members elected under rule 53.

- (2) At least 2 members of the board shall retire each year, providing that no person remains a member of the board of management for more than 2 years without submitting themselves for re election by the associations members.
- (3) Retiring members of the board of management shall be eligible for re nomination and re election.

44 General Duties

- (1) As soon as practicable after being elected or appointed to the Board of Management, each member must become familiar with these Rules and the Act.
- (2) The Board of Management is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board of Management members must exercise the member's powers and discharge the member's duties with reasonable care and diligence.
- (4) Board of Management members must exercise the member's powers and discharge the member's duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Board of Management members and former committee members must not make improper use of—
 - (a) the member's, or former member's, position; or
 - (b) information acquired by virtue of holding the member's, or former member's, 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 Board of Management member must perform any other duties imposed from time to time by resolution at a general meeting.
- (7) Appoint a Public Officer of the association (usually the secretary of the Board of Management)
- (8) The Board of Management must ensure that all licences and relevant laws pertaining to these licences are adhered to

- (9) The Board of Management must ensure or delegate responsibility to ensure that all ABN, Licence nominees and board information required to maintain licences and taxable entities is updated after each annual General Meeting.

45 Chief Executive Officer

- (1) Term of office is to be two years
- (2) Subject to subrule (2), the CEO or, in the CEO's absence, the Board of Management Secretary is the Chairperson for any Annual General Meetings and for any Board meetings.
- (3) If the CEO and the Board of Management Secretary are both absent, or are unable to preside, the Chairperson of the meeting must be—
- (a) in the case of an Annual General Meeting—a member elected by the other members present; or
 - (b) in the case of a Board meeting—a Board member elected by the other Board members present.

46 Secretary – Board of Management

- (1) Term of office is to be two years
- (2) 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.

- (3) The Secretary must—
- (a) maintain the register of members in accordance with rule 17; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 80(3), all books, documents and securities of the Association in accordance with rules 82 and 76; 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.
- (4) The Secretary must give notice of the Secretary's appointment within 14 days after the appointment to any relevant government body.

47 Treasurer

- (1) Term of Office to be two years
- (2) The Treasurer must—
- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

- (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Board of Management or by an Annual General Meeting of the Association from the Association's funds; and
 - (d) ensure cheques or financial transactions are signed or electronically authorised by at least 2 Board members or Board nominated individuals.
- (3) The Treasurer must—
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and the Association's certification by the Board prior to the Association's submission to the Annual General Meeting of the Association.
- (4) The Treasurer must ensure that all other Board of Management members have access to the accounts and financial records of the Association.

Division 3— Composition of Committees

48 Composition of Bowling Committee

- (1) The Bowling committee will consists of—
- (a) a President; and
 - (b) a Vice President; and
 - (b) a Secretary; and
 - (c) an assistant Secretary; and
 - (d) 4 x ordinary members;
 - (e) a communications officer
- (2) At least 4 members of the Bowling committee shall retire each year, providing that no person remains a member of the Bowling Committee for more than 2 years without submitting themselves for re election by the associations members
- (3) Retiring members of the committee shall be eligible for re nomination and re selection.

49 General Duties

The Bowling Committee shall follow similar guidelines in relation to the running of their sections as are set out by the Board of Management

- (1) A general committee meeting shall be held no more than 10 days after the annual general meeting of the association to formulate and approve a program for the ensuing year.
- (2) The quorum of any committee meetings shall be 5 members
- (3) Appoint a greens director and deputy greens director
- (4) Appoint a greens committee of not less than 6 people
- (5) Induct new members to the Association

- (6) Draw up Club Fixtures
- (7) Recommend to the Board of Management green fees, tournament fees, and all other fees relating to lawn bowl events
- (8) Create sub committees as required for a set amount of time or for a specific task
- (9) Appoint eligible members to the committee in the case of a vacant position
- (10) In conjunction with the selection committees, decide the number of pennant sides entered into competitions based on the available bowling members
- (11) Make recommendations to the Board of Management in relation to Lawn Bowl matters
- (12) Ensure that the Association is following the laws of the game of bowls as adopted from time to time by Bowls Victoria and Bowls Australia.
- (13) Appoint delegates representatives to Bowls VIC or other Associations controlling the game of bowls
- (14) Appoint a communications officer
- (15) The Chief Executive Officer, Secretary and Treasurer of the Board of Management shall each have the right to attend meetings of the Bowling Committee.

50 Greens Committee

- (1) The Bowling committee shall appoint a sub committee to manage the Greens. The sub committee shall consist of -
 - (a) Greens Director
 - (b) Deputy Greens Director
 - (c) Committee members x 4
- (2) The Greens director shall have full control and supervision of the playing area and have the power to prevent play at any time, when it is considered the area may be unplayable or dangerous.
- (3) No member shall be allowed to play on the playing area unless wearing smooth rubber soled or heel less shoes or bare feet.
- (4) In the absence of the greens director, any 2 members of the greens committee shall have the power to prevent play at any time
- (5) In all other respects the supervision and control of the playing area and lawns shall be in the hands of the Bowling Committee who's ruling thereon shall be final

51 Selection Committees

- (1) The selection committee for each pennant competition with more than 2 teams entered into competition will be made up of
 - (a) Chairperson
 - (b) Committee Members x 4
 - (b) Coaches – which maybe appointed by the Board of Management

- (2) Only members eligible to participate in the relevant competition will be allowed to sit on that selection committee.
- (3) All selection committees are viewed as separate entities to each other and neither is responsible for the other.
- (4) Selection Committees for pennant competitions with 2 teams or less will be appointed by the Bowling Committee on a needs basis and not through an election process.

52 General Duties – Selection Committees

- (1) The selection committee is responsible for picking of the pennant teams to compete each week
- (2) The selection committee are autonomous and do not have any responsibility to the Bowling committee or any sub committees
- (3) In conjunction with the Bowling Committee, decide the number of pennant sides entered into competitions based on the available bowling members.
- (4) The Chief Executive Officer, secretary and treasurer of the board of management shall each have the right to attend meetings of the selection committee.

Division 4—Election of Board and Committee members and tenure of office

53 Who is eligible to be a Board of Management or Committee member

A member is eligible to be elected or appointed as a Board of Management or Committee member if the member—

- (a) is 18 years or over: and
- (b) is entitled to vote at a general meeting
- (c) has been a member for the previous 12 consecutive months immediately preceding the closing date for nominations

54 Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions up for re election on the Board of Management and committees vacant and hold elections for those positions in accordance with rules 53 to 56.

55 Nominations

- (1) Prior to the election of each position, the Chairperson must call for nominations to fill that position.
- (2) An eligible member of the Association may must be nominated and seconded by other members that have voting rights,

- (3) A member who is nominated for a position and fails to be elected to that position may be nominated any other position for which an election is yet to be held.
- (4) Nominations for the office bearers will be available for approx 1 month.
- (5) The dates for the nomination period will be decided by the Board of Management
- (6) Names of all candidates, proposers and seconders will be advertised not more than 7 days after receipt by the secretary.

56 Election of positions

- (1) Separate elections must be held for each of the following positions—
 - (a) Chief Executive Officer
 - (b) Board of Management Secretary
 - (c) Board of Management Treasurer
 - (d) Board of Management Members x 2
 - (e) Bowling Committee President
 - (f) Bowling Committee Vice President
 - (g) Bowling Committee Secretary
 - (h) Bowling Committee Members x 2
 - (i) Selection Committee Members
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 57.
- (4) After the Chief Executive Officer election, the new CEO may take over as Chairperson of the meeting.
- (5) All positions are elected biennially (two year term)
- (6) Members may be elected to one position only within each committee
- (7) Members may be elected to more than one Committee

57 Ballot

- (1) If a ballot is required for the election for a position, the Board of Management must appoint a member to act as returning officer, and a deputy returning officer to conduct the ballot.
- (2) The returning officer, and deputy returning officer must not be a member nominated for the position.
- (4) The election must be by secret ballot.
- (5) Election day / times will be decided by the Board of Management and advertised to the members,
- (6) Voting must be carried out during the advertised period by

- (a) each member present in person;
 - (b) by postal vote if requested to the Board of Management Secretary
- (7) If the ballot is for more than one position—
 - (a) the voter must indicate clearly on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not vote for more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been indicated clearly counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election at the Annual General Meeting for the position in accordance with subrules (57.4) to (57.10) 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.

58 Term of office

- (1) Subject to subrule (3) and rule 56, a Board or committee member holds office for 2 years and until the positions are declared vacant at the next annual general meeting.
- (2) A Board or committee member may be re-elected.
- (3) An annual general meeting of the Association may—
 - (a) by special resolution remove a board or 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 subrule (3)(a) may make representations in writing to the Board of Management Secretary or CEO of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Board of Management Secretary or the CEO 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.

59 Vacation of office

- (1) A Board of Management member may resign from the Board by written notice addressed to the CEO.

- (2) A person ceases to be a Board of Management member if the person—
- (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive Board of Management other than special or urgent committee meetings) without leave of absence under rule 77; or
 - (c) otherwise ceases to be a Board of Management or 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.

- (3) A Committee Member may resign from a committee by written notice addressed to the Bowling Committee President

- (4) A person ceases to be a Committee member if the person—
- (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive Committee meetings (other than special or urgent committee meetings) without leave of absence under rule 77; or
 - (c) otherwise ceases to be a Committee member by operation of section 78 of the Act.

60 Filling casual vacancies

- (1) The Board of Management may appoint an eligible member of the Association to fill a position on the Board or Any Committee that—
- (a) has become vacant under rule 59; or
 - (b) was not filled by election at the last Annual General Meeting.
- (2) If the position of Secretary (on either the Board of Management or the Bowling Committee) becomes vacant, the Board of Management must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 58 applies to any Board member appointed to the Board of Management or bowling Committee under subrule (1) or (2).
- (4) The Board of Management and committees may continue to act despite any vacancy in its membership so long as a quorum is present at all meetings

Division 5—Meetings

61 Meetings of the Board of Management

- (1) The Board of Management must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Board as soon as practicable after the Annual General Meeting of the Association at which the members of the Board were elected.

- (3) Special Board of Management meetings may be convened by the CEO or by any 3 members of the Board.

62 Notice of Meetings – Board of Management

- (1) Notice of each Board of Management meeting must be given to each Board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board of Management meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

63 Urgent Meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 62 provided that as much notice as practicable is given to each Board of Management member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by a majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

64 Procedure and order of business – Board of Management

- (1) The procedure to be followed at a meeting of the Board of Management must be determined from time to time by the Board of Management.
- (2) The order of business may be determined by the Board members present at the meeting.

65 Use of technology – Board of Management

- (1) A meeting may be held by the use of technology that allows Board of Management to clearly and simultaneously communicate with each other participating member.
- (2) For the purposes of this Part, a board member participating in a Board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

66 Quorum - Board of Management Meetings

- (1) No business may be conducted at a meeting unless a quorum is present.
- (2) The quorum for a board meeting is the presence (in person or as allowed under rule 65) of a majority of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;

- (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the date, time and place to which the meeting is adjourned must be given in accordance with rule 61.

67 Voting – Board of Management Meetings

- (1) On any question arising at a meeting, each member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present and voting at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (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.

68 Meetings of the Committees

- (1) The separate committees must meet at least 4 times in each year at the dates, times and places determined by the Committees.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special Committee meetings may be convened by the President or by any 3 members of the Committee.

69 Notice of meetings – Committee Meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

70 Urgent meetings – Committee Meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 69 provided that as much notice as practicable is given to each committee member by the quickest means practicable.

- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

71 Procedure and order of business – Committees

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

72 Use of technology – Committee

- (1) A meeting may be held by the use of technology that allows committee members to clearly and simultaneously communicate with each other participating member.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

73 Quorum - Committee Meeting

- (1) No business may be conducted at a meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 72) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the date, time and place to which the meeting is adjourned must be given in accordance with rule 59.

74 Voting – Committee Meetings

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

75 Conflict of interest - Board of Management Meetings and Bowling Committee

- (1) A member who has a material personal interest in a matter being considered at a board or committee meeting must disclose the member's position and the nature and extent of that interest to the Association.
- (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.
- (4) The Committee or Board of Management must keep a conflict of interest register.
- (5) The conflict of interest register must record the following—
 - (a) the name and position of the member who has disclosed a material personal interest;
 - (b) a description of the nature and extent of that interest;
 - (c) a management plan documenting actions required to mitigate the conflict.

76 Minutes of meetings - Board of Management Meetings and Bowling Committee

- (1) The secretary must ensure that minutes are taken and kept of each 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 75.

77 Leave of absence - Board of Management Meetings and Bowling Committee

- (1) The CEO (Board of Management) or Bowling President (Bowling Committee) may grant a member leave of absence from meetings for a period not exceeding 3 months.
- (2) The CEO (Board of Management) or Bowling President (Bowling Committee) must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

78 Source of funds

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

79 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 an Annual General Meeting of the Association, the Board of Management may approve expenditure on behalf of the Association
- (3) The Board of Management 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 Board of Management 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 or electronically authorised by two Board members or two persons nominated by the Board of Management.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) Despite subrule (1), the Board of Management may authorise the Treasurer to maintain a petty cash fund for minor and incidental expenses of the Association.
- (7) The Treasurer or persons nominated by the Board of Management must record the withdrawal or deposit of an amount from the petty cash fund at the time of the transaction

80 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in the Treasurer's custody, or under the Treasurer's control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board of Management.

81 Financial statements

- (1) For each financial year, the Board of Management must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—

- (a) the preparation of the financial statements; and
- (b) the appointment of an independent auditor
- (c) review and auditing of the financial statements; and
- (d) the certification of the financial statements by the Board of Management; and
- (e) the submission of the financial statements to the annual general meeting of the Association; and
- (f) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

82 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Board of management and the sealing must be witnessed by the signatures of 2 Board of Management; and
 - (c) the common seal must be kept in the custody of the Board of Management Secretary.

83 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Board of Management;

84 Notice requirements

- (1) Any notice required to be given to a member or a Board of Management 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.
- (2) Subrule (1) does not apply to notice given under rule 63.
- (3) Any notice required to be given to the Association or the Board of Management may be given—
 - (a) by handing the notice to a member of the Board; or
 - (b) by sending the notice by post to the registered address; or

(c) by leaving the notice at the registered address; or

(d) by email to the email address of the Association or Board of Management Secretary

85 Custody and inspection of books and records

(1) Members may on request inspect free of charge any of the following—

(a) the register of members;

(b) the minutes of Annual General Meetings;

(c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board of Management meetings.

Note

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

(2) The Board of Management 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 Board of Management must on request make available, or provide copies of, these Rules available to members and applicants for membership free of charge.

(4) Subject to subrule (2), a member may request a copy of, or 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 the purposes of this rule—

relevant document means any record or other document, however compiled, recorded or stored, that relates to the incorporation and management of the Association and includes the following—

(a) a membership record excluding personal details;

(b) a financial statement;

(c) a financial record;

(d) any other record or document relating to transactions, dealings, business or property of the Association.

86 Winding up and cancellation

(1) The Association may be wound up voluntarily by special resolution.

(2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

(3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

- (4) The body to which the surplus assets are to be given must be decided by special resolution.

87 Alteration of Rules

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

Note

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