

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 "Australian Alpine Club Incorporated".

Note

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

2. PURPOSES

The purposes of the association are the encouragement and promotion of the sport of skiing and allied winter sports provided human beings are the only participants and incidental thereto to:-

- 2.1. encourage and promote alpine and other outdoor sporting activities;
- 2.2. promote and encourage conservation of the natural values of alpine areas in Australia;
- 2.3. promote tests of competitive skiing and snowboarding, ski touring, exploration on skis;
- 2.4. Develop snowfield amenities for snow sports in Australia and other locations as agreed by the Committee.
- 2.5. to promote, facilitate and encourage reciprocal use of the facilities of Affiliated Projects by Associate members.
- 2.6. to promote, facilitate and encourage Affiliated Projects to provide their facilities to Associate members as though all Associate members were members of the said Affiliated Project.

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- 2.7. to encourage Affiliated Projects to charge tariffs for the use of their facilities by Associate members which encourage and promote camaraderie and membership of the Association;
 - 2.8. assist the formation of new Projects to further the above objects;
 - 2.9. produce a newsletter for distribution to all Associate members and to such other persons as the Committee shall decide;
 - 2.10. make reciprocal arrangements with other alpine clubs (including overseas) relating to the use or enjoyment of facilities;
 - 2.11. assist Affiliated Projects to attain any of the above objects; and
 - 2.12. to do all such things as are incidental or conducive to the attainment of the above objects or any of them.

3. FINANCIAL YEAR

The financial year of the Association is each period of twelve (12) months ending on 31 May.

4. DEFINITIONS

In these Rules—

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| “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); |
| “Affiliated Project” | means each of the Affiliated Projects of the Association, who have been accepted as Members, being:- <ul style="list-style-type: none"> ▪ AAC (Dinner Plain) Cooperative Limited; ▪ Anton Huette Limited; ▪ Falls Creek Huette Limited; ▪ Perisher Huette Limited; and ▪ Australian Alpine Club Niseko Inc.; |
| “Association” | means the incorporated association known as “Australian Alpine Club Incorporated”; |
| “Associate member” | means a Member referred to in rule 14.1; |

“Chairperson, of a general meeting or committee meeting”	means the person chairing the meeting as required under rule 46;
“Committee”	means the Committee having management of the business of the Association;
“Committee meeting”	means a meeting of the Committee held in accordance with these Rules;
“Committee member”	means a member of the Committee elected or appointed under Division 3 of Part 5;
“Disciplinary appeal meeting”	means a meeting of the Members of the Association convened under rule 23(3);
“Disciplinary meeting”	means a meeting of the Committee convened for the purposes of rule 22;
“Disciplinary subcommittee”	means the subcommittee appointed under rule 20;
“Financial year”	means the twelve (12) month period specified in rule 3;
“General meeting”	means a General meeting of the Members of the Association convened in accordance with Part 4 and includes an annual General meeting, a special General meeting and a disciplinary appeal meeting;
“Member”	means 1. a member of the Association (including those Affiliated Projects who have been accepted as Members); 2. A delegate of an affiliated project nominated for the General meeting by the Affiliated Project Committee
“Member entitled to vote”	means a Member who under rule 13(2) is entitled to vote at a General meeting;
“Special resolution”	means a resolution that requires not less than three-quarters 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 <i>Associations Incorporation Reform Act 2012</i> and includes any regulations made under that Act;
“The Registrar”	means the Registrar of Incorporated Associations.

PART 2 – POWERS OF ASSOCIATION

5. POWERS OF ASSOCIATION

- 5.1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 5.2. Without limiting subrule (1), the Association may—
 - 5.2.1. acquire, hold and dispose of real or personal property;
 - 5.2.2. open and operate accounts with financial institutions;
 - 5.2.3. invest its money in any security in which trust monies may lawfully be invested;
 - 5.2.4. raise and borrow money on any terms and in any manner as it thinks fit;
 - 5.2.5. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - 5.2.6. appoint agents to transact business on its behalf;
 - 5.2.7. enter into any other contract it considers necessary or desirable.
- 5.3. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. NOT FOR PROFIT ORGANISATION

- 6.1. Except where otherwise allowed by the Act and/or these Rules, the Association must not distribute any surplus, income or assets directly or indirectly to its Members.
- 6.2. Subrule 6.1 does not prevent the Association from paying an Affiliated Project resigning as a Member—

6.2.1. reimbursement under subrule 17.4 and [Error! Reference source not found.17.5](#) of monetary contributions made by the Member to the Association;

6.2.2. reimbursement for expenses properly incurred by the Affiliated Project; or

6.2.3. for goods or services provided by the Affiliated Project—

if this is done in good faith on terms no more favourable than if the Affiliated Project was not a Member.

Note

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

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7. MINIMUM NUMBER OF MEMBERS

The Association must have at least 5 Members. Each project shall appoint 3 delegates as members of the association from which the executive will be elected.

8. WHO IS ELIGIBLE TO BE A MEMBER

Any person, a body corporate, an incorporated club or a co-operative, who supports the purposes of the Association is eligible for membership.

9. APPLICATION FOR MEMBERSHIP

9.1. To apply to become a Member of the Association, a person must submit a written application to a Committee member stating that the person—

9.1.1. wishes to become a Member of the Association; and

9.1.2. supports the purposes of the Association including having objects similar to those of the Association; and

9.1.3. agrees to comply with these Rules.

9.1.4. OR - is elected as a Member at a General meeting and is a member of an Affiliated Project Member and agrees to 9.1.2 and 9.1.3

9.2. The application—

9.2.1. must be signed for and on behalf of the person/ incorporated association/ body corporate/ co-operative seeking membership; and

9.2.2. may be accompanied by the joining fee.

Note:

1. The joining fee is the fee (if any) determined by the Association under rule 12(3).
2. Initial Members are listed in the definition of 'Affiliated Project' and those Members holding office on the Committee as approved at the previous AGM.

10. CONSIDERATION OF APPLICATION

10.1. As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.

10.2. The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

10.3. If the Committee rejects the application, it must return any money accompanying the application to the applicant.

10.4. No reason need be given for the rejection of an application.

11. NEW MEMBERSHIP

11.1. If an application for membership is approved by the Committee—

11.1.1. the resolution to accept the membership must be recorded in the minutes of the committee meeting; and

11.1.2. 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.

11.2. A person, a body corporate, incorporated club or co-operative becomes a Member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—

11.2.1. the Committee approves the person's, a body corporate, incorporated club or co-operative membership; or

11.2.2. the person, a body corporate, incorporated club or co-operative pays the joining fee.

12. ANNUAL SUBSCRIPTION AND FEE ON JOINING

12.1. At each annual General meeting, the Association must determine—

12.1.1. the amount of the annual subscription (if any) for the following financial year; and

12.1.2. the date for payment of the annual subscription.

12.2. The Association may determine that a lower annual subscription is payable by Associate Members or a class of associate members.

12.3. 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 (as calculated by the Association from time to time) equal to—

12.3.1. the full annual subscription; or

12.3.2. a pro rata annual subscription based on the remaining part of the financial year; or

12.3.3. a fixed amount determined from time to time by the Association.

12.4. The rights of a Member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. GENERAL RIGHTS OF MEMBERS

13.1. A Member of the Association who is entitled to vote has the right—

13.1.1. to receive notice of General meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

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- 13.1.2. to submit items of business for consideration at a General meeting; and
 - 13.1.3. to attend and be heard at General meetings; and
 - 13.1.4. to vote at a General meeting; and
 - 13.1.5. to have access to the minutes of General meetings and other documents of the Association as provided under rule 75; and
 - 13.1.6. to inspect the register of Members.

13.2. A Member is entitled to vote if—

- 13.2.1. The Member is a member as one of the 3 delegates from the Affiliated Project OR the Member is a Member other than an Associate member; and
- 13.2.2. more than 10 business days have passed since he or she became a Member of the Association; and
- 13.2.3. the Member's membership rights are not suspended for any reason.

14. ASSOCIATE MEMBERS

14.1. Associate Members of the Association do not have voting rights and include—

- 14.1.1. any members of the Affiliated Projects; or
- 14.1.2. any other category of Member as determined by special resolution at a General meeting .

14.2. An Associate Member can not vote but may have other rights as determined by the Committee or by resolution at a General Meeting.

15. RIGHTS NOT TRANSFERABLE

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

16. CEASING MEMBERSHIP

- 16.1. The membership of a person, a body corporate, incorporated club or co-operative ceases on resignation, expulsion or death.
- 16.2. Membership of Associate Members ceases automatically should they cease to be members of their relevant Affiliated Project.

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- 16.3. If a person ceases to be a Member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of Members.
- 16.4. That if an Affiliated Project leaves the AAC the Affiliated Project would not receive any payment and would receive a refund of capitation fees for the outstanding months of that year.

17. RESIGNING AS A MEMBER

- 17.1. A Member may resign by notice in writing given to the Association.

Note

Rule 74(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.

- 17.2. A Member is taken to have resigned if—

17.2.1. the Member's annual subscription is more than 12 months in arrears; or

17.2.2. where no annual subscription is payable—

- (a) the Secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and
- (b) the Member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

- 17.3. Any resignation by a Member shall not relieve it from any liability to the Association at the time, or as a result, of its resignation.
- 17.4. Any Affiliated Project resigning as Member from the Association shall be paid, within three (3) calendar months of the end of the Financial Year in which they resigned, a sum determined by the membership at an AGM or GM and must be less than the capitation fees (assets) contributed to the association, and must comply with the 'The Act'.

18. REGISTER OF MEMBERS

- 18.1. The Secretary must keep and maintain a register of Members that includes—

18.1.1. for each current Member—

- (a) the Member's name;
- (b) the address for notice last given by the Member;
- (c) the date of becoming a Member;
- (d) if the Member is an associate Member, a note to that effect;
- (e) any other information determined by the Committee; and

18.1.2. for each former Member, the date of ceasing to be a Member.

18.2. Each Affiliated Project must provide details to the Secretary as required in the register of Members in relation to Associated Members that are members of that Affiliated Project.

18.3. Any Member may, at a reasonable time and free of charge, inspect the register of Members.

Note

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

19. GROUNDS FOR TAKING DISCIPLINARY ACTION

19.1. The Association may take disciplinary action against a Member in accordance with this Division if it is determined that the Member—

19.1.1. has failed to comply with these Rules; or

19.1.2. refuses to support the purposes of the Association; or

19.1.3. has engaged in conduct prejudicial to the Association.

20. DISCIPLINARY SUBCOMMITTEE

- 20.1. 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 determine what action, if any, to take against the Member.
- 20.2. The Members of the disciplinary subcommittee—
- 20.2.1. may be Committee members, Members of the Association or anyone else;
but
- 20.2.2. must not be biased against, or in favour of, the Member concerned.

21. NOTICE TO MEMBER

- 21.1. Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member—
- 21.1.1. stating that the Association proposes to take disciplinary action against the Member; and
- 21.1.2. stating the grounds for the proposed disciplinary action; and
- 21.1.3. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
- 21.1.4. advising the Member that he or she may do one or both of the following—
- (a) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
- (b) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- 21.1.5. setting out the Member's appeal rights under rule 23.
- 21.2. The notice must be given no earlier than twenty-eight (28) days, and no later than fourteen (14) days, before the disciplinary meeting is held.

22. DECISION OF SUBCOMMITTEE

- 22.1. At the disciplinary meeting, the disciplinary subcommittee must—

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- 22.1.1. give the Member an opportunity to be heard; and
 - 22.1.2. consider any written statement submitted by the Member.
 - 22.2. After complying with subrule (1), the disciplinary subcommittee may—
 - 22.2.1. take no further action against the Member; or
 - 22.2.2. subject to subrule (3)—
 - (a) reprimand the Member; or
 - (b) suspend the membership rights of the Member for a specified period; or
 - (c) expel the Member from the Association.
 - 22.3. The disciplinary subcommittee may not fine the Member.
 - 22.4. 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.

23. APPEAL RIGHTS

- 23.1. A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 23.2. The notice must be in writing and given—
 - 23.2.1. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - 23.2.2. to the Secretary not later than forty-eight (48) hours after the vote.
- 23.3. If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than twenty-one (21) days, after the notice is received.
- 23.4. 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—
 - 23.4.1. specify the date, time and place of the meeting; and

23.4.2. state—

- (a) the name of the person against whom the disciplinary action has been taken; and
- (b) the grounds for taking that action; and
- (c) that at the disciplinary appeal meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24. CONDUCT OF DISCIPLINARY APPEAL MEETING

24.1. At a disciplinary appeal meeting—

24.1.1. no business other than the question of the appeal may be conducted; and

24.1.2. the Committee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and

24.1.3. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

24.2. After complying with subrule (1), the Members present and entitled to vote at the meeting (other than those Members themselves subject to disciplinary action under Division 2) must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

24.3. A Member may not vote by proxy at the meeting.

24.4. The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25. APPLICATION

25.1. The grievance procedure set out in this Division applies to disputes under these Rules between—

25.1.1. a Member or an Associate member and another Member or Associate member;

25.1.2. a Member or an Associate member and the Committee;

25.1.3. a Member or an Associate member and the Association.

25.2. 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.

26. PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE

The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.

27. APPOINTMENT OF MEDIATOR

27.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within ten (10) days—

27.1.1. notify the Committee of the dispute; and

27.1.2. agree to or request the appointment of a mediator; and

27.1.3. attempt in good faith to settle the dispute by mediation.

27.2. The mediator must be—

27.2.1. a person chosen by agreement between the parties; or

27.2.2. in the absence of agreement—

(a) if the dispute is between a Member or an Associate member and another Member or Associate member—a person appointed by the Committee; or

(b) if the dispute is between a Member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

27.3. A mediator appointed by the Committee may be a Member or former Member of the Association but in any case must not be a person who—

27.3.1. has a personal interest in the dispute; or

27.3.2. is biased in favour of or against any party.

28. MEDIATION PROCESS

- 28.1. The mediator to the dispute, in conducting the mediation, must—
- 28.1.1. give each party every opportunity to be heard; and
 - 28.1.2. allow due consideration by all parties of any written statement submitted by any party; and
 - 28.1.3. ensure that natural justice is accorded to the parties throughout the mediation process.
- 28.2. The mediator must not determine the dispute.

29. FAILURE TO RESOLVE DISPUTE BY MEDIATION

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION**30. ANNUAL GENERAL MEETINGS**

- 30.1. The Committee must convene an annual General meeting of the Association to be held within five (5) months after the end of each financial year.
- 30.2. Despite subrule (1), the Association may hold its first annual General meeting at any time within eighteen (18) months after its incorporation.
- 30.3. The Committee may determine the date, time and place of the annual General meeting.
- 30.4. The ordinary business of the annual General meeting is as follows—
- 30.4.1. to confirm the minutes of the previous annual General meeting and of any special General meeting held since then;
 - 30.4.2. to receive and consider—
 - (a) the annual report of the Committee on the activities of the Association during the preceding financial year; and

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- (b) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;

30.4.3. to elect the members of the Committee;

30.4.4. to confirm or vary the amounts (if any) of the annual subscription and joining fee.

30.5. The annual General meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31. SPECIAL GENERAL MEETINGS

31.1. Any General meeting of the Association, other than an annual General meeting or a disciplinary appeal meeting, is a special General meeting.

31.2. The Committee may convene a special General meeting whenever it thinks fit.

31.3. No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32. SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS

32.1. 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.

32.2. A request for a special General meeting must—

32.2.1. be in writing; and

32.2.2. state the business to be considered at the meeting and any resolutions to be proposed; and

32.2.3. include the names and signatures of the Members requesting the meeting; and

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- 32.2.4. be given to the Secretary.
- 32.3. 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.
- 32.4. A special General meeting convened by Members under subrule (3)—
- 32.4.1. must be held within 3 months after the date on which the original request was made; and
- 32.4.2. may only consider the business stated in that request.
- 32.5. The Association must reimburse all reasonable expenses incurred by the Members convening a special General meeting under subrule (3).

33. NOTICE OF GENERAL MEETINGS

- 33.1. The Secretary (or, in the case of a special General meeting convened under rule 32(3), the Members convening the meeting) must give to each Member of the Association—
- 33.1.1. at least 21 days' notice of a General meeting if a special resolution is to be proposed at the meeting; or
- 33.1.2. at least 14 days' notice of a General meeting in any other case.
- 33.2. The notice must—
- 33.2.1. specify the date, time and place of the meeting; and
- 33.2.2. indicate the general nature of each item of business to be considered at the meeting; and
- 33.2.3. if a special resolution is to be proposed—
- (a) state in full the proposed resolution; and
- (b) state the intention to propose the resolution as a special resolution; and
- 33.2.4. comply with rule 34(5).
- 33.3. This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34. PROXIES

- 34.1. A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General meeting other than at a disciplinary appeal meeting.
- 34.2. The appointment of a proxy must be in writing and signed by the Member making the appointment.
- 34.3. The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- 34.4. 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.
- 34.5. Notice of a General meeting given to a Member under rule 33 must—
 - 34.5.1. state that the Member may appoint another Member as a proxy for the meeting; and
 - 34.5.2. include a copy of any form that the Committee has approved for the appointment of a proxy.
- 34.6. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 34.7. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35. USE OF TECHNOLOGY

- 35.1. A Member not physically present at a General meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.

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- 35.2. For the purposes of this Part, a Member participating in a General meeting as permitted under subrule (1) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

36. QUORUM AT GENERAL MEETINGS

- 36.1. No business may be conducted at a General meeting unless a quorum of Members is present.
- 36.2. The quorum for a General meeting is the presence (physically, by proxy or as allowed under rule 35) of 10% of the Members entitled to vote.
- 36.3. If a quorum is not present within 30 minutes after the notified commencement time of a General meeting—
- 36.3.1. in the case of a meeting convened by, or at the request of, Members under rule 32—the meeting must be dissolved;

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 32.

- 36.3.2. in any other case—
- (a) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (b) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- 36.4. 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.

37. ADJOURNMENT OF GENERAL MEETING

- 37.1. 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.
- 37.2. Without limiting subrule (1), a meeting may be adjourned—
- 37.2.1. if there is insufficient time to deal with the business at hand; or
- 37.2.2. 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.

- 37.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 37.4. 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 33.

38. VOTING AT GENERAL MEETING

- 38.1. On any question arising at a General meeting—
- 38.1.1. subject to subrule (3), each Member who is entitled to vote has one vote;
- and
- 38.1.2. Members may vote personally or by proxy; and
- 38.1.3. except in the case of a special resolution, the question must be decided on a majority of votes.
- 38.2. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 38.3. 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.
- 38.4. This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39. 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.

40. DETERMINING WHETHER RESOLUTION CARRIED

40.1. 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—

- 40.1.1. carried; or
- 40.1.2. carried unanimously; or
- 40.1.3. carried by a particular majority; or
- 40.1.4. lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

40.2. If a poll (where votes are cast in writing) is demanded by three (3) or more Members on any question—

- 40.2.1. the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- 40.2.2. the Chairperson must declare the result of the resolution on the basis of the poll.

40.3. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

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

41. MINUTES OF GENERAL MEETING

- 41.1. The Committee must ensure that minutes are taken and kept of each General meeting.
- 41.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 41.3. In addition, the minutes of each annual General meeting must include—
 - 41.3.1. the names of the Members attending the meeting; and
 - 41.3.2. proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - 41.3.3. the financial statements submitted to the Members in accordance with rule 30(4)(b)(ii); and
 - 41.3.4. 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
 - 41.3.5. 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

42. ROLE AND POWERS

- 42.1. The business of the Association must be managed by or under the direction of a Committee.
- 42.2. The 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.
- 42.3. The Committee may—
 - 42.3.1. appoint and remove staff;
 - 42.3.2. establish subcommittees consisting of Members with terms of reference it considers appropriate;

42.3.3. Consider and implement such other business necessary for the operations of the Association.

43. DELEGATION

43.1. The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—

43.1.1. this power of delegation; or

43.1.2. a duty imposed on the Committee by the Act or any other law.

43.2. The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

43.3. The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

44. COMPOSITION OF COMMITTEE

The Committee consists of—

(a) a President; and

(b) a Vice-President; and

(c) a Secretary; and

(d) a Treasurer; and

(e) ordinary Members (if any) elected under rule 53;

(f) the Immediate Past President.

45. GENERAL DUTIES

45.1. As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules and the Act.

45.2. 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.

45.3. Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

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- 45.4. Committee members must exercise their powers and discharge their duties—
- 45.4.1. in good faith in the best interests of the Association; and
 - 45.4.2. for a proper purpose.
- 45.5. Committee members and former Committee members must not make improper use of—
- 45.5.1. their position; or
 - 45.5.2. information acquired by virtue of holding their position—
- so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

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

- 45.6. 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.
- 45.7. Each Committee member shall be indemnified by the Association from and against all liabilities including claims, actions, suits, demands, losses, damages, costs, expenses and proceedings arising out of or in connection with the discharge of their respective duties as a Committee member, unless attributable to either:-
- 45.7.1. The Committee member's dishonesty; or
 - 45.7.2. the wilful commission of any act known by the Committee member to be a breach of:-
 - i. the Rules; and
 - ii. the trust placed in them.
- 45.8. All Committee members shall be reimbursed for expenses incurred by them in or about the discharge of their respective duties.

46. PRESIDENT AND VICE-PRESIDENT

- 46.1. 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.
- 46.2. If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - 46.2.1. in the case of a General meeting—a Member elected by the other Members present; or
 - 46.2.2. in the case of a committee meeting—a Committee member elected by the other Committee members present.

47. SECRETARY

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

Example

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

- 47.2. The Secretary must—
 - 47.2.1. maintain the register of Members in accordance with rule 18; and
 - 47.2.2. keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
 - 47.2.3. 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
 - 47.2.4. perform any other duty or function imposed on the Secretary by these Rules.
- 47.3. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48. TREASURER

48.1. The Treasurer must—

48.1.1. receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

48.1.2. ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and

48.1.3. make any payments authorised by the Committee or by a General meeting of the Association from the Association's funds; and

48.1.4. ensure cheques are signed by at least 2 Committee members.

48.2. The Treasurer must—

48.2.1. ensure that the financial records of the Association are kept in accordance with the Act; and

48.2.2. coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual General meeting of the Association.

48.3. The Treasurer must ensure that at least one other Committee member has access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office**49. WHO IS ELIGIBLE TO BE A COMMITTEE MEMBER**

Committee members are elected at a General meeting and must be a Member who has been delegated by an Affiliated Project.

49.1.

(a) is 18 years or over;

50. POSITIONS TO BE DECLARED VACANT

50.1. This rule applies to—

50.1.1. the first annual General meeting of the Association after its incorporation; or

50.1.2. any subsequent annual General meeting of the Association, after the annual report and financial statements of the Association have been received.

50.2. The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

51. NOMINATIONS

51.1. Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

51.2. An eligible Member of the Association may—

51.2.1. nominate himself or herself; or

51.2.2. with the Member's consent, be nominated by another Member

51.2.3. nominate a member of an Affiliated project.

51.3. A Member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52. ELECTION OF PRESIDENT ETC.

52.1. At the annual General meeting, separate elections must be held for each of the following positions—

52.1.1. President;

52.1.2. Vice-President;

52.1.3. Secretary;

52.1.4. Treasurer.

52.2. If only one Member is nominated for the position, the Chairperson of the meeting must declare the Member elected to the position.

52.3. If more than one Member is nominated, a ballot must be held in accordance with rule 54.

52.4. On his or her election, the new President may take over as Chairperson of the meeting.

53. ELECTION OF ORDINARY MEMBERS

- 53.1. The annual General meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- 53.2. A single election may be held to fill all of those positions.
- 53.3. If the number of Members nominated for the position of ordinary Committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those Members to be elected to the position.
- 53.4. If the number of Members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54. BALLOT

- 54.1. 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.
- 54.2. The returning officer must not be a Member nominated for the position.
- 54.3. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 54.4. The returning officer must give a blank piece of paper to—
 - 54.4.1. each Member present in person; and
 - 54.4.2. 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.

- 54.5. 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.
- 54.6. If the ballot is for more than one position—
 - 54.6.1. the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

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- 54.6.2. the voter must not write the names of more candidates than the number to be elected.
- 54.7. Ballot papers that do not comply with subrule (6)(b) are not to be counted.
- 54.8. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 54.9. 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.
- 54.10. 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—
- 54.10.1. 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
- 54.10.2. with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

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

55. TERM OF OFFICE

- 55.1. Subject to subrule (3) and rule 56, a Committee member holds office until the positions of the Committee are declared vacant at the next annual General meeting.
- 55.2. A Committee member may be re-elected.
- 55.3. A General meeting of the Association may—
- 55.3.1. by special resolution remove a Committee member from office; and
- 55.3.2. elect an eligible Member of the Association to fill the vacant position in accordance with this Division.
- 55.4. 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.

- 55.5. The Secretary or the President may give a copy of the representations to each Member of the Association or, if they are not so given, the Member may require that they be read out at the meeting at which the special resolution is to be proposed.

56. VACATION OF OFFICE

- 56.1. A Committee member may resign from the Committee by written notice addressed to the Committee.

- 56.2. A person ceases to be a Committee member if he or she—

56.2.1. ceases to be a Member of the Association; or

56.2.2. fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or

56.2.3. 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 secretary if they do not reside in Australia.

57. FILLING CASUAL VACANCIES

- 57.1. The Committee may appoint an eligible Member of the Association to fill a position on the Committee that—

57.1.1. has become vacant under rule 56; or

57.1.2. was not filled by election at the last annual General meeting.

- 57.2. If the position of Secretary becomes vacant, the Committee must appoint a Member to the position within 14 days after the vacancy arises.

- 57.3. Rule 55 applies to any Committee member appointed by the Committee under subrule (1) or (2).

- 57.4. The Committee may continue to act despite any vacancy in its membership.

Division 4 – Meetings of Committee**58. MEETINGS OF COMMITTEE**

- 58.1. The Committee must meet at least 1 time in each year at the dates, times and places determined by the Committee.
- 58.2. 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.
- 58.3. Special committee meetings may be convened by the President or by any 4 members of the Committee.

59. NOTICE OF MEETINGS

- 59.1. Notice of each committee meeting must be given to each Committee member no later than 7 days before the date of the meeting.
- 59.2. Notice may be given of more than one committee meeting at the same time.
- 59.3. The notice must state the date, time and place of the meeting.
- 59.4. If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 59.5. The only business that may be conducted at the meeting is the business for which the meeting is convened.

60. URGENT MEETINGS

- 60.1. In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Committee member by the quickest means practicable.
- 60.2. Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 60.3. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61. PROCEDURE AND ORDER OF BUSINESS

- 61.1. The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- 61.2. The order of business may be determined by the Members present at the meeting.

62. USE OF TECHNOLOGY

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

63. QUORUM

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

64. VOTING

- 64.1. On any question arising at a committee meeting, each Committee member present at the meeting has one vote.
- 64.2. A motion is carried if a majority of Committee members present at the meeting vote in favour of the motion.

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- 64.3. 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.
 - 64.4. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
 - 64.5. Voting by proxy is not permitted.

65. CONFLICT OF INTEREST

- 65.1. 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.
- 65.2. The member—
 - 65.2.1. must not be present while the matter is being considered at the meeting; and
 - 65.2.2. 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.

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

66. MINUTES OF MEETING

- 66.1. The Committee must ensure that minutes are taken and kept of each committee meeting.
- 66.2. The minutes must record the following—
 - 66.2.1. the names of the members in attendance at the meeting;
 - 66.2.2. the business considered at the meeting;

66.2.3. any resolution on which a vote is taken and the result of the vote;

66.2.4. any material personal interest disclosed under rule 65.

67. LEAVE OF ABSENCE

67.1. The Committee may grant a Committee member leave of absence from committee meetings for a period not exceeding three (3) months.

67.2. 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

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

68.2. An annual capitation fee is payable by each Affiliated Project to the Association.

68.3. The capitation fee shall be determined to make adequate provision for:-

- a) administrative expenses;
- b) printing and distribution of newsletters;
- c) Association Internet presence and email distribution: and
- d) the fulfilment of the objects of the Association.

68.4. The full capitation fee for any Affiliated Project shall be fixed by resolution of the Committee in General meeting.

68.5. Each Affiliated Project shall pay the full capitation fee on behalf of all of its members who are Associate Members and liable for an annual subscription that is greater than the capitation fee or a minimum amount determined by the General meeting.

Note: the initial minimum amount is \$29.00

68.6. Each Affiliated Project shall ensure that an annual subscription is levied on its non-Honorary members, being not less than the capitation fee payable to the Association in respect of Associate Members who are also members of that Affiliated Project for the current Financial Year. Note: no capitation fee is due for Honorary Members.

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- 68.7. Each Affiliated Project shall ensure that where a member of an Affiliated Project (other than an Honorary Member) is a member of more than one Affiliated Project, that member is required to pay only one annual subscription as a Associate Member in any Financial Year. Each Affiliated Project shall pay a lesser capitation fee on behalf of its members who are liable to pay the annual subscription as multiple Members.
- 68.8. Such annual subscription payable shall be the highest of those levied by the Affiliated Projects of which he or she is a member.
- 68.9. Such annual subscription payable shall be paid to the relevant Affiliated Project which levies the highest annual subscription, except where the relevant Affiliated Projects levy the same subscriptions, in which case the subscription shall be paid to the Affiliated Project which the member joined first.
- 68.10. Where a member of an Affiliated Project (other than an Honorary Member of an Affiliated Project) is a member of more than one Affiliated Project, only one capitation fee shall be payable to the Association. The balance of the annual subscription shall be divided between the relevant Affiliated Projects in direct proportions as their annual subscriptions bear to each other.
- 68.11. Each annual subscription notice shall contain advice to the following effect:-
"If you are a member of more than one Affiliated Project then you are only obliged to pay one annual subscription in respect of your membership of those Affiliated Projects. That annual subscription must be paid to the Affiliated Project which levies the highest subscription unless a collector has been appointed. Your right to have the annual subscriptions other than the highest annual subscription waived is conditional upon you forwarding to the Treasurer of the Association a notice setting out the following details:-
i. the clubs of which you are a member;
ii. the nature of your membership with each Affiliated Project;
iii. the annual subscription charged by each Affiliated Project of which you are a member".
- 68.12. Each Affiliated Project must ensure that a Multiple Associate who pays the highest annual subscription in accordance with the immediately preceding clause shall be deemed to be financial in respect of all the Affiliated Projects of which such Multiple Associate is a member even if one or other of the Affiliated Projects has not received its share of the annual subscription paid by the Multiple Associate.

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- 68.13. The collecting agent must distribute the share of the annual subscription not later than 1 May each year or such a date as agreed by the committee from time to time.
- 68.14. The Association may appoint a collector of annual subscriptions from Multiple Associates and payment to the appointed collector shall be equivalent to payment to the Affiliated Project which levies the highest subscription.
- 68.15. Each Affiliated Project shall pay its relevant capitation fee to the Treasurer not later than the first day of May each year.
- 68.16. In the event that the same is not paid within 21 days from such due date a surcharge of 2.5% per month shall be payable for each calendar month or part thereof that the payment remains outstanding.
- 68.17. An Affiliated Project which has not paid its relevant Capitation Fee shall not be entitled to have its Delegates attend or vote at any General meeting of the Council except where any such Delegate holds office as:
- a) President;
 - b) Vice President;
 - c) Secretary;
 - d) Treasurer; or
 - e) immediate past President.
- 68.18. All members of an Affiliated Project shall be deemed to be liable to pay a full annual - subscription unless the Affiliated Project provides to the Treasurer at the time of making the payment of the capitation fee details of:-
- a) each member who is not so liable; and
 - b) the basis upon which such member is exempt.
- 68.19. The funds of the Association shall be derived from entrance fees, capitation fees, donations and such other sources as the Council determines.
- 68.20. Each Affiliated Project shall at the annual General meeting of the Council furnish to:-
- a) the Secretary and;
 - b) each other Affiliated Project,
- a copy of its most current list of the names and addresses of its members and the following items, which, where relevant, have been presented to and approved by the members of the Affiliated Project in General meeting:-
- i. Affiliated Project's Chairman's Report;

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- ii. Statement of Income and Expenditure; and
 - iii. Balance Sheet

for the Affiliated Project's last financial year prior to the Council Meeting.

c) Each Affiliated Project shall furnish to the Secretary within 7 days of written request a list of the names and addresses of its members as at that time, indicating thereon:-

- i. members who are financial as at the date the list is forwarded to the Secretary.
- ii. any other members and their status; and
- iii. any members who have died, resigned or become inactive since the last annual General meeting of the Council.

68.21. No such list shall be permitted to be circulated for any commercial purpose.

69. MANAGEMENT OF FUNDS

69.1. The Association must open one or more accounts with one or more financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

69.2. Subject to any restrictions imposed by a General meeting of the Association, the Committee may approve expenditure on behalf of the Association.

69.3. The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

69.4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) Committee members and electronic funds transfers made with the written/electronic authority of two (2) Committee members.

69.5. All funds of the Association must be deposited into the financial account of the Association within five (5) working days after receipt.

69.6. 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. FINANCIAL RECORDS

- 70.1. The Association must keep financial records that—
 - 70.1.1. correctly record and explain its transactions, financial position and performance; and
 - 70.1.2. enable financial statements to be prepared as required by the Act.
- 70.2. The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 70.3. The Treasurer must keep in his or her custody, or under his or her control—
 - 70.3.1. the financial records for the current financial year; and
 - 70.3.2. any other financial records as authorised by the Committee.

71. FINANCIAL STATEMENTS

- 71.1. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 71.2. Without limiting subrule (1), those requirements include—
 - 71.2.1. the preparation of the financial statements;
 - 71.2.2. if required, the review or auditing of the financial statements;
 - 71.2.3. the certification of the financial statements by the Committee;
 - 71.2.4. the submission of the financial statements to the annual General meeting of the Association;
 - 71.2.5. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS**72. COMMON SEAL**

- 72.1. The Association may have a common seal.
- 72.2. If the Association has a common seal—

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- 72.2.1. the name of the Association must appear in legible characters on the common seal;
 - 72.2.2. 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;
 - 72.2.3. the common seal must be kept in the custody of the Secretary.

73. REGISTERED ADDRESS

The registered address of the Association is—

- (a) PO Box 139 Balwyn Vic 3103.
- (b) the address determined from time to time by resolution of the Committee; or
- (c) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

74. NOTICE REQUIREMENTS

- 74.1. Any notice required to be given to a Member or a Committee member under these Rules may be given—
 - 74.1.1. by handing the notice to the Member personally; or
 - 74.1.2. by sending it by post to the Member at the address recorded for the Member on the register of Members; or
 - 74.1.3. by email or facsimile transmission.
- 74.2. Subrule (1) does not apply to notice given under rule 60.
- 74.3. Any notice required to be given to the Association or the Committee may be given—
 - 74.3.1. by handing the notice to a member of the Committee; or
 - 74.3.2. by sending the notice by post to the registered address; or
 - 74.3.3. by leaving the notice at the registered address; or
 - 74.3.4. if the Committee determines that it is appropriate in the circumstances—

-
- (a) by email to the email address of the Association or the Secretary; or
 - (b) by facsimile transmission to the facsimile number of the Association.

75. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

75.1. Members may on request inspect free of charge—

75.1.1. the register of Members;

75.1.2. the minutes of General meetings;

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

Note

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

75.2. 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.

75.3. The Committee must on request make copies of these rules available to Members and applicants for membership free of charge.

75.4. 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.

75.5. 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.

76. PRIORITY OF RIGHTS

76.1. The facilities of an Affiliated Project shall be made available to the Members (and Associate Members), in the following order of preference:-

- a) priority booking rights shall be given in this order:-
- i. all financial Members and Associate members who are members of that Affiliated Project.
 - ii. all Members and Associated members of other Affiliated Projects
 - iii. The spouse or children of an Associated Member of that Affiliated Project
 - iv. Non-member guests accompanied by a member
 - v. Non-member guests authorised by the Affiliated Project committee
 - vi. the President.

77. RECIPROCAL TARIFFS

77.1. Each Affiliated Project shall have the exclusive right to set the tariff that it charges for the benefits that it provides to its own members.

77.2. No Affiliated Project ("**the host**") shall charge an Associate member who is a member of another Affiliated Project, a rate greater than the rate which the host charges its own members plus 20% of that highest rate (or such percentage as determined by the Committee from time to time).

78. AAC WEEK

78.1. At each annual General meeting, the Council may designate one (1) week during the forthcoming ski season as being "**AAC Week**".

78.2. During AAC Week, each Member or Associate member who is entitled to first priority booking rights at the Affiliated Project to which they are member shall be entitled to:-

- a) first priority booking rights at all Affiliated Projects;
- b) any benefits provided by any other Affiliated Project to which they are not a member at the same rate which the Affiliated Project charges its own members.

-
- 78.3. For the duration of AAC Week, the President shall be invited to attend as a guest of honour, and the rate shall be borne by the Association.

79. AAC RACE

- 79.1. At each annual General meeting, the Committee shall designate an Affiliated Project or other legal entity, to host an inter-Affiliated Projects race meeting to compete for the "Roslyn Wesche Memorial Trophy".
- 79.2. The inter-Affiliated Projects race meeting shall be conducted:-
- a) under such rules as are from time to time prescribed or accepted by the Council; and
 - b) on a weekend determined by the Council.

80. WINDING UP AND CANCELLATION

- 80.1. The Association may be wound up voluntarily by special resolution.
- 80.2. That upon dissolution of the AAC, the AAC net assets shall be distributed to the projects based on the capitation contribution over the last 10 years as a percentage of the net assets and the Registrar approves any such distribution pursuant to the Act.
- 80.3. Subject to subrule 80.2, the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body/bodies that have similar purposes to the Association and which is not carried on for the profit or gain of its individual Members.
- 80.4. The body/bodies to which the surplus assets are to be given must be decided by special resolution.

81. 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.

DATED

2016

RULES FOR AUSTRALIAN ALPINE CLUB INC. A0038321X

RULES FOR AUSTRALIAN ALPINE CLUB INC. [A0038321X]

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