

CONSTITUTION

Of

VICTORIAN YARD UTILITY & FARM DOG ASSOCIATION  
INCORPORATED

A0022310J

DATED: December 2017

## **PART 1 - PRELIMINARY**

### **1. Name**

The name of the incorporated association is “Victorian Yard Utility & Farm Dog Association Incorporated”.

### **2. Purposes**

The purposes of the Association are:

To promote interest in livestock working dogs and livestock handling

To ensure animal welfare is best practice

To promote the running of affiliated dog trials, demonstrations and training days

To make rules and regulations for the conduct of dog trials, demonstrations and training days

To recruit, train and accredit judges

To adopt a constitution and amend it as necessary

To raise funds for use by the Association

To promote good sporting behaviour amongst members

To establish and implement a Code of Conduct for members’ behaviour

### **3. Financial Year**

The financial year of the Association is each period of 12 months ending 31<sup>st</sup> December.

### **4. Interpretation**

In this constitution unless the contrary intention appears:

**Office Holders** include the President, Vice Presidents, Secretary, Treasurer and Committee Members;

**Absolute majority**, [of the committee] means a majority of committee members currently holding office and entitled to vote at the time, [as distinct from a majority of committee members present at a committee meeting];

**Appeal Tribunal** means a three-person tribunal appointed by the Executive to hear appeals against sanctions imposed by the Judicial Committee;

**Associate member** means a supporting member who is entitled to attend AGMs and SGMs but does not have speaking or voting rights;

**Association** means Victorian Yard Utility and Farm Dog Association;

**Chairperson** of a general meeting or committee meeting means the person chairing the meeting under Rule 46;

**Committee** means the central committee responsible for the management of the business of the association and comprises the Executive and a delegate from each zone committee;

**Competition member** means a financial member over 18 years who is entitled to participate in competitions and attend, speak and vote at general meetings;

**Corporate Member** means a corporate body or club which has been admitted as a member;

**Disciplinary meeting** means a meeting of the Judicial Committee;

**Disputes Resolution Tribunal** means the President and the Chairmen of the Zone Committees;

**Executive** means the President, two Vice Presidents, Secretary and Treasurer;

**General meeting** means a meeting of the members of the Association and includes AGMs, SGMs but not meetings of Committees or the Executive;

**Interstate Member** means a person who resides interstate, belongs to an interstate trialling organisation and participates in VYUFDA trials.

**Investigator** means a person appointed by the Executive to determine whether there are grounds to charge a member with breaching Rule 19;

**Life Member** means a person accorded life membership for services rendered;

**Judicial Committee** means a three-person committee appointed by the Executive to consider alleged breaches of Rule 19;

**Junior member** means a financial member under 18 years who is entitled to participate in competitions and attend and speak, but not vote at general meetings

**Member** means full competition member of the Association.

**Special Resolution** means a resolution that requires at least 75% of the members voting at a general meeting to vote in favour of the resolution;

**The Act** means the Associations Incorporation Reform Act 2012 and its regulations;

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

**Zones** means the geographic zones within the State of Victoria, as determined from time to time by a general meeting of members for administrative purposes.

## **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;
  - b. Open and operate accounts with financial institutions;
  - c. Invest its money in any security in which trust monies may lawfully be invested;
  - d. Raise and borrow money on any terms and in any manner as it thinks fit;
  - e. Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - f. Appoint agents to transact business on its behalf;
  - g. Enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### **6. Not for profit organization**

- (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; or
  - b. For goods or services provided by the member – if this is done in good faith on terms no more favourable than if the member was not a member.

## **PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1 – Membership**

#### **7. Categories of Membership**

- a. Competition member (full rights)
- b. Junior member (under 18 years) (competition rights)
- c. Associate member (general meeting attendance rights)
- d. Life member (full rights)
- e. Corporate member (general meeting rights)
- f. Interstate member (competition rights)

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

- a. Any person who supports the purposes of the Association is eligible to apply for membership.
- b. Any corporation, organisation or association which supports the purposes of the Association is eligible to apply for membership.

#### **9. Application for Membership**

- (1) To apply to become a member of the Association, a person or corporation must submit a written application to the Treasurer stating that the person or corporation –
  - a. Wishes to become a member of the Association; and
  - b. Supports the purposes of the Association; and
  - c. Agrees to comply with this Constitution and the Competition Rules.
- (2) The application must be:
  - a. signed by the applicant; and two nominating members; and
  - b. accompanied by the joining fee, if applicable and/or subscription fee.

#### **10. Consideration of application**

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

## **11. New Membership**

- (1) If an application for membership is approved by the Executive, the Treasurer must, as soon as practicable notify the applicant, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise their rights of membership from the date, whichever is the later, on which –
  - a. The Executive approves the person's membership; or
  - b. The person pays the joining fee and/or subscription fee.

## **12. Annual subscription and fee on joining**

- (1) At each annual general meeting, the Association must determine the amount of the annual subscription and joining fee (if any) for the following financial year for the various categories of membership.
- (2) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to –
  - a. The full annual subscription; or
  - b. A pro rata annual subscription based on the remaining part of the financial year; or
  - c. A fixed amount determined from time to time by the Association.
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription within 3 months of the Annual General Meeting are suspended until the subscription is paid.
- (4) A member who has not paid the annual subscription within six months of the annual meeting is deemed to have resigned from the Association and must reapply as a new member.

## **13. General rights of members**

- (1) A member of the Association who is entitled to vote has the right –
  - a. To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - b. To submit items of business for consideration at a general meeting; and
  - c. To attend and be heard at general meetings; and
  - d. To vote at a general meeting; and
  - e. To have access to the minutes of general meetings and other documents of the Association as provided under rule 75.
- (2) A member is entitled to vote if –
  - a. They are 18 years or over; and
  - b. More than 10 business days have passed since they became a member of the Association; and
  - c. The member's membership rights are not suspended for any reason, or

- d. They have been accorded Life Membership.

#### **14A. Associate and Junior Members**

- (1) Associate Members of the Association include –
  - a. Any members under the age of 18 years; and
  - b. Any other category of members as determined by special resolution at a general meeting.
- (2) Associate and Junior members may attend general meetings but may not vote.
- (3) The Chairperson of the meeting may allow Associate and Junior members to speak at general meetings.

#### **14B. Corporate Members**

- (1) Clubs and corporate bodies may apply for Corporate Membership under Rule 9
- (2) Corporate members may nominate one person to represent them at general meetings at which they may speak and have one vote.
- (3) The nominated representative may not be changed during the course of a meeting.

#### **14C. Interstate Members**

- (1) Any person residing outside Victoria who wishes to participate in an affiliated trial must be Interstate members unless they have full membership of the Association.
- (2) Interstate members may attend general meetings but not vote and are not eligible for any Annual Awards.

#### **14D. Life Members**

- (1) Individual Members who have given outstanding service to the Association over many years are eligible for life membership.
- (2) Nominations for life membership must be submitted to the Committee.
- (3) Life membership must be approved by special resolution at a general meeting.

#### **15. Rights not transferrable**

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

#### **16. Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Treasurer must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

#### **17. Resigning as a member**

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

- (2) A member is taken to have resigned if the member's annual subscription is more than 6 months in arrears from the date of the last annual general meeting.

## **18. Register of members**

The Treasurer must keep and maintain a register of members that includes –

- a. For each current member –
  - (i) The member's name;
  - (ii) The address for notice last given by the member;
  - (iii) The date of becoming a member;
  - (iv) The category of membership
  - (v) Any other information determined by the Committee; and
- b. For each former member, the date of ceasing to be a member.

## **Division 2 – Disciplinary action**

### **19. Grounds for taking disciplinary action**

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

- a. Has failed to comply with these Rules; or
- b. Refuses to support the purposes of the Association; or
- c. Has engaged in conduct prejudicial to the Association.

### **20. Judicial Committee**

- (1) The Executive must satisfy itself there are sufficient grounds to take disciplinary action and in doing so may appoint an Investigator to collect information.
- (2) The Investigator has the authority to request verbal or written reports from anyone associated with the alleged incident and must recommend a course of action to the Executive.
- (3) If the Executive is satisfied there are sufficient grounds for taking disciplinary action against a member, the Executive must appoint a Judicial Committee to hear the matter and determine what action, if any, to take against the member.
- (4) The members of the Judicial Committee –
  - a. May be members of the Association or anyone else; but
  - b. Must not be biased against, or in favour of, the member concerned; and
  - c. Must not have been involved in the alleged incident giving rise to the disciplinary proceedings.

### **21. Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member –

- a. Stating that the Association proposes to take disciplinary action against the member; and
  - b. Stating the grounds for the proposed disciplinary action; and
  - c. Specifying the date, place and time of the meeting at which the Judicial Committee intends to consider the disciplinary action (the disciplinary meeting); and
  - d. Advising the member, that they may do one or all of the following –
    - (i) Attend the disciplinary meeting and address the Judicial Committee at that meeting;
    - (ii) Give a written statement to the Judicial Committee at any time before the disciplinary meeting; and
    - (iii) Invite witnesses to attend; and
  - e. Setting out the member's appeal rights under rule 23.
- (2) The notice must be given between 14 and 28 days, before the disciplinary meeting is held.

## **22. Decision of Judicial Committee**

- (1) At the disciplinary meeting, the Judicial Committee must –
  - a. Give the member and any witnesses an opportunity to be heard; and
  - b. Consider any written statement submitted by the member.
- (2) After complying with subrule (1), the Judicial Committee may –
  - a. Take no further action against the member; or
  - b. Reprimand the member; or
  - c. Suspend the member from participation in competition for a specified period or number of competitions; or
  - d. Suspend the membership rights of the member for a specified period; or
  - e. Expel the member from the Association.
- (3) The suspension of membership rights or the expulsion of a member by the Judicial Committee under this rule takes effect immediately after the decision is made.
- (4) The Judicial Committee's decision must be delivered in writing to the member and the Secretary within 14 days of the meeting.

## **23. Appeal Rights**

- (1) A member who has been sanctioned by the Judicial Committee may give notice to the effect they wish to appeal against the decision.
- (2) The notice must be in writing and given –
  - a. To the Secretary not later than 7 days after the decision; and
  - b. Be accompanied by a non-refundable fee of \$250.
- (3) Upon receipt of an appeal an Appeal Tribunal must be convened by the Executive as soon as practicable, but not later than 21 days after the notice is received.



- (4) Notice of the appeal hearing must be given to the appellant as soon as practicable and must specify the date, time and place of the hearing.
- (5) The Appeal Tribunal must:
  - a. be formed having regard to the principles of rule 20(4); and
  - b. comprise three people; and
  - c. be chaired by a registered legal practitioner.
- (6) The Tribunal's ruling must be delivered in writing to the Appellant and the Secretary within 14 days of the hearing.

### **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;
  - b. A member and the Executive or one of the committees;
  - c. A member and the Association or an agent of the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until that 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 10 days of the dispute coming to the attention of each party.

#### **26. Appointment of a mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must immediately
  - a. Notify the Executive 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 Executive; or
    - (ii) If the dispute is between a member and the Executive/Committee or the Association – a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Executive may be a member or former member of the Association but must not be a person who –
  - a. Has a personal interest in the dispute; or
  - b. Is biased in favour of or against any party.

## **27. Mediation Process**

- (1) The mediator to the dispute, in conducting the mediation, must –
- (2) Give each party every opportunity to be heard; and
  - a. Allow due consideration by all parties of any written statement submitted by any party; and
  - b. Ensure that natural justice is accorded to the parties throughout the mediation process.

## **28. Failure to resolve dispute by agreement**

- (1) If the parties are unable to resolve the dispute, or if a party fails to participate in the mediation process, then the matter must be referred to the Disputes Resolution Tribunal for resolution.
- (2) Any member of the Disputes Resolution Tribunal with a material interest in the dispute must not participate in the Tribunal's deliberations.

## **PART 4 – GENERAL MEETINGS OF THE ASSOCIATION**

### **29. Annual general meetings**

- (1) The Executive must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Executive may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows:
  - a. To confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - b. To receive and consider –
    - (i) The annual report of the Executive 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 Executive in accordance with Part 7 of the Act;
  - c. To elect the members of the Executive;
  - d. To determine the method of electing Zone Committees and conduct such an election if appropriate;
  - e. To determine which office holders are entitled to honoraria and the quantum of each;
  - f. To confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (4) 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 is a special general meeting.

- (2) The Central Committee 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 32 and the majority of members at the meeting agree.

### **31. Special general meeting held at request of members**

- (1) The Executive must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must –
  - a. Be in writing; and
  - b. State the business to be considered at the meeting and any resolutions to be proposed; and
  - c. Include the names and signatures of the members requesting the meeting; and
  - d. Be given to the Secretary.
- (3) If the Executive 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) –
  - e. Must be held within 3 months after the date on which the original request was made; and
  - f. May only consider the business stated in that request.

### **32. Notice of general meetings**

- (1) The 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 a general meeting in any other case.
- (2) The notice must –
  - a. Specify the date, time and place of the meeting; and
  - b. Indicate the general nature of each item of business to be considered at the meeting; and
  - c. If a special resolution is to be proposed –
    - (i) State in full the proposed resolution; and
    - (ii) State the intention to propose the resolution as a special resolution.

### **33. Proxies**

- (1) There is no proxy voting at any meeting of the Association.

### **34. Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) 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 of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting –
  - a. In the case of a meeting convened by, or at the request of, members under rule 31 – the meeting must be dissolved;

**Note:**

If a meeting convened by, or at the request of, members under rule 31 – the meeting must be 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.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **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 Executive 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 general meeting**

- (1) On any question arising at a general meeting-
  - a. Subject to subrule (3), each member who is entitled to vote has one vote; and
  - b. Except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

### **38. Special resolutions**

A special resolution is passed if at least 75% 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 an Executive or committee member from office;
- (b) To alter these Rules, including changing the name or any of the purposes of the Association;
- (c) To elect Life Members

### **39. Determining whether resolution carried**

- (1) Subject to subsection the chairperson of a general meeting may, based on a show of hands, declare that a resolution has been –
  - a. Carried; or
  - b. Carried unanimously; or
  - c. Carried by a particular majority; or
  - d. Lost –And an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question –
  - a. The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - b. The Chairperson must declare the result of the resolution based on the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

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

#### **40. Minutes of a general meeting**

- (1) The Secretary must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include: -
  - a. The names of the members attending the meeting; and
  - b. The financial statements submitted to the members in accordance with rule 29(3)(b)(ii); and
  - c. The certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - 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 – ADMINISTRATION**

#### **41. Overview**

The Association will be managed by an Executive, a Central Committee and Zone Committees.

- (1) The business of the Association must be managed by or under the direction of the Central Committee.
- (2) The Central Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members.
- (3) The Central Committee may delegate part of its power under subrule (2) to the Executive and Zone Committees;
- (4) The Central Committee may:
  - a. Appoint and remove staff
  - b. Establish subcommittees of members with terms of reference
  - c. Delegate in writing to a member of the Central Committee, a subcommittee or staff any of its powers or functions other than:
    - (i) This power of delegation; or
    - (ii) A duty imposed on the Central Committee by the Act or any other law.
- (5) The Central Committee is responsible for the conduct of the sport.

#### **42. Composition of Executive**

- The Executive consists of –
- a. A President; and

- b. A Senior Vice President; and
- c. A Junior Vice President; and
- d. A Secretary; and
- e. A Treasurer.

#### **43. Composition of Central Committee**

The Central Committee comprises:

- a. The Executive; and
- b. One delegate from each Zone Committee, selected by the Zone Committee.

#### **44. Composition of Zone Committees**

- (1) Zones are geographic areas, the number and boundaries of which are determined at a general meeting of members.
- (2) The number of members to form each Zone Committee is to be determined at a general meeting of members.
- (3) The method of electing Zone Committees may include:
  - a. Ballot at a general meeting; or
  - b. Postal ballot of resident members within each zone; or
  - c. Internet voting of resident members within each zone.
- (4) Determination of which method is to be employed, will be made at a general meeting of members and if there is a change to either postal or internet voting that decision must be made at least 6 months prior to its implementation.
- (5) Elections conducted under subrules 3(b) and (c) must be completed 14 days prior to the Annual General Meeting.

#### **45. General Duties of Executive and Committee Members**

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

- b. Information acquired by virtue of holding their position – so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

**Note:**

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

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

#### **46. President and Vice-Presidents**

- (1) Subject to subrule (2), the President or, in the President's absence, a Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and both Vice-Presidents are absent, or unable to preside, the Chairperson of the general meeting must be a member elected by the other members present.
- (3) A meeting of the Central Committee may not be convened in the absence of either the President or either Vice Presidents.

#### **47. Secretary**

The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

#### **48. Treasurer**

- (1) The Treasurer must –
  - a. Maintain a register of members in accordance with rule 18; and
  - b. Receive and keep a record of all moneys paid to or received by the Association; and
  - c. Ensure that all moneys received are paid into the account of the Association within 5 working days or as soon as practicable after receipt; and
  - d. Make any payments authorized by the Executive or by a general meeting of the Association from the Associations funds; and
  - e. Ensure cheques are signed by at least two Executive or committee members.
- (2) The Treasurer must –
  - a. ensure that the financial records of the Association are kept in accordance with the Act; and
  - a. coordinate the preparation of the financial statements of the Association and their certification by the Executive prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Executive member has access to the accounts and financial records of the Association.

#### **Division 3—Election of Executive and Committee members and tenure of office**



**49. Who is eligible to be an Executive, Central Committee or Zone Committee member -**

A member is eligible to be elected or appointed as an Executive or a committee member if the member—

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

**50. Positions to be declared vacant**

The Chairperson of the meeting must declare all positions on the Executive and Committees vacant after the annual report and financial statements have been received and hold elections for those positions in accordance with rules 51 to 54.

**51. Nominations**

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may—
  - a. nominate themselves; or
  - b. with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

**52. Election of Executive**

- (1) At the annual general meeting, separate elections must be held for each of the following positions
  - a. President;
  - b. Senior Vice President
  - c. Junior Vice President;
  - d. Secretary;
  - e. Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) Upon their election, the new President may take over as Chairperson of the meeting.
- (5) If warranted, an Assistant Secretary may be elected.

**53. Election of Zone Committees**

- (1) The annual general meeting must determine the method of election and the number of ordinary members of Zone Committees it wishes to hold office for the next year.

- (2) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

#### **54. Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint 2 members to act as returning officers to conduct the ballot.
- (2) The returning officers must not be nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of their election.
- (4) The election must be by secret ballot.
- (5) The returning officers must give a ballot of paper to each member present.
- (6) If the ballot is for a single position, the voter must write or indicate on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
  - a. the voter must write or indicate on the ballot paper the name of each candidate for whom they wish to vote;
  - b. the voter must not write or indicate the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officers 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 officers are unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - a. conduct a further election for the position in accordance with sub rules (4) to (10) to decide which of those candidates is to be elected; or
  - b. with the agreement of those candidates, decide by lot which of them is to be elected.

##### **Examples**

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

#### **55. Term of office**

- (1) Subject to subrule (3) and rule 56, an Executive or a committee member holds office until the positions are declared vacant at the next annual general meeting.
- (2) An Executive or committee member may be re-elected.

- (3) A general meeting of the Association may—
  - a. by special resolution remove a 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 Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

#### **56. Vacation of office**

- (1) A member may resign from office by written notice addressed to the Secretary.
- (2) An Executive or a committee person ceases to be an office holder if they—
  - a. cease to be a member of the Association; or
  - b. fail to attend 3 consecutive Executive or committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
  - c. otherwise ceases to be a committee member by operation of section 78 of the Act.

**Note:**

A Committee member may not hold office if they do not reside in Victoria.

#### **57. Filling casual vacancies**

- (1) The Central Committee may appoint an eligible member of the Association to fill a position on the Committee that—
  - a. has become vacant under rule 56; or
  - b. was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Central Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 56 applies to any committee member appointed by the Central Committee under subrule (1) or (2).
- (4) The Executive or any Committee may continue to act despite any vacancy in its membership.

#### **Division 4—Meetings of Central Committee**

## **58. Meetings of Central Committee**

- (1) The Central Committee shall meet as often as is necessary for the effective management of the Association. Decisions made by email shall be as binding as those made at in-person meetings.
- (2) Zone delegates unable to attend a meeting of the Central Committee may appoint a substitute from their Zone Committee and must notify the Secretary of such.

## **59. Notice of meetings**

- (1) Notice of each Central 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.

## **60. Urgent meetings**

- (1) In cases of urgency, a meeting of the Central Committee can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business which may be conducted at an urgent meeting is the business for which the meeting is convened, unless all members are in attendance and agree to do otherwise.

## **61. Procedure and order of business**

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

## **62. Use of technology**

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

### **63. Quorum**

- (1) No business may be conducted at a Central Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - a. in the case of a special meeting—the meeting lapses;
  - b. in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

### **64. Voting**

- (1) On any question arising at a Central Committee meeting, each Executive member present at the meeting has one vote and each Zone Chairman has 3 votes at their discretion.
- (2) A motion is carried if a majority of votes cast by members present are 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.

### **65. Conflict of interest**

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

#### **Note**

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

- (3) This rule does not apply to a material personal interest—
  - a. that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - b. that the member has in common with all, or a substantial proportion of, the members of the Association.

### **66. Minutes of meeting**

- (1) The Secretary must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—

- a. the names of the members in attendance at the meeting;
- b. the business considered at the meeting;
- c. any resolution on which a vote is taken and the result of the vote;
- d. any material personal interest disclosed under rule 65.

#### **67. Leave of absence**

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

### **PART 6—FINANCIAL MATTERS**

#### **68. Source of funds**

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

#### **69. Management of funds**

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Executive may approve expenditure on behalf of the Association.
- (3) The Executive 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 Executive for each item on which the funds are expended. (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Executive members.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days or as soon as practicable after receipt.
- (5) With the approval of the Executive, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- (6) Funds may be placed on term deposit with a financial institution.

#### **70. Financial records**

- (1) The Association must keep financial records that—
  - a. correctly record and explain its transactions, financial position and performance; and

- b. enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control— the financial records for the current financial year; and
- (4) Any other financial records as authorised by the Executive.

## **71. Financial statements**

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

## **PART 7—GENERAL MATTERS**

### **72. Patron**

The Association at its Annual General Meeting may appoint a patron on the recommendation of the Central Committee subject to the approval of that person.

### **73. Registered address**

The registered address of the Association is—

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

the postal address of the Secretary.

### **74. Notice requirements**

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
  - a. by handing the notice to the member personally; or
  - b. by sending it by post to the member at the address recorded for the member on the register of members; or
  - c. by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 60.

- (3) Any notice required to be given to the Association or the Committee may be given—
- a. by handing the notice to a member of the Central Committee; or
  - b. by sending the notice by post to the registered address; or
  - c. by leaving the notice at the registered address; or
  - d. by email to the email address of the Association or the Secretary.

## **75. Custody and inspection of books and records**

- (1) Members may on request inspect free of charge—
- a. the minutes of general meetings;
  - b. subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Executive may refuse to permit a member to inspect the 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 Executive must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule— relevant documents mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
- a. its membership records;
  - b. its financial statements;
  - c. its financial records;
  - d. records and documents relating to transactions, dealings, business or property of the Association.

## **76. 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.



## **77. Alteration of Rules**

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

### **Note**

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