

---

# Rules of the Victorian Planning and Environmental Law Association

---



**Arnold Bloch Leibler**

Level 21, 333 Collins Street  
Melbourne Victoria 3000 Australia

Level 24, Chifley Tower, 2 Chifley Square  
Sydney NSW 2000 Australia

# Rules of the Victorian Planning and Environmental Law Association

## Table of Contents

<b>1</b>	<b>Name</b>	<b>3</b>
<b>2</b>	<b>Definitions and interpretation</b>	<b>3</b>
2.1	Definitions	3
2.2	Words and expressions	4
2.3	Model rules	5
<b>3</b>	<b>Naming</b>	<b>5</b>
<b>4</b>	<b>Purposes</b>	<b>6</b>
4.1	Principal purposes	6
4.2	Ancillary purposes	6
4.3	No profit or gain to Members	7
<b>5</b>	<b>Powers</b>	<b>7</b>
<b>6</b>	<b>Alteration of Rules</b>	<b>8</b>
<b>7</b>	<b>Membership</b>	<b>8</b>
7.1	Minimum number	8
7.2	Classes of Membership	8
7.3	Application for Membership	9
<b>8</b>	<b>Entrance fee and annual subscription</b>	<b>10</b>
<b>9</b>	<b>Rights of members</b>	<b>10</b>
9.1	Privileges of Membership	10
9.2	Rights not transferable	10
9.3	Student Member and Honorary Member	10
<b>10</b>	<b>Register of Members</b>	<b>11</b>
<b>11</b>	<b>Default by members</b>	<b>11</b>
<b>12</b>	<b>Ceasing Membership</b>	<b>12</b>
<b>13</b>	<b>Discipline, suspension and expulsion of Members</b>	<b>12</b>
<b>14</b>	<b>Disputes and mediation</b>	<b>13</b>
<b>15</b>	<b>Annual general meeting</b>	<b>15</b>
<b>16</b>	<b>Special general meeting</b>	<b>15</b>
<b>17</b>	<b>Special business</b>	<b>16</b>
<b>18</b>	<b>Notice of meeting</b>	<b>16</b>
<b>19</b>	<b>Proceedings at General Meetings</b>	<b>17</b>
<b>20</b>	<b>Committee of management</b>	<b>18</b>
<b>21</b>	<b>Election of Committee Members</b>	<b>19</b>
<b>22</b>	<b>Powers and duties of Committee</b>	<b>20</b>
22.1	Management of the Association	20
22.2	Specific powers	21

22.3	Duties under the Act	21
22.4	Disclosure of interests	21
22.5	Conflict of interest	21
22.6	Voting if Committee Member has an interest	22
22.7	Obligation of secrecy	22
<b>23</b>	<b>Delegation of Committee's powers</b>	<b>23</b>
23.1	Power to delegate	23
23.2	Terms of delegation	23
23.3	Delegate to comply with directions	23
23.4	Committee may revoke delegation	23
<b>24</b>	<b>Proceedings of Committee</b>	<b>23</b>
<b>25</b>	<b>Removal of Committee Member</b>	<b>24</b>
<b>26</b>	<b>Secretary</b>	<b>25</b>
26.2	Duties under the Act and Rules	25
26.3	Cessation of appointment	25
26.4	Delegation of Secretarial duties	25
<b>27</b>	<b>Minutes of meetings</b>	<b>26</b>
<b>28</b>	<b>By-laws</b>	<b>27</b>
<b>29</b>	<b>Funds</b>	<b>27</b>
<b>30</b>	<b>Cheques</b>	<b>27</b>
<b>31</b>	<b>Seal and execution of documents</b>	<b>27</b>
<b>32</b>	<b>Financial statements</b>	<b>28</b>
32.1	Obligations	28
32.2	Review or audit	28
<b>33</b>	<b>Notices</b>	<b>28</b>
33.1	Method	28
33.2	Receipt	28
33.3	Evidence of service	29
<b>34</b>	<b>Winding up and cancellation</b>	<b>29</b>
<b>35</b>	<b>Custody and inspection of books and records</b>	<b>29</b>
<b>36</b>	<b>Indemnity and insurance</b>	<b>29</b>

# Rules of the Victorian Planning and Environmental Law Association

## 1 Name

---

The name of the incorporated association is the **Victorian Planning And Environmental Law Association** (in these Rules called “**the Association**”).

## 2 Definitions and interpretation

---

### 2.1 Definitions

In these Rules, unless the context otherwise requires:

---

<b>Act</b>	means the <i>Associations Incorporation Reform Act 2012</i> .
<b>Chairperson</b>	of a General Meeting or Committee meeting, means the person chairing the meeting as required under these Rules.
<b>Commissioner</b>	means the Commissioner of Taxation, a second Commissioner of Taxation or a Deputy Commissioner of Taxation or other delegate of the Commissioner of Taxation for the purposes of the Tax Act.
<b>Committee</b>	means the committee of, or other body having management of, the Association established under Rule 20.
<b>Committee Member</b>	means a member of the Committee elected or appointed under Rules 20 or 21.
<b>Fellow</b>	means a person with at least 15 years suitable experience who has been nominated in writing by either of two Fellows or Committee Members on the basis of significant contributions to the Association and who is approved by the Committee.
<b>Financial Year</b>	means each period of 12 months ending on 30 June provided that the first Financial Year shall be the period commencing on the date of incorporation of the Association and terminating on the next ensuing 30 June.
<b>Fully Qualified Members</b>	means a person who, in the opinion of the Committee, holds suitable academic qualifications or professional experience to warrant admission.
<b>General Meeting</b>	means a general meeting of Members convened in accordance with Rule 18 and includes an annual general meeting and a special general meeting.

---

<b>GST</b>	has the meaning given to that term by section 195-1 of the GST Act.
<b>GST Act</b>	means <i>A New Tax System (Goods and Services Tax) Act 1999</i> .
<b>Honorary Member</b>	means a person nominated by the President and two Committee Members and who has made or is likely to make a significant contribution to the advancement of the Association and who is approved by the Committee.
<b>Life Member</b>	means a person who has been nominated in writing by two Life Members, Fellows, or Committee Members and who has made an outstanding contribution to the activities of the Association and who is approved by the Committee.
<b>Member</b>	means each person who is recorded as a Member in the register of members.
<b>Membership</b>	means the contractual right of a person to membership of the Association.
<b>President</b>	means the person elected in accordance with Rule 20.2.
<b>Regulations</b>	means regulations under the Act.
<b>Relevant Documents</b>	has the meaning given by the Act.
<b>Secretary</b>	means the person elected or appointed in accordance with either Rule 20.2 or Rule 26 to perform the duties of a secretary of the Association.
<b>Security Interest</b>	means any mortgage, lien, charge (whether fixed or floating), bill of sale, caveat, pledge, claim, trust arrangement, preferential right, right of set-off, title retention or other form of encumbrance and includes any “security interest” within the meaning of section 12 of the <i>Personal Property Securities Act 2009</i> (Cth).
<b>Student Member</b>	means a person who is in either full-time or part-time study in an educational course which, upon completion, would make the person eligible to be a Fully Qualified Member.
<b>Tax Act</b>	means the <i>Income Tax Assessment Act 1997</i> (Cth).
<b>Treasurer</b>	means the person elected in accordance with Rule 20.2.
<b>Vice-President</b>	means the person elected in accordance with Rule 20.2.
<b>Young Professional Member</b>	means a person who joins the Association within five years of obtaining suitable academic qualifications to make the person eligible to be a Fully Qualified Member.

## 2.2 Words and expressions

In these Rules, unless the context requires otherwise:

- (a) a reference to these Rules and any other document or agreement includes a reference to these Rules or that document or agreement as amended, novated, supplemented, varied or replaced from time to time and includes rules, regulations and by-laws made thereunder;
- (b) a reference to any legislation or to any provision of any legislation includes:
  - (i) any modification or re-enactment of the legislation;
  - (ii) any legislative provision substituted for, and all legislation, statutory instruments and regulations issued under, the legislation or provision; and
  - (iii) where relevant, corresponding legislation in any Australian State or Territory;
- (c) a reference to “\$”, “A\$” or “dollar” is a reference to Australian currency;
- (d) the singular means the plural and vice versa;
- (e) words denoting any gender include all genders;
- (f) words and expressions denoting natural persons include bodies corporate, partnerships, associations, institutions, firms, bodies and entities (whether incorporated or not), governments and governmental authorities and agencies and vice versa;
- (g) headings are for convenience and do not affect interpretation;
- (h) a reference to these Rules includes any schedules or annexures; and
- (i) words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* and the Act as in force from time to time unless otherwise defined in these Rules.

### 2.3 Model rules

To the extent permitted by law, the model rules contained in the Act do not apply to the Association.

## 3 Naming

---

The name of the incorporated association is VICTORIAN PLANNING AND ENVIRONMENTAL LAW ASSOCIATION INCORPORATED (in these Rules called the **Association**). Unless the Committee otherwise resolves, the registered address of the Association will be the office of the Association.

## 4 Purposes

---

### 4.1 Principal purposes

The objects of the Association are to:

- (a) advance public knowledge and understanding of:
  - (i) policy, law and practice in the fields of planning and environment;
  - (ii) the practices of public authorities administering planning and environment policy and laws;
  - (iii) the development of policy in relation to planning and environment matters; and
  - (iv) the attitude of governments to the fields of planning and environment;
- (b) advance education in the fields of planning and environment policy, law and practice;
- (c) encourage and facilitate the study of planning and environment policy, law and practice;
- (d) encourage research into the reform of planning and environment policy, law and practice; and
- (e) disseminate information concerning the work of the Association.

### 4.2 Ancillary purposes

To achieve the principal purposes set out in Rule 4.1, the Association may, among other things:

- (a) conduct public programs including education programs, social and community programs and research programs;
- (b) disseminate information relating to education and community programs and to produce, edit, publish, issue, sell, circulate and preserve such papers, periodicals, books, circulars and other literary matters as are conducive to these objects;
- (c) establish and maintain relationships and close communications with corporations, entities, associations, foundations, institutions, organisations and groups including Federal, State and Local Government instrumentalities, authorities and professionals that may have related interests to the Association and utilise their resources and facilities to provide and achieve the purposes of the Association;
- (d) seek and co-ordinate funding from Federal, State and Local Government and the private sector in the form of grants, gifts, donations and bequests committed to the purposes of the Association;
- (e) encourage and promote and generally to create greater community awareness in the knowledge and understanding of the purposes of the Association;

- (f) provide or attract funds for the facilitation of any of the purposes of the Association;
- (g) do all such other things as are incidental or conducive to the attainment of the purposes and aims of the Association.

The purposes of the Association will be pursued principally in Australia.

### **4.3 No profit or gain to Members**

- (a) The Association will not be carried on for the purpose of profit or gain to its Members and the income and property of the Association, however and wherever derived, will be applied solely towards the promotion of the purposes of the Association.
- (b) No portion of the income or property of the Association will be paid or transferred, directly or indirectly, to the Members of the Association but nothing contained in these Rules will prevent the payment in good faith of remuneration to any officers or servants of the Association or to any Member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business.

## **5 Powers**

---

- 5.1 The Association has, subject to the Act, power to do all things necessary or convenient to be done for, or in connection with, the attainment of its purposes.
- 5.2 Without limiting the generality of Rule 5.1, the Association has all the rights, powers and privileges and the legal capacity provided under the Act including, but not limited to, the powers to:
  - (a) accept gifts, devises, bequests or assignments made to the Association, whether on trust or otherwise, and whether unconditionally or subject to a condition and, if a gift, devise, bequest or assignment is accepted by the Association on trust or subject to a condition, to act as trustee or to comply with the condition, as the case may be;
  - (b) make available (whether in writing or in any other form and whether by sale or otherwise) information relating to the Association and its functions;
  - (c) occupy, use and control any land or building owned or held under lease by any other person made available to the Association;
  - (d) acquire, hold and dispose of real and personal property;
  - (e) lease the whole or any part of any land or building for the purposes of the Association;
  - (f) occupy, use and control any other land or building owned or held under lease by any other person and made available to the Association;
  - (g) enter into contracts;

- (h) erect buildings;
- (i) employ managers and other staff to implement the purposes of the Association and pay such fees, salaries, emoluments and expenses as the Committee considers reasonable to such persons;
- (j) purchase or take on hire, or to accept as a gift or on deposit or loan, and to dispose of or otherwise deal with furnishings, equipment and other goods;
- (k) act as trustee of moneys or other property vested in the Association on trust; and
- (l) do anything incidental to any of the Association's purposes.

5.3 Notwithstanding anything contained in these Rules, any money or other property held by the Association for the Association on trust or accepted by the Association for the Association subject to a condition, will not be dealt with except in accordance with the obligations of the Association as trustee or as the person who has accepted the money or other property subject to the condition, as the case may be.

## 6 Alteration of Rules

---

These Rules shall not be altered except in accordance with the Act.

## 7 Membership

---

### 7.1 Minimum number

- (a) Subject to these Rules and the Act, there must be at least five Members.
- (b) The Committee may, from time to time, prescribe a maximum number of Members.

### 7.2 Classes of Membership

- (a) The Committee shall have the right at any time and from time to time to establish different classes of membership and may prescribe the qualifications, rights and privileges of persons admitted to membership in, or transferred into, such classes of membership.
- (b) Membership of the Association shall comprise:
  - (i) Fully Qualified Members;
  - (ii) Student Members;
  - (iii) Young Professional Members;
  - (iv) Life Members;
  - (v) Fellows;

- (vi) Honorary Members; and
- (vii) such other classification of Membership as may be established by the Committee, from time to time.

### 7.3 Application for Membership

- (a) A person who applies for and is approved for Membership as provided in these Rules is eligible to be a Member of the Association on payment of the entrance fee and annual subscription payable under these Rules.
- (b) A person who is not a Member of the Association at the time of the incorporation of the Association (or who was such a Member at that time but has ceased to be a Member) shall not be admitted to Membership unless:
  - (i) the person applies for Membership in accordance with Rule 7.3(c); and
  - (ii) the person's admission as a Member is approved by the Committee.
- (c) An application of a person for Membership of the Association must:
  - (i) be made in writing in the form as determined by the Committee, which may be an online form;
  - (ii) must be signed by the applicant or in the case of an online form, submitted by the applicant
  - (iii) be accompanied by the relevant fee being the applicable sum payable (if any) under these Rules as the entrance fee and the first year's annual subscription.
  - (iv)
- (d) A requirement for a signature of a person may be met by electronic signature in accordance with the Electronic Transactions (Victoria) Act 2000.
- (e) After the receipt of an application, the Secretary must refer the application to the Committee, no later than the next meeting of the Committee.
- (f) Upon an application being referred to the Committee, the Committee shall determine, in its absolute discretion, whether to approve or to reject the application.
- (g) Upon an application being approved by the Committee, the Secretary must, as soon as practicable:
  - (i) notify the applicant in writing that the applicant has been approved for Membership; and
- (h) The Secretary must, as soon as practicable after notice is given under Rule 7.3(g)(i) or if any amounts are payable under Rule 7.3(c)(iii), within 28 days after receipt of the amounts referred to in Rule 7.3(c)(iii), enter the applicant's name in the register of members.

- (i) An applicant for Membership becomes a Member and is entitled to exercise the rights of Membership when the applicant's name is entered into the register of members.
- (j) Upon an application being rejected by the Committee, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected. No reason need be given for the rejection of an application.

## **8 Entrance fee and annual subscription**

---

- 8.1 The entrance fee is the amount determined by the Committee when the Committee approves an application under Rule 7.3(f).
- 8.2 The annual subscription may be fixed at the annual general meeting and unless so fixed is the amount determined by the Committee, payable in advance on or before the commencement of the Financial Year, or as otherwise determined by the Committee.
- 8.3 The Committee is entitled to determine that different fees or subscriptions are payable in respect of any Membership and as between Members or that no fees or subscriptions are payable by one or more Members.
- 8.4 If the first year of Membership applicable to the person seeking admission to Membership is comprised of less than 365 days, the first year's fees or subscription payable by that person is to be apportioned according to the number of days remaining in that year of Membership.
- 8.5 All payments that are required to be made by a Member under these Rules (including but not limited to subscriptions) are inclusive of GST.

## **9 Rights of members**

---

### **9.1 Privileges of Membership**

- (a) Subject to these Rules, the Members are entitled to all the rights and privileges of Membership of the Association.
- (b) 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.

### **9.2 Rights not transferable**

A right, privilege, or obligation of a person by reason of the person's Membership:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of Membership whether by death or resignation or otherwise as set out in Rule 12.

### **9.3 Student Member and Honorary Member**

A Member who is a Student Member or an Honorary Member:

- (a) may not stand for election as Committee Member;
- (b) may not nominate candidates for election as Committee Member;
- (c) may not vote in an election of a Committee Member;
- (d) may not requisition a General Meeting;
- (e) may not call for a poll at a General Meeting; and
- (f) may not vote at an AGM.

## 10 Register of Members

---

- 10.1 The Secretary must keep and maintain a register of members containing:
- (a) the name and address of each Member;
  - (b) the email address last given by the member (if available);
  - (c) the date on which each Member's name was entered in the register;
  - (d) in the case of each former Member, the date of ceasing to be a Member; and
  - (e) any other information which the Committee considers necessary.
- 10.2 The register shall be available for inspection at a reasonable time, free of charge, by any Member upon request.
- 10.3 Subject to the Act, a Member may make a copy of entries in the register unless otherwise determined by the Committee.
- 10.4 The Secretary may restrict access to the personal information of a person recorded as a Member in accordance with the Act.

## 11 Default by members

---

- 11.1 If a Member fails to pay that Member's subscription, in whole or in part, in any year of Membership for more than 5 months after the due date for payment, the Secretary will give notice to that Member requiring payment of the subscription, or such part of the subscription which is payable and remains outstanding.
- 11.2 If any Member fails to pay that Member's subscription in accordance with Rule 11.1, or any part which is payable and remains outstanding for more than 2 months after service of the notice to the Member in accordance with Rule 11.1, the Member will automatically cease to be a Member pursuant to Rule 12 and the Secretary must notify that Member accordingly.

## 12 Ceasing Membership

---

- 12.1 A Member who has paid all moneys due and payable to the Association may resign as a Member by written notice to the Association or a Committee Member.
- 12.2 A Member ceases to be a Member on resignation, expulsion or death.
- 12.3 A Member is taken to have resigned if, 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.
- 12.4 The Secretary must record in the register of members the date on which the Member ceased to be a Member.

## 13 Discipline, suspension and expulsion of Members

---

- 13.1 Subject to these Rules and the Act, if the Committee is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Committee may by resolution:
- (a) suspend that Member from Membership of the Association for a specified period; or
  - (b) expel that Member from the Association.
- 13.2 A resolution of the Committee under Rule 13.1 does not take effect unless:
- (a) at a meeting held in accordance with Rule 13.3, the Committee confirms the resolution; and
  - (b) if the Member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.
- 13.3 A meeting of the Committee to confirm or revoke a resolution passed under Rule 13.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with Rule 13.4.
- 13.4 For the purposes of giving notice in accordance with Rule 13.3, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
- (a) setting out the resolution of the Committee and the grounds on which it is based; and
  - (b) stating that the Member, or the Member's representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
  - (c) stating the date, place and time of that meeting; and

- (d) informing the Member that the Member may give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
  - (e) informing the Member that, if at that meeting, the Committee confirms the resolution, the Member may not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.
- 13.5 At a meeting of the Committee to confirm or revoke a resolution passed under Rule 13.1, the Committee must:
- (a) give the Member, or the Member's representative, an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the Member; and
  - (c) determine whether to confirm or to revoke the resolution.
- 13.6 If at the meeting of the Committee, the Committee confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.
- 13.7 If the Secretary receives a notice under Rule 13.6, the Secretary must notify the Committee and the Committee must convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 13.8 At a General Meeting of the Association convened under Rule 13.7:
- (a) no business other than the question of the appeal shall be conducted; and
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the Member, or the Member's representative, must be given an opportunity to be heard; and
  - (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 13.9 If at the General Meeting:
- (a) two thirds of the Members vote in person in favour of the resolution - the resolution is confirmed; and
  - (b) in any other case - the resolution is revoked.

## 14 Disputes and mediation

---

- 14.1 The grievance procedure set out in this Rule 14 applies to disputes under these Rules between:
- (a) a Member and another Member; or

- (b) a Member and a Committee Member; or
  - (c) a Member and the Association.
- 14.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 14.3 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) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- 14.4 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 the Association - a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 14.5 A Member of the Association can be a mediator but must not be a person who has a personal interest in the dispute or is biased in favour of or against any party to the dispute.
- 14.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 14.7 The mediator, in conducting the mediation, must:
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties by 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.
- 14.8 The mediator must not determine the dispute.
- 14.9 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 15 Annual general meeting

---

- 15.1 Subject to the Act, the Committee must convene an annual general meeting within five months after the end of each Financial Year.
- 15.2 The Committee may determine the date, time and place of the annual general meeting of the Association.
- 15.3 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 15.4 To the extent applicable to the Association, the ordinary business of the annual general meeting shall be to:
- (a) confirm the minutes of the preceding annual general meeting and of any General Meeting held since that meeting;
  - (b) receive and consider the annual report of the Committee on the activities of the Association during the preceding Financial Year and the financial statements of the Association for the preceding Financial Year submitted by the Committee in accordance with the Act;
  - (c) announce the results of the election of the Committee Members.
- 15.5 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## 16 Special general meeting

---

- 16.1 In addition to the annual general meeting, any other General Meetings may be held in the same year.
- 16.2 All General Meetings other than the annual general meeting are special general meetings.
- 16.3 The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 16.4 If, but for this Rule, more than 15 months would elapse between annual general meetings, the Committee must convene a special general meeting before the expiration of that period.
- 16.5 The Committee must, on the request in writing of Members representing at least 5% of the total number of Members, convene a special general meeting of the Association.
- 16.6 The request for a special general meeting must:
- (a) be in writing;
  - (b) state the business to be considered at the meeting and any resolutions to be proposed;
  - (c) include the names, and be signed by, the Members requesting the meeting; and

- (d) be given to the Secretary.
- 16.7 If the Committee does not cause a special general meeting to be held within one month after the date on which the request is given to the Secretary, the Members making the request, or any of them, may convene a special general meeting to be held within 3 months after that date.
- 16.8 If a special general meeting is convened by Members in accordance with this Rule 16:
- (a) it must be convened in the same manner as far as possible as a meeting convened by the Committee;
  - (b) all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses; and
  - (c) may only consider the business stated in the request.

## 17 Special business

---

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under these Rules as ordinary business of the annual general meeting, is deemed to be special business.

## 18 Notice of meeting

---

- 18.1 The Secretary of the Association must give each Member at least 14 days' notice, or if a special resolution has been proposed at least 21 days' notice, of a General Meeting in accordance with Rule 18.2.
- 18.2 A notice of a General Meeting must:
- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate the meeting);
  - (b) state the general nature of the meeting's business; and
  - (c) if a special resolution is to be proposed at the meeting, specify the intention to propose the resolution as a special resolution and set out in full the proposed special resolution.
- 18.3 Notice may be sent in accordance with Rule 33, including:
- (a) by prepaid post to the address appearing in the register of members; or
  - (b) if the Member requests, by electronic transmission.
- 18.4 No business other than that set out in the notice convening the meeting shall be conducted at the meeting.

- 18.5 A Member intending to bring any business before a meeting may notify, in writing or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.
- 18.6 The failure or accidental omission to send notice of a General Meeting to, or the non-receipt of a notice by, any person entitled to notice does not invalidate the proceedings or any resolution passed at the meeting.
- 18.7 Subject to the Act, the Committee may at any time prior to the time at which a General Meeting is to be held, postpone or cancel any General Meeting or change the place of any General Meeting. Any such postponement, cancellation or change must be communicated to each Member and each other person to whom notice was given, in any manner permitted under Rule 32.

## 19 Proceedings at General Meetings

---

- 19.1 A General Meeting may be held and Members may take part by the use of technology that allows Members to clearly and simultaneously communicate with each other participating Member.
- 19.2 A Member participating in a General Meeting as permitted under Rule 19.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.
- 19.3 No business shall be conducted at any General Meeting unless a quorum of Members entitled under these Rules to vote is present.
- 19.4 Twenty Members present personally constitute a quorum for the conduct of the business of a General Meeting. Each Member present at a General Meeting may only be counted once toward a quorum.
- 19.5 If, within half an hour after the notified time for the commencement of a General Meeting, a quorum is not present:
- (a) in the case of a meeting convened by, or at the request of, Members - the meeting must be dissolved; and
  - (b) in any other case - the meeting must be adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson 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.
- 19.6 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 personally present (being not less than 10) shall be a quorum.
- 19.7 The President, or in the President's absence, a Vice President, shall preside as Chairperson at each General Meeting of the Association.
- 19.8 If the President and a Vice President are both absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as Chairperson.

- 19.9 The Chairperson of a General Meeting may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- 19.10 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 19.11 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 18.
- 19.12 Except as provided in Rule 19.11, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.
- 19.13 Subject to these Rules and any rights or restrictions imposed on any Member, every Member who is present at a General Meeting and entitled to vote, has one vote.
- 19.14 All votes must be given personally.
- 19.15 A resolution of Members must be passed by a majority of the votes cast by Members entitled to vote on the resolution unless otherwise required under the Act or these Rules.
- 19.16 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 19.17 A Member is not entitled to vote at any General Meeting unless all moneys due and payable by that Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current Financial Year.
- 19.18 If a question arising at a General Meeting of the Association is determined on a show of hands:
- (a) a declaration by the Chairperson that a resolution has been:
    - (i) carried; or
    - (ii) carried unanimously; or
    - (iii) carried by a particular majority; or
    - (iv) lost; and
  - (b) 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.

## 20 Committee of management

---

Subject to the Act, the Committee Members shall consist of up to 16 members each of whom shall be elected at the annual general meeting of the Association in each year.

- 20.2 The Committee will appoint, at the first Committee meeting following the annual general meeting, the following office bearers:

- (a) a President;
- (b) at least one and no more than two Vice-Presidents;
- (c) a Treasurer; and
- (d) Secretary.

20.3 In the event of a casual vacancy on the Committee:

- (a) if the office of President or Vice-President becomes vacant, the Committee may appoint another Committee Member who does not hold either of those offices, to the vacant office; and
- (b) in any other case, the Committee may appoint a Member of the Association to fill the vacancy and the Member appointed shall hold office, subject to these Rules, until the conclusion of the next annual general meeting following the date of the appointment,

and the person appointed may continue in office up to and including the conclusion of the next annual general meeting following the date of appointment.

20.4 Subject to Rule 26, if the office of Secretary becomes vacant, the Committee must appoint another person to the office of Secretary within 14 days after the vacancy occurs.

20.5 Subject to these Rules, each Committee Member:

- (a) shall hold office until the third annual general meeting following the date of their election (**Term**);
- (b) is eligible for re-election and may hold office for a maximum of three consecutive Terms, after which such person will be ineligible for re-election for the following Term, except as otherwise provided in clause 20.6.

20.6 A Committee Member may hold office for a fourth consecutive Term if such Committee Member is appointed as either President or Treasurer for the first time during their third Term by the Committee and is holding that office during the last year of their third Term.

## 21 Election of Committee Members

---

21.1 Not less than 42 days before the date of the annual general meeting, the Secretary must cause a notice to be given to all Members entitled to vote:

- (a) calling for nominations for election as Committee Members; and
- (b) advising that nominations are to be lodged with the Secretary no later than a specified date and time, being not less than 28 days before the date of the election; and
- (c) specifying that in the event that an election is necessary upon the number of nominations exceeding the number of vacancies to be filled on the Committee, the date and time for the lodgement of votes.

- 21.2 Nominations of candidates for election as Committee Members must be:
- (a) made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) be delivered to the Secretary not less than 28 days before the date fixed for the holding of the annual general meeting.
- 21.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 21.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 21.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 21.6 If a ballot is required, the ballot shall be conducted in such manner determined by the Committee.
- 21.7 The office of a Committee Member becomes vacant if the person:
- (a) resigns from office by written notice to the Committee; or
  - (b) dies; or
  - (c) is removed from office under Rule 25; or
  - (d) ceases to be a Member of the Association; or
  - (e) becomes an insolvent under administration within the meaning of the *Interpretation of Legislation Act 1984*; or
  - (f) becomes a represented person within the meaning of the *Guardianship and Administration Act 1986*.
- 21.8 All Committee Members and the Secretary cease to hold office if a statutory manager is appointed under the Act to conduct the affairs of the Association.

## 22 Powers and duties of Committee

---

### 22.1 Management of the Association

- (a) The affairs of the Association shall be controlled and managed by, and under the direction of, the Committee.
- (b) The Committee:
  - (i) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules or the

Act to be exercised by General Meetings of the Members of the Association;

- (ii) subject to these Rules, the Act and the Regulations, has 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; and
- (iii) shall perform all other duties imposed from time to time by resolution of Members at a General Meeting.

## **22.2 Specific powers**

Without limiting the generality of Rule 22.1, the Committee may exercise all the powers of the Association to:

- (a) borrow money;
- (b) invest money in accordance with any investment policies that may be established by resolution of the Committee;
- (c) grant Security Interests in relation to any of the Association's property or business to secure any debt, liability or obligation of the Association or any other person;
- (d) guarantee, indemnify or otherwise become liable for the payment of money or the performance of any obligation by or of any other person; and
- (e) pay out of the Association's funds all expenses of the promotion, formation and registration of the Association and the vesting in it of the assets acquired by the Association,

on any terms determined by the Committee.

## **22.3 Duties under the Act**

A Committee Member must comply with the Act and fulfil any duties prescribed in it.

## **22.4 Disclosure of interests**

If required by the Act, a Committee Member must disclose to the Committee any material personal interest the Committee Member has in a matter relating to the affairs of the Association. The Secretary must record details of any such disclosures in the minutes of the relevant Committee meeting.

## **22.5 Conflict of interest**

- (a) Except as provided in the Act or Rule 22.6, a Committee Member who has a material personal interest in a matter being considered at a Committee meeting:
  - (i) must disclose the nature and extent of that interest to the Committee;

- (ii) must not be present while the matter is being considered at the Committee meeting; and
  - (iii) must not vote on the relevant matter.
- (b) The Committee must keep a conflict of interest register.
- (c) The conflict of interest register must record the following—
- (i) the name and position of the member who has disclosed a material personal interest;
  - (ii) a description of the nature and extent of that interest;
  - (iii) a management plan documenting actions required to mitigate the conflict.

## 22.6 Voting if Committee Member has an interest

If a Committee Member discloses a material personal interest in a matter being considered at a Committee meeting but the interest is not one which requires disclosure under the Act or which prevents the Committee Member participating at the meeting while the matter is being considered:

- (a) the Committee Member may vote on matters that relate to the interest and may be counted towards a quorum;
- (b) any transactions that relate to the interest may proceed and the Committee Member may participate in the execution of any relevant document; and
- (c) if disclosure is made before the transaction is entered into:
  - (i) the Committee Member may retain benefits under the transaction; and
  - (ii) the Association cannot avoid the transaction merely because of the existence of the interest.

## 22.7 Obligation of secrecy

Every Committee Member and other agent or officer of the Association must:

- (a) keep the transactions and affairs of the Association confidential, except:
  - (i) to the extent necessary to enable the person to perform that person's duties to the Association;
  - (ii) as required by the Committee or the Members in General Meeting; and
  - (iii) as required by law; and
- (b) if requested by the Committee, sign a confidentiality undertaking consistent with this Rule 22.7.

## **23 Delegation of Committee's powers**

---

### **23.1 Power to delegate**

The Committee may delegate any of its powers to:

- (a) a subcommittee of its Members;
- (b) a Committee Member;
- (c) an employee or adviser of the Association; or
- (d) an agent or attorney,

with the exception of this power to delegate or any duty imposed on the Committee by the Act or any other law.

### **23.2 Terms of delegation**

A delegation of powers under Rule 23.1 may be made:

- (a) for a specified period or without specifying a period; and
- (b) on the terms (including the power to delegate further) and subject to any restrictions that the Committee determines.

A document of delegation may contain provisions for the protection and convenience of those who deal with the delegate that the Committee thinks appropriate.

### **23.3 Delegate to comply with directions**

A delegate under Rule 23.1 must exercise its powers subject to any direction from the Committee.

### **23.4 Committee may revoke delegation**

The Committee may revoke a delegation of its powers at any time.

## **24 Proceedings of Committee**

---

- 24.1 The Committee must meet at least six times in each year at the dates, times and places as the Committee may determine.
- 24.2 Special meetings of the Committee may be convened by the President or by any four Committee Members.
- 24.3 Written notice of each Committee meeting must be given to each Committee Member at least seven business days before the date of the meeting.

- 24.4 Written notice must be given to Committee Members of any special meeting specifying the general nature of the business to be conducted and no other business shall be conducted at such a meeting.
- 24.5 A Committee meeting may be held using any audio, audio-visual or other technology:
- (a) that enables the participating Committee Members to simultaneously hear each other and participate in discussion; or
  - (b) to which all Committee Members have consented.
- 24.6 A Committee Member participating in a Committee meeting as permitted under Rule 24.5 is taken to be present at the meeting and, if the Committee Member votes at the meeting, is taken to have voted in person.
- 24.7 Any six Committee Members constitute a quorum for the conduct of the business of a meeting of the Committee.
- 24.8 No business shall be conducted unless a quorum is present.
- 24.9 If within half an hour of the time appointed for the meeting a quorum is not present:
- (a) in the case of a special meeting - the meeting lapses;
  - (b) in any other case - the meeting shall stand adjourned to a place and at the time to be advised.
- 24.10 At meetings of the Committee:
- (a) the President or, in the President's absence, a Vice-President presides; or
  - (b) if the President and a Vice-President are both absent, or are unable to preside, the Committee Members present must choose one of their number to preside.
- 24.11 Resolutions arising at a meeting of the Committee, or of any meeting of any sub-committee appointed by the Committee, shall be decided by a majority of votes.
- 24.12 Each Committee Member present at a meeting of the Committee, or at a meeting 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 will not have a second or casting vote.
- 24.13 If in the opinion of the President, a matter for consideration of the Committee warrants consideration without convening a meeting, the matter may be dealt with by circulating a proposed resolution sent electronically to Committee Members. A proposed resolution circulated electronically must be passed by a majority of three quarters of the Committee Members eligible to vote.

## 25 Removal of Committee Member

---

- 25.1 The Association in General Meeting may, by special resolution:
- (a) remove a Committee Member before the expiration of that member's Term; and

- (b) appoint another Member in that Committee Member's place to hold office until the expiration of the Term of the Committee Member removed.
- 25.2 A Committee Member who is the subject of a proposed resolution referred to in Rule 25.1 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.
- 25.3 The Secretary or the President may give a copy of the representations to each Member of the Association or, if they are not given, the Committee Member may require that they be read out at the meeting.

## 26 Secretary

---

The appointment of a Secretary will be on the terms that the Committee determines.

### 26.2 Duties under the Act and Rules

The Secretary must perform the duties and functions required under the Act and these Rules.

### 26.3 Cessation of appointment

A person automatically ceases to be a Secretary if:

- (a) the person is not permitted by the Act to be a Secretary;
- (b) becomes an insolvent under administration within the meaning of the *Interpretation of Legislation Act 1984*; or
- (c) becomes a represented person within the meaning of the *Guardianship and Administration Act 1986*; or
- (d) the person resigns by written notice to the Committee; or
- (e) the person is removed from office by the Committee; or
- (f) the term for which the person was appointed expires.

### 26.4 Delegation of Secretarial duties

- (a) The Secretary may delegate any of its duties to:
  - (i) a subcommittee of Members;
  - (ii) a Committee Member;
  - (iii) a Member;
  - (iv) an employee or adviser of the Association; or
  - (v) an agent or attorney,

with the exception of this power to delegate or any duty imposed on the Secretary by the Act or any other law.

- (b) A delegation of powers under Rule 26.4 may be made:
  - (i) for a specified period or without specifying a period; and
  - (ii) on the terms (including the power to delegate further) and subject to any restrictions that the Secretary determines.
- (c) A document of delegation may contain provisions for the protection and convenience of those who deal with the delegate that the Secretary thinks appropriate.
- (d) A delegate under Rule 26.4 must exercise its powers subject to any direction from the Secretary.
- (e) The Secretary may revoke a delegation of its powers at any time.

## 27 Minutes of meetings

---

- (a) The Secretary must prepare and keep accurate minutes of:
  - (i) each General Meeting of Members and each Committee meeting;
  - (ii) the names of persons present at each Committee meeting;
  - (iii) any resolutions passed by Members at any General Meeting and any resolutions passed by members of the Committee;
  - (iv) any disclosures or notices of interests; and
  - (v) any other matters for which the Act requires minutes to be kept.
- (b) In accordance with and subject to the Act, the Association must ensure that the minutes of General Meetings of Members (including accounting records and financial statements) are available for inspection by Members without charge unless otherwise permitted under the Act.
- (c) A Member entitled to have access to minutes of General Meetings (including accounting records and financial statements) may ask the Association, in writing, for a copy of any minutes of General Meeting (including accounting records and financial statements).
- (d) A Member is not entitled to have access to, or to obtain copies of, any minutes of Committee meetings unless otherwise determined by the Committee either generally or in any particular case or unless otherwise required under the Act.

## 28 By-laws

---

The Committee may make by-laws relating to the conduct of the Association or other matters as appropriate. The by-laws are binding on Members in the same way as these Rules.

## 29 Funds

---

- 29.1 The Treasurer of the Association must:
- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) 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.
- 29.2 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, fundraising activities, interest, grants and such other sources approved by the Committee.

## 30 Cheques

---

- 30.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, including by electronic funds transfer, must be signed or otherwise authorised:
- (a) in accordance with the Committee's delegation policy, if any; or
  - (b) by any two Committee Members or two delegates of the Committee.
- 30.2 The Committee may authorise approved representatives to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit in a delegation policy without requiring approval from the Committee for each item on which the funds are expended.

## 31 Seal and execution of documents

---

- 31.1 The Association may have a common seal.
- 31.2 If the Association has a common seal, it shall be kept in the office of the Association on behalf of the Secretary.
- 31.3 The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two Committee Members or, if the Secretary is not a Committee Member, by one Committee Member and the Secretary.
- 31.4 If a document is not required at law to be executed under the common seal, it will be binding on the Association if signed by:

- (a) the persons referred to in Rule 31.3; or
- (b) by some other person or persons appointed by the Committee for that purpose in accordance with the Act.

## **32 Financial statements**

---

### **32.1 Obligations**

The Association must keep written financial records in accordance with the Act and prepare any statements required by the Act.

### **32.2 Review or audit**

The Committee must, if required under the Act, appoint an independent person to review the financial statements of the Association or appoint an auditor in accordance with the Act.

## **33 Notices**

---

### **33.1 Method**

A notice is properly given by the Association to a person if it is:

- (a) in writing signed on behalf of the Association; and
- (b) either:
  - (i) sent by post to that person's registered address or an alternative address nominated by that person; or
  - (ii) sent electronically to an electronic address nominated by that person.

### **33.2 Receipt**

A notice given in accordance with Rule 33.1 is taken as having been given and received:

- (a) if sent by prepaid post either:
  - (i) on the day on which the relevant postal service estimates delivery will occur; or
  - (ii) on the first day of the period during which the relevant postal service estimates delivery will occur,

based on the most recent estimate published by the relevant postal service as at the date on which the notice is sent.

- (b) if transmitted by email, on transmission; or

but if the delivery or transmission is not on a business day or is after 5.00 pm (recipient's time) on a business day, the notice is taken to be received at 9.00 am (recipient's time) on the next business day.

### **33.3 Evidence of service**

A certificate in writing signed by a Committee Member or, if the Secretary is not a Committee Member, the Secretary, that a notice was sent is conclusive evidence of service.

## **34 Winding up and cancellation**

---

- (a) The Association may be wound up voluntarily by special resolution.
- (b) On the winding up or cancellation of the Association, any surplus assets or property remaining, after satisfaction of all its debts and liabilities, will not be paid to or distributed among the Members but will be given or transferred to some other institution or institutions having objects or purposes similar to the purposes of the Association and whose constituent documents prohibit the distribution of its or their income, assets and property among its or their members, and which is exempt from income tax under the provisions of the Tax Act.
- (c) The body to which the surplus assets are to be given must be decided by special resolution.

## **35 Custody and inspection of books and records**

---

- 35.1 Except as otherwise provided in these Rules, the Association must keep custody and control of all books, documents and securities of the Association.
- 35.2 Except as otherwise provided in these Rules and the Act all financial records, books, securities, artifacts and any other Relevant Documents of the Association are held at the Association's office and are available for inspection free of charge to any Member on request.
- 35.3 A Member may make a copy of any accounts, books, securities and any other Relevant Documents of the Association.

## **36 Indemnity and insurance**

---

- 36.1 Subject to and to the maximum extent permitted under the Act, the Association:
  - (a) indemnifies each of its office holders; and
  - (b) may enter into and pay premiums on a contract insuring any of its office holders, against any liability incurred by an office holder in that capacity, including any legal costs incurred in defending an action for such a liability.

- 36.2 The indemnity in Rule 36.1 will continue notwithstanding that an office holder ceases to be an office holder of the Association.
- 36.3 For the avoidance of doubt:
- (a) the indemnity in Rule 36.1 does not apply so as to indemnify an officer from any liability for which the Association is prohibited from indemnifying the office holder under the Act; and
  - (b) the Association may not insure an office holder against any liability for which the Association is prohibited from indemnifying the office holder under the Act.