



Llama Association
of Australasia Inc.

Registration Number: A0028482M

RULES

Updated 2024

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Rules for Llama Association of Australasia an Incorporated Association

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

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

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Llama Association of Australasia Incorporated" registration number A0028482M.

2 Purposes

The purposes of the association are to educate and facilitate communication between members and the general public in matters relating to the care and appreciation of llamas, thereby promoting llamas and the llama industry.

3 Financial year

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

4 Definitions

In these Rules—

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

associate member means a member referred to in rule 16(1);

appeal subcommittee means a subcommittee appointed under rule 25(3)

Branch means the structure formed under the National Association organisation representing part;

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 47;

Committee means any committee of the Association. The committees of the Association are the National Committee having management of the business of the Association and Branch Committees;

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

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

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 25(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 23;

disciplinary subcommittee means the subcommittee appointed under rule 22;

executive means the national committee members referred to under rule 45 (1) (a), (b),(c) and (d) being President, Vice-President, Secretary and Treasurer;

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

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

member means a member of the Association;

member entitled to vote means a member who under rule 15(2) is entitled to vote at a general meeting;

national refers to the whole of the Association representing the entire membership and powers of 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 Association members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

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

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION AND BRANCHES

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

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

7 Branches

- (1) A branch of the Association is a voluntary Association of members with interests related to llamas located within a state or region of Australia or New Zealand, who are constituted by action taken under rule 7(2) as a branch of the Association with powers and functions specified in these Rules in relation to branches. The Branch so formed shall be known as that State or region's Branch or New Zealand Branch of the Llama Association of Australasia.
- (2) A group of not fewer than 10 members may form and constitute themselves into a branch by convening a meeting at which the group elects a Branch Committee and passes a resolution that the branch shall be formed; but this rule shall not operate to alter any branch established prior to its commencement unless that branch by resolution approves the formation of the new branch.

The president of the newly formed branch shall inform the National secretary in writing of:

- a) the formation of the branch;
 - b) the names of the inaugural members affiliated with the branch;
 - c) the names of the members of the Branch Committee; and the National secretary shall arrange for the National Committee to consider that information at its next meeting, to confirm the establishment of the branch.
- (3) A branch may continue to operate with 4 or more members. However, if the Branch Committee fails to be active with less than 4 committee meetings per annum or has less than 4 branch members for two consecutive years rule 77(5) will apply.
 - (4) The purposes of a branch is:
 - (a) to manage in that state, region or New Zealand llama related affairs within the powers of the Association and otherwise, insofar as those affairs relate to llama interests of members other than the operation of their llama business enterprises, in accordance with:
 - i) Resolutions, policies and decisions adopted at branch general meetings or by Branch Committee;
 - ii) Policies or decisions determined by the general meeting of the Association or the National Committee, which together with these Rules and regulations shall prevail to the extent of any inconsistency with matters to which paragraph i). refers.
 - (b) to perform the functions of:
 - i) Overseeing the implementation of association policies in the branch;
 - ii) Developing and implementing branch policies;
 - iii) Liaising with other branches about any matter within branch powers or functions;
 - iv) Participating in the National Committee.
 - (c) to exercise the powers of the Association in relation to any matter within the branch that is not a matter excisable only by the National Committee.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

8 Minimum number of members

The Association must have at least 5 members.

9 Who is eligible to be a member

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

10 Membership Categories

(1) Life Membership

(a) To be eligible for election as a Life Member a member shall:

- (i) Have made an outstanding and valuable contribution to the Association for a minimum of 10 years continuous membership;
- (ii) Have a minimum five years' service on a Committee or in other official Association service (i.e., National Committee, Branch Committee, as an operational delegate, or in an appointed position).

(b) To be admitted to membership as a Life Member:

- (i) A member shall be nominated, in writing to the National Committee Secretary, by three other members from separate states or branches. The nomination must include reasons why the member should be considered for Life Membership;
- (ii) The National secretary shall forward the nomination to the remaining members of the National Committee within 21 days of receipt. The National Committee shall ensure that the nominee and nomination satisfies the criteria outlined in rule 9(1)(a) and rule 10(1)(b)(i);
- (iii) If the nomination satisfies rule 10(1)(b)(ii) then:
 - I. The secretary shall forward the nomination, and a statement confirming that rule 10(1)(a) and rule 10(1)(b)(i) have been satisfied, to the National Committee;
 - II. Nominations are to be received no later than August 1 for consideration by the National Committee no later than 28 days prior to the next National annual general meeting;
 - III. The National Committee shall vote by secret ballot on the question of whether a nomination should be confirmed or rejected with the ballot process being at the discretion of the National Committee;
 - IV. A nomination for Life Membership that is confirmed will be announced at the next following Association annual general meeting and the National secretary will note the Life membership on the Register of Members;
- (iv) If the nomination does not satisfy rule 10(1)(b)(ii) then the National secretary shall inform the members making the nomination that the nomination was rejected, and where possible give the reason for the rejection.

- (c) A Life Member shall have full voting rights at meetings of members equal to one vote if individual membership was held prior to Life Membership or two votes if farm/family membership was held prior to Life Membership and unrestricted rights to all benefits available to members from time to time.
 - (d) A Life Member shall be exempt from the requirements in these rules to pay the annual membership fees as provided and determined in accordance with these Rules. No other members' fees will be waived.
 - (e) A Life Membership nomination that is rejected, for any reason, can be presented again the following year if the nominated member is eligible.
- (2) **Individual Membership** – Each member has full voting rights equal to one vote.
 - (3) **Farm/Family Membership** –Each member has full voting rights equal to two votes per membership.
 - (4) **Introductory Membership** - available within Australasia for new members for one membership year only. These members have full voting rights equal to one vote.
 - (5) **Associate Membership** – available to persons that have an interest in llamas but do not own llamas. These members have no voting rights. All members under the age of 15 years will be deemed Associate members.
 - (6) **International Associate Membership** – available to persons outside of Australasia. These members have no voting rights.

11 Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to a committee member 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) may be accompanied by the joining fee.
 - (1) The joining fee is the fee (if any) determined by the Association under rule 14(3).
 - (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**.

12 Consideration of application

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

Note An association may have obligations under Division 6 of Part 4 of the **Equal Opportunity Act 2010**.

13 New membership

- (1) If an application for membership is approved by the National Committee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 15(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Committee approves the person's membership; or
 - (b) the person pays the joining fee.
- (3) Subject to rule 15(2), a person is entitled to exercise their rights of membership from the date referred to in subrule (2).

14 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine—
 - (a) Either the process or the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Association may determine that a lower annual subscription is payable by associate members, new members in the first year or for members of a farm/family membership.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (4) If becoming a member within the final quarter of the financial year 100% of the usual fee for the appropriate membership will be applied but the person will be deemed a member from the time, they pay their annual subscription and relevant joining fee to the end of the following financial year.
- (5) 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.

15 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 76; and
 - (f) to inspect the register of members.

- (2) A member is entitled to vote if—
 - (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

16 Associate members

- (1) Associate members of the Association include—
 - (a) any members under the age of 15 years; and
 - (b) any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

17 Rights not transferable

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

18 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 National Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

19 Resigning as a member

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

Note: rule 75(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the Committee.

- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the National Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

20 Register of members

- (1) The National 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 email address last given by the member (if available); and
 - (iv) the date of becoming a member; and
 - (v) if the member is an associate member, a note to that effect; and
 - (vi) any other information determined by the Committee; and
 - (b) for each former member, the name of the person and the date of ceasing to be a member.

- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.
- (3) The National Secretary will ensure each Branch has access to an accurate listing of their Branch 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 in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

21 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.

22 Disciplinary subcommittee

- (1) If the National Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the National Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Committee members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

23 Notice to member

- (1) Before disciplinary action is taken against a member, the National Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 25.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

24 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.

25 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 24 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the National 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 Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and

- (iii) that at the disciplinary appeal meeting the appeal subcommittee present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

26 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

27 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 National Committee or Branch Committee; and
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

28 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.

29 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 28, the parties must within 10 days—
 - (a) notify the National Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the National Committee; or

- (ii) if the dispute is between a member and the Committee or the Association—
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 Committee may appoint any person as a mediator.(4)The Committee must not appoint a person as a mediatory if the person—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

30 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 Committee

31 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

32 Annual general meetings

- (1) The National Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year. The Branch Committee must convene an annual general meeting of the Branch prior to the National annual general meeting to ensure that certified Branch financial reports are received by the National Treasurer as referred to in rule 49(5)(b).
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of an 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 Committee on the activities during the preceding financial year; and
 - (ii) the financial statements for the preceding financial year submitted by the Committee.

Note: The Association is required to prepare financial statements in accordance with Part 7 of the Act. Refer to Rule 72.

- (c) to elect the President and members of the Committee;
 - (d) at a branch annual general meeting to also elect a member of its Branch Committee to stand on the National Committee as prescribed in rule 45 and rule 54(1).
 - (e) at an Association annual general meeting to determine the process or confirm or vary the amounts (if any) of the annual subscription fees 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.

33 Special general meetings

- (1) Any general meeting, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 35 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 35 and the majority of members at the meeting agree.

34 Special general meeting held at request of members

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

35 Notice of general meetings

- (1) The Secretary or President (or, in the case of a special general meeting convened under rule 34(3), the members convening the meeting) must give to each member —
 - (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 at the Association's general meeting—
 - (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 36(7).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note: rule 25(7) sets out the requirements for notice of a disciplinary appeal meeting.

36 Proxies

- (1) A member may appoint another member as the member's proxy to vote and speak on the member's behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf, otherwise the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 35 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association or Branch no later than 24 hours before the commencement of the meeting.

37 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 an Association general meeting is the presence (physically, by proxy or as allowed under rule 79) of 10% of the members entitled to vote or a Branch general meeting is the presence (physically, by proxy or as allowed under rule 79) of 3 branch members.
- (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 34—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 34.

(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.

38 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 Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 35.

39 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) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 26.

40 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

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

- (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.

41 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a count (where votes are cast in writing) is demanded by three 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.

42 Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 36(6); and
 - (c) the financial statements submitted to the members in accordance with rule 32(3)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

43 Role and powers

- (1) The business of the Association must be managed by or under the direction of a National Committee.
- (2) The National Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.

- (3) The Branch Committee shall manage the business of the Branch insofar as it applies to the Branch only.
- (4) The Committee may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

44 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

45 Composition of National and Branch Committee

- (1) The National Committee shall be a minimum of 5 committee members.

The National Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) ordinary member/s

Note: Branch elected National Committee members may fill any of roles referred to in rule 45(1).

- (2) The Branch Committee shall be a minimum of 4 committee members.

The Branch Committee consists of—

- (a) a President; and
- (b) 2 committee members who may be elected to an executive role of vice-president, secretary or ordinary committee member; and
- (c) 1 committee member who may be elected to an executive role of the Branch Treasurer or if the branch has requested the National treasurer to perform this role may be elected to the role of ordinary committee member.
- (d) Additional ordinary committee members may be elected as per rule 54.

46 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

- (3) Committee members must exercise the member's powers and discharge the member's duties with reasonable care and diligence.
- (4) Committee 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) Committee 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 committee member must perform any other duties imposed from time to time by resolution at a general meeting.

47 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

48 Secretary

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

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The National Secretary must—
 - (a) maintain the register of members in accordance with rule 20; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 71(3), all books, documents and securities of the Association in accordance with rule 73 and rule 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.
- (3) The National Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (4) The Branch Secretary or Branch President must ensure branch records are maintained and accessible by the National Secretary.

49 Treasurer

- (1) The National Treasurer must manage financial matters associated with memberships, the Association as a whole, and Branches that do not have a Branch Treasurer. The Branch Treasurer must manage all other financial matters associated with that Branch.
- (2) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys received in cash or by cheque 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 Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques or electronic payments are signed by at least 2 committee members.
- (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 certification by the Committee prior to the Association's submission to the annual general meeting of the Association.
- (4) The Treasurer must ensure that at least one other committee member and the President has access to the accounts and financial records of the Association.
- (5) Where the Branch Committee has elected a branch treasurer the branch treasurer must—
 - (a) ensure that all requirements listed above are performed for the branch.
 - (b) provide to the National Treasurer a completed and Branch Committee certified annual financial statement for the branch as soon as practicable after the end of each financial year, and no later than 30 days prior to Association annual general meeting.

Division 3—Election of Committee members and tenure of office

50 Who is eligible to be a Committee member

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

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

51 Positions to be declared vacant

- (1) This rule applies to the annual general meeting, after the annual report and financial statements have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 52 to 55.

52 Nominations

- (1) Nominations of candidates for election of President and committee members as prescribed under rules 53 and 54.
 - (a) shall be made in writing, signed by two members of the Association for the National Committee or two members of the Branch for the Branch Committee and

accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and

- (b) shall be delivered to the secretary not less than 14 days before the date fixed for the holding of the annual general meeting
 - (c) may be voted for by proxy in writing in accordance with rule 36
- (2) 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.

53 Election of President

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
- (a) President;
 - (b) Committee Members
- (2) If only one member is nominated for the position of President, the Chairperson of the meeting must declare the member elected to the position.
- (3) In the event that no written nominations were delivered to the secretary under rule 52 verbal nominations may be taken by the Chairperson at the annual general meeting.
- (4) If more than one member is nominated, a ballot must be held in accordance with rule 55.
- (5) On the President's election, the new President may take over as Chairperson of the meeting.

54 Election of committee members

- (1) The Branch annual general meeting must by resolution elect one of their members to the National Committee for that coming year. A Branch member elected to the National Committee is deemed to be elected and may fulfill any of the positions specified in Rule 45(1).
- (2) A single election may be held to fill all remaining positions.
- (3) If the number of members nominated for the position of committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 55.
- (5) In the event that insufficient written nominations were delivered to the secretary under rule 51 verbal nominations may be taken by the Chairperson at the annual general meeting.
- (6) The National Treasurer, Secretary and Vice President will be elected at the first National Committee meeting after the annual general meeting.
- (7) The Branch Committee, at the first Branch Committee meeting after the Branch annual general meeting, will by resolution elect which executive roles are to be fulfilled and conduct required elections. Branch Committee members not elected to an executive role will be deemed ordinary committee members.

55 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.

- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper or access to ballot system as allowed for under rule 79, to—
 - (a) each member entitled to vote present in person; and
 - (b) each proxy appointed by a member.

Example

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

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

Examples

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

56 Term of office

- (1) Subject to subrule (3) and rule 57, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under 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.

57 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if 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 67; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

Note A Committee member may not hold the office of National Secretary if they do not reside in Australia.

58 Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
 - (a) has become vacant under rule 57; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of National Secretary becomes vacant, the 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 Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.
- (5) In the event of a vacancy occurring of a member of the National Committee elected by a branch, that branch must appoint one of its members to fill the vacancy within 4 weeks or by the next scheduled National Committee meeting, whichever is the greater.

Division 4—Meetings of Committee

59 Meetings of Committee

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

60 Notice of 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.

61 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 60 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.

62 Procedure and order of business

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

63 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 79) 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 60.

64 Voting

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

65 Conflict of interest

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

(b) must not vote on the matter.

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

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

66 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

67 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 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 and Branch must open an account with a financial institution from which all expenditure is made and into which all of revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association/Branch, the Committee may approve expenditure on behalf of the Association/Branch.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association/Branch (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members. Electronic funds transactions must be approved by 2 committee members.
- (5) All funds of the Association/Branch must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 Capitation

- (1) A percentage of membership fees collected from members of a branch during the membership year prior shall be payable by the National Treasurer to that branch no later than 90 days after the Association's annual general meeting.
- (2) The percentage payable shall be determined at the National Committee's first meeting after the Association's annual general meeting.
- (3) The capitation payment is contingent upon compliance with the Reserve Fund Policy at all times.

71 Financial records

- (1) The Association and Branches 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 and Branches must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

72 Financial statements

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

PART 8—GENERAL MATTERS

73 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 Committee and the sealing must be witnessed by the signatures of two committee members; and
 - (c) the common seal must be kept in the custody of the National Secretary.

74 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 National Secretary.

75 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 61.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the National Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

76 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of National and Branch Committee meetings.

Note: See note following rule 19 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make 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 purposes of this rule—

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

- (a) a membership record;

- (b) a financial statement;
- (c) a financial record;
- (d) any other record or document relating to transactions, dealings, business or property of the Association.

77 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.
- (5) A Branch of the Association may be wound up by special resolution. Surplus assets of the Branch will be returned to the Association.

78 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.

79 Use of technology

- (1) A committee member or member who is not physically present at a committee, disciplinary appeal meeting or general 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) A committee member or member participating in a committee, disciplinary appeal meeting or 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.
- (3) A count and or ballot may be conducted via electronic means but must comply with all other requirements with reference to rules 26(2) and 55 with paper voting being replaced by technology capability.
