

## WAVERLEY BRIDGE CLUB INC.

### CONSTITUTION

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#### NAME

- 1 The name of the Incorporated Association is the **WAVERLEY BRIDGE CLUB INC.** (in these rules called the Association).

#### PURPOSE AND OBJECTIVES

- 2 (1) The Association has been established for the purposes of conducting the business of a not for profit Bridge Club.
- (2) The objectives of the Association are -
- (a) to organise and promote duplicate bridge sessions, club championships, special club events and congresses;
  - (b) to organise and promote duplicate bridge through teaching lessons, supervised play, workshops and seminars; and
  - (c) to organise other activities deemed fit for the benefit and enjoyment of members of the Association.

#### DEFINITIONS

- 3 (1) In this Constitution, unless the contrary intention appears -
- Committee** means the Committee of Management of the Association.
- Disciplinary appeal meeting** means a meeting of members convened under rule 12.
- Financial year** means each period of 12 months ending on 30 June.
- General meeting** means a general meeting of members convened in accordance with rules 14, 15 or 16 and includes an annual general meeting and a special general meeting but does not include disciplinary appeal meeting convened under rule 12.
- Member** means a member of the Association, including home and associate members.
- Member entitled to vote** means a member who is entitled to vote as is defined under rule 8(2).
- Register** means the Register of members.
- Registrar** means the Registrar of Incorporated Associations.
- Secretary** means the person who holds the office of Secretary under these rules.
- Special resolution** means a resolution that requires not less than 75% of the 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* (Vic).
- (2) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* (Vic).

- (3) Words denoting the singular number includes the plural number and vice versa and words implying the masculine gender includes the feminine gender and vice versa.
- (4) A reference to any Act of Parliament or other law includes regulations and other statutory instruments under it and includes any amendment, consolidation, modification or re-enactment thereof or any replacement legislation.
- (5) Any reference to the posting or distribution of written material to members shall be deemed to be satisfied if such material is delivered by electronic mail.

## **POWERS OF THE ASSOCIATION**

- 4 (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; or
  - (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.
- (4) The Association must not distribute any surplus, income or assets directly or indirectly to its members. However the Association can reimburse a member for expenses properly incurred by the member, or 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.

## **MEMBERSHIP**

### **APPLICATION FOR MEMBERSHIP**

- 5 (1) A person can apply for membership of the Association by –
  - (a) completing the membership application form that is available from the Secretary or which can be downloaded from the Association's website; and
  - (b) lodging the completed form with the Secretary together with the applicable entrance and annual subscription fees.
- (2) The Secretary shall refer the nomination to the Committee as soon as is practicable after receiving the application.
- (3) The Committee shall decide whether to approve or reject the nomination upon having the nomination being referred to it.

- (4) Upon the Committee approving the nomination, the Secretary shall, as soon as practicable, notify the person in writing that he has been accepted as a member.
- (5) The Secretary shall enter the member's name in the Register.
- (6) If the Committee rejects an application, the Secretary shall, as soon as practicable, notify the applicant in writing that the application has been rejected and shall refund the entrance and annual subscription fees that accompanied the application.

## **ENTRANCE AND ANNUAL SUBSCRIPTION FEES**

- 6 (1) The Committee shall determine the entrance and the annual subscription fees.
  - (2) The entrance fee is payable as part of the application for membership of the Association.
  - (3) The annual subscription fee is payable by 1 July in each year. If the date of the membership application is made between 1 January and 30 June of the next calendar year, the Committee may reduce the applicable subscription fee by up to 50%.
  - (4) The rights, including the right to vote, of a member who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## **LIFE MEMBER**

- 7 (1) The Association can confer life membership on a member for outstanding service.
  - (2) Life Membership is conferred by a special resolution at an annual general meeting.
  - (3) A nomination of a member for Life Membership of the Association shall be made in writing and lodged with the Secretary at least 2 months before the date of the next annual general meeting.
  - (4) As soon as is practicable after the receipt of a nomination the Secretary shall refer the nomination to the Committee.
  - (5) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve the nomination.
  - (6) Upon a nomination being approved by the Committee, the Secretary -
    - (a) shall notify the member in writing that he has been nominated as a Life Member; and
    - (b) shall include the nomination in the special business of the next annual general meeting of the Association.
  - (7) A Life Member does not pay the annual subscription fee.

## **GENERAL RIGHTS OF MEMBERS**

- 8** (1) A member who is entitled to vote has the right –
- (a) to receive notices of general meetings and of proposed special resolutions in the manner and time prescribed by these rules;
  - (b) to submit items of business for consideration at a general meeting;
  - (c) to attend and to be heard at general meetings;
  - (d) to vote at general meetings and disciplinary appeal hearings;
  - (e) to have access to the minutes of general meetings;
  - (f) to inspect, free of charge, the Register and the financial records and other documents relating to the management of the Association except where the Committee considers it would involve matters of a confidential or legal nature or where to do so may be prejudicial to the interests of the Association.
- (2) A member is entitled to vote if –
- (a) more than 10 business days have passed since he became a member of the Association; and
  - (b) the member's membership rights are not suspended at the time.
- (4) The rights of a member are not transferrable and end when membership ceases.

## **CESSATION OF MEMBERSHIP**

- 9** (1) A person ceases to be a member if the person –
- (a) dies;
  - (b) resigns as a member;
  - (c) is expelled from the Association; or
  - (d) fails to pay the annual subscription within 3 months after the fee is due.
- (2) A member of the Association may resign as a member by giving one month's written notice to the Secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- (3) When a person ceases to be a member under subrule (1), the Secretary shall make an entry in the Register recording the date on which that person ceased to be a member.

## **REGISTER OF MEMBERS**

- 10** (1) The Secretary shall keep and maintain the Register in which shall be entered the full name, address, contact details and any other information provided by the member, in the Register together with the date that the person became a member and, in the case of former members, the date that they ceased to be a member.
- (2) A member may inspect the Register at a reasonable time and free of charge.

## DISCIPLINARY AND GRIEVANCE PROCEDURES

### DISCIPLINARY ACTION

- 11 (1) A member may make a written complaint to the Secretary alleging that a member has failed to comply with the rules or has engaged in conduct prejudicial to the interests of the Association.
- (2) The Secretary shall refer the complaint to the Committee as soon as practicable.
- (3) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and recommend what action, if any, should be taken against the member.
- (4) The members of the disciplinary subcommittee –
  - (a) may be Committee members, other members or anyone else; and
  - (b) must not be biased against, or in favour of, the member concerned.
- (5) Before any disciplinary action is taken against a member, the Secretary must give written notice to the member advising –
  - (a) that the Association proposes to take disciplinary action against the member;
  - (b) the grounds for the proposed disciplinary action;
  - (c) the date, time and place of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action;
  - (d) advising the member that he may –
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting; and/or
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting is held; and
  - (e) setting out the member's appeal rights under subrule (8).
- (6) The notice must be given to the member no later than 14 days before the disciplinary meeting is held.
- (7) At the disciplinary meeting, the disciplinary subcommittee must –
  - (a) give the member an opportunity to be heard;
  - (b) consider any written statement given by the member;
  - (c) decide, by a simple majority, whether to recommend to the Committee that –
    - (i) no action be taken against the member;
    - (ii) a warning be issued to the member;
    - (iii) the membership rights of the member be suspended for a specified period; or
    - (iv) the member be expelled from the Association.
- (8) The Committee shall consider the recommendation of the subcommittee and make a decision on what action, if any, should be taken against the member. The Secretary shall give written advice to the member of the Committee's decision as soon as practicable. If the Committee decides to suspend the membership rights of the member, or expel the member from the Association, the Secretary shall also advise the member that he can give the Secretary a written appeal notice, within 72 hours of receiving advice of the decision, stating that he wishes to appeal against the Committee's decision.

- (9) If the member does not lodge the appeal notice with the Secretary within 72 hours, the suspension or expulsion takes effect after the expiration of this notice period.

## **DISCIPLINARY APPEAL MEETINGS**

- 12(1)** If the member lodges an appeal against a decision to suspend or expel his membership with the Secretary within 72 hours of being advised of the decision, the Committee must, within 21 days of the Secretary receiving the appeal notice, convene a disciplinary appeal meeting to hear the matter.
- (2) The Secretary shall give notice of the disciplinary appeal meeting to each member of the Association who is entitled to vote as soon as practicable. The notice must specify -
- (a) the date, time and place of the meeting; and
  - (b) state –
    - i. the name of the member against whom the disciplinary action has been taken;
    - ii. the decision being appealed against;
    - iii. only members entitled to vote can vote at a disciplinary appeal meeting;
    - iv. voting by proxy is not allowed; and
    - v. that at the disciplinary appeal meeting, the members eligible to vote who are present shall vote on whether the decision to suspend or expel the person should be approved or not approved.
- (3) The notice must be sent to all members entitled to vote no later than 14 days before the meeting.
- (4) At the disciplinary appeal meeting –
- (a) there will be no business other than to decide whether the Committee's decision should be upheld;
  - (b) the Committee shall state the grounds, and reasons, for deciding to suspend or expel the member;
  - (c) the member whose membership has been suspended or expelled shall be given the opportunity to be heard;
  - (d) Members eligible to vote who are present at the meeting shall vote by secret ballot on the question of whether the decision to suspend or expel the member should be approved or not approved and
  - (e) the Committee's decision is approved if not less than 75% of members voting at the meeting vote in favour of the decision.

## **GRIEVANCE PROCEDURES**

- 13 (1)** The grievance procedures apply to disputes between –
- (a) a member and another member;
  - (b) a member and the Committee; or
  - (c) a member and the Association.
- (2) The parties must give written advice as to the nature of any dispute to the Secretary. The Secretary shall arrange for the parties to meet and discuss the matter, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of the Secretary. If the Secretary is party to the dispute, written advice as to the nature of the dispute should be given to the President.

- (3) If the grievance is between a member and the Committee or a committee member, the Secretary or President must ask an independent person to arrange for the parties to meet.
- (4) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days –
  - (a) if the Committee is not a party to the dispute, notify the Committee that the dispute has not been resolved;
  - (b) agree to, or request the appointment of, a mediator;
  - (c) hold a meeting in the presence of a mediator; and
  - (d) attempt in good faith to settle the dispute by mediation.
- (5) The mediator must be –
  - (a) a person chosen by agreement between the parties, or
  - (b) in the absence of agreement –
    - (i) in the case of a dispute between a member and another member, a person appointed by the Committee; or
    - (ii) in the case of a dispute between a member and the Committee or a dispute between a member and the Association, a mediator appointed or employed by the Dispute Settlement Centre of Victoria.
- (6) A member of the Association can be a mediator.
- (7) The mediator cannot be a member who is a party to the dispute or biased in favour of, or against, any party.
- (8) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (9) The mediator, in conducting the mediation, must –
  - (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (10) The mediator must not determine the dispute.
- (11) If the mediation process does not result in resolution of the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **MEETINGS**

### **ANNUAL GENERAL MEETINGS**

- 14** (1) The Association shall convene an annual general meeting of its members which must be held within five months after the end of the financial year.
- (2) The Committee shall determine the date, time and place of the annual general meeting.

- (3) The ordinary business of the annual general meeting shall be to –
  - (a) confirm the minutes of the last preceding annual general meeting and of any general meeting(s) held since then;
  - (b) receive and consider the annual report from the Committee on the transactions of the Association during the last preceding financial year;
  - (c) receive and consider the audited financial statements submitted by the Association in accordance with section 97(1) of the Act; and
  - (d) elect officers of the Association and the ordinary members of the Committee.
- (4) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (5) The annual general meeting shall be in addition to any other general meeting that may be held in the same year.

### **SPECIAL GENERAL MEETINGS**

- 15 (1) All general meetings other than the annual general meeting are called a special general meeting.
  - (2) The Committee may convene a special general meeting whenever it thinks fit.
  - (3) The Committee shall, on the written requisition of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
  - (4) The requisition for a special general meeting shall state the business to be considered at the meeting and any resolutions to be proposed. The requisition must include the names and signatures of the members requesting the meeting and be given to the Secretary. The requisition may consist of several documents in a like form, each signed by one or more of the members making the requisition.
  - (5) If the Committee does not cause a special general meeting to be held within one month after the date on which the written requisition is given to the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
  - (6) A special general meeting that is convened by members in pursuance of these rules shall be convened in the same manner as near as possible as such meetings convened by the Committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring these expenses.

### **NOTICE OF GENERAL MEETING**

- 16 (1) The Secretary shall (or in the case of a special general meeting convened under subrule 15(5)) send to each member of the Association a written notice stating the place, date and time of the meeting and indicating the nature of the business to be transacted at the meeting.
  - (2) If a special resolution is to be proposed at the meeting, the notice must be given to each member at least 21 days before the general meeting.



- (3) If there is no special resolution to be proposed at the meeting, the notice must be given to each member at least 14 days before the general meeting.
- (4) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (5) A member desiring to bring any business before a meeting may give written notice of that business to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice

## **PROCEEDINGS AT GENERAL MEETINGS**

- 17(1) All business transacted at a special general meeting, and all business transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
  - (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote under these rules is present during the time when the meeting is considering that item.
  - (3) 15 members personally present (being members entitled under these rules to vote at a general meeting) or one sixth of the total number of members entitled to vote at a general meeting, whichever is the fewer, constitutes a quorum for the transaction of the business at a general meeting.
  - (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.
- 18 (1) The President, or in his absence, the Vice-President, shall preside as Chairman at each general meeting of the Association.
  - (2) If the President and the Vice-president are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
- 19 (1) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
  - (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

- (3) Except as provided in subrules (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **VOTING AT GENERAL MEETINGS**

- 20** (1) Only a member entitled to vote can vote at a general meeting.
- (2) A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands, a poll is demanded, a declaration shall be made by the Chairman that a resolution has, on a show of hands, been carried unanimously or by a particular majority or lost. An entry to that effect in the Minute Book of the Association is evidence of the fact, without proof, of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 21** (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally or by proxy.
  - (3) In the case of an equality of voting on a question, other than a special resolution, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 22** (1) If at a meeting, a poll on any question is demanded by not less than one third of the members present, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

## **PROXIES**

- 23** (1) A member entitled to vote may appoint another member entitled to vote to be his proxy and to vote on his behalf upon any matter arising at a General Meeting.
- (2) A member may not vote by proxy at a disciplinary appeal meeting.
  - (3) The appointment of a proxy shall be on the proxy form approved by the Committee for that meeting.
  - (4) All notices of a general meeting sent to members must state that a member may appoint another member who is entitled to vote as their proxy for the meeting and that the relevant proxy form is available from the Secretary.
  - (5) The completed proxy form must be received by the Secretary not less than 48 hours before the start of the meeting.

## **SPECIAL RESOLUTIONS**

- 24.**(1) A Resolution passed by members at a general meeting is a special resolution if -
- a) members have been given at least 21 days' notice of the intention to propose the special resolution including full details of the proposed special resolution; and
  - b) the resolution is passed by at least 75% of the members voting at the meeting, in person or by proxy, voting in favour of the resolution.
- (2) At any meeting at which a special resolution is submitted, a declaration by the Chairman that the resolution has been carried is conclusive proof of the fact unless a poll is first demanded by those present.

## **COMMITTEE**

- 25** (1) The business and affairs of the Association shall be controlled and managed by the Committee.
- (2) Subject to Part 6 of the Act, the Committee shall consist of -
- (a) the officers of the Association as defined in rule 26; and
  - (b) up to 5 ordinary members.
- (3) The Committee, subject to these rules, any Regulations and the Act -
- (a) may exercise all such powers and functions that may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
  - (b) has the power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
  - (c) shall review table fees annually.
- 26** (1) The Committee shall consist of -
- (a) officers of the association; and
  - (b) up to 5 ordinary members
- (2) The officers of the Association shall be -
- (a) President;
  - (b) Vice-President;
  - (c) Secretary;
  - (d) Treasurer; and
  - (e) Tournament Organiser.
- (3) Each Committee member shall hold office for the period commencing at the close of the annual general meeting at which he is elected for a period terminating at the end of the next annual general meeting and shall be eligible for re-election.

## **ELECTION OF COMMITTEE**

- 27** (1) The Officers and ordinary members of the Committee are elected at the annual general meeting of members.
- (2) A member is eligible to be elected or appointed as a committee member if the member is entitled to vote at a general meeting.
  - (3) To become a candidate for election to the Committee, a member must submit a written nomination form to the Secretary no later than 7 days before the date of the annual general meeting, using the applicable form which is available from the Secretary. The nomination form must be signed by the candidate and also by a proposer and a seconder, both of whom must be members.
  - (4) A list of candidates' names, together with the names of the proposer and seconder, shall be posted on the noticeboard in the Association's premises as soon as the timeframe for lodging nominations has finished.
  - (5) If the number of nominations received is equal to each of the positions to be filled, the candidates nominated are taken to be elected.
  - (6) If insufficient nominations are received to fill all positions on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
  - (7) If insufficient further nominations are received, any vacant positions on the Committee are taken to be casual vacancies.
  - (8) If the number of nominations exceeds the number of vacancies to be filled for any of the positions, a ballot shall be conducted to fill the position(s).

## **COMMITTEE VACANCIES**

- 28** (1) For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or ordinary member:
- (a) dies;
  - (b) ceases to be a member of the Association;
  - (c) resigns from the Committee by written notice given to the Committee;
  - (d) becomes insolvent under administration as defined in Section 38 of the *Interpretation of Legislation Act 1984 (Vic)*; or
  - (e) is removed from the Committee under rule 29.
- (2) In the event of a casual vacancy occurring in any office referred to in subrule 26(2) or of an ordinary member, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his appointment.

## **REMOVAL OF MEMBER OF COMMITTEE**

- 29** (1) The Association in general meeting may by special resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed special resolution referred to in sub-rule (1) makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that they be notified to the members, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

## **PROCEEDINGS OF THE COMMITTEE**

- 30** (1) The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Committee:
- (a) The President or in his absence the Vice President shall preside; or
  - (b) If the President and the Vice President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (9) The Committee must ensure that minutes taken and kept of each committee meeting record –
  - (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 33.
- (10) Written notice of each Committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting.
- (11) Subject to sub-rule (4) the Committee may act notwithstanding any vacancy on the Committee.

## **SECRETARY**

- 31** (1) The Secretary must perform any duty or function required under the Act to be performed by the Secretary.
- (2) The Secretary shall –
- (a) maintain the Register.
  - (b) keep custody of the common seal of the Association;
  - (c) keep custody of the financial records
  - (d) keep custody of all books, documents and securities of the Association;
  - (d) perform any other duty or function imposed on the Secretary by these rules;
  - (e) keep Minutes of the resolutions and proceedings of each general meeting in books provided for that purpose;
  - (f) prepare and keep accurate minutes of –
    - (i) general meetings of the Association; and
    - (ii) committee meetings;
  - (g) shall provide members with access to minutes of meetings of the Committee under rule 30(9) except for parts which may involve matters of a confidential or legal nature or where to do so may be prejudicial to the interests of the Association;
  - (h) subject to the Act and these rules, provide members with access to the Register, the minutes of general meetings and other books and documents except for parts which may involve matters of a confidential or legal nature or where to do so may be prejudicial to the interests of the Association;
  - (i) within one month after the date of the annual general meeting of the Association give to the Registrar such documentation as are required under the Act; and
  - (j) perform any other duty or function required under the Act or by these rules to be performed by the Secretary.
- (2) The Secretary shall give notice of his appointment to the Registrar within 14 days after being appointed.

## **TREASURER**

- 32** (1) The Treasurer, with the assistance of the Secretary -
- (a) shall collect and receive all monies due to the Association and make all payments authorised by the Association; and
  - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) The accounts and books referred to in subrule (1) shall be available for inspection by members.
- (3) The accounts and books referred to in subrule (1) shall be subject to audit each year.

## **DISCLOSURE OF INTEREST**

- 33** (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 must not be present while the matter is considered at the meeting and must not vote on the matter.
- (3) The Committee shall record any disclosed declaration of interest in the minutes of the meeting.
- (4) Subrule (1) does not apply where –
- (a) the material personal interest only arises by virtue of the fact that the Committee member is an employee of the Association; or
  - (b) the Committee member has a material personal interest in common with all, or a substantial proportion of, the members of the Association.
- (5) The Association must include in the annual financial statements a summary of all payments made to Committee members.

## **MISCELLANEOUS**

### **SOURCES AND MANAGEMENT OF FUNDS**

- 34** (1) The funds of the Association may be derived from entrance fees, annual subscriptions, table fees, donations, fund raising activities, interest and any other sources approved by the Committee.
- (2) The assets and income of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the Association except as bona fide remuneration for service rendered or expenses incurred on behalf of the Association.

## **FINANCIAL RECORDS**

- 35** (1) The Association shall keep the Annual Financial Statements and associated certification for at least 7 years after the date of submission to the Registrar.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be authorised by two members of the Committee.

## **FINANCIAL STATEMENTS**

- 36** The Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met, including –
- (a) the preparation of the financial statements;
  - (b) the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting; and
  - (e) lodging with the Registrar the financial statements and accompanying reports, certificates, statements and fee.

## **COMMON SEAL**

- 37** (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee. The affixing of the Common Seal shall be attested by the signatures of two Committee members.

## **NOTICES**

- 38** (1) Any notice required to be given to a member under these rules may be given -
- (a) by handing the notice to the member personally;
  - (b) by sending the notice by electronic transmission to the email address recorded for the member on the Register; or
  - (c) by posting the notice to the member at the address recorded for the member on the Register.
- (2) Where a document is properly addressed and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of such mail.

## **CUSTODY AND RETENTION OF RECORDS**

- 39** (1) Except as otherwise provided in these rules, the Secretary shall keep in his custody or under his control, all books, securities and other relevant documents of the Association.



- (2) All office-holders, former office-holders or members must return any documents belonging to the Association within 28 days if they cease to hold office or be members of the Association.

## **REGULATIONS**

- 40** The Committee has the power to make and rescind Regulations as it deems necessary.

## **WINDING UP OR CANCELLATION.**

- 41** (1) The Association is dissolved in the event of it having fewer than five members, or by special resolution at a duly convened general meeting or otherwise in accordance with the Act.
- (2) Upon the dissolution of the Association, the ownership of all the assets and funds of the Association remaining after the payment of all expenses and liabilities shall be –
  - (a) freely transferred to an association, fund, authority or institution with similar objects to the Association that has been nominated by special resolution in accordance with the rules; or
  - (b) in the absence of such a nomination, otherwise dealt with in accordance with the rules.
- (3) Any organisation designated under rule 41(2)(a) must have provisions in its rules that -
  - (a) provide that the organisation is not carried on for the object of trading or securing pecuniary gain for its members; and
  - (b) require any surplus property of the organisation to be passed, on the dissolution or winding-up of the organisation, to another organisation that
    - (i) has objects substantially the same as the first-mentioned organisation; and
    - (ii) is not carried on for the object of trading or securing pecuniary gain for its members.

## **ALTERATION OF RULES**

- 42** (1) The Association may alter these rules after any changes have been approved by a special resolution submitted for consideration at a duly convened general meeting.
- (2) Any changes to the rules shall be notified to the Registrar by the Secretary within 28 days of the date of the general meeting at which the changes were approved.
- (3) The new rules shall take effect upon approval by the Registrar.

## MODEL RULE 75 – CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 75 (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 Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to 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** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following –
- (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of the Association.

Note: Model rule 75 was deemed included by the Registrar when he gave approval to these rules in a letter dated 20 August 2013.

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