

AUSTRALIAN SOCIETY FOR SPORTS HISTORY INC

RULES

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1. *Name*

The name of the incorporated association is the Australian Society for Sports History Inc (in these Rules called **Association**).

2. *Definitions*

2.1 In these Rules, unless the contrary intention appears:

- (a) **Act** means the *Associations Incorporation Act 1981 (Vic)*;
- (b) **Appointed Director** means a member of the Board who is appointed by the Board under rule 23;
- (c) **Board** means the committee of management of the Association as defined in the Act;
- (d) **Chair** means that person elected as Chair of the Board under rule 24;
- (e) **Deputy Chair** means that person elected as Deputy Chair of the Board rule 24;
- (f) **Directors** means the members of the Board, comprising the Elected Directors and the Appointed Directors;
- (g) **Elected Director** means a member of the Board who is elected by the members under rule 21 or a Director appointed to fill a casual vacancy of such a Director under rule 22.4;
- (h) **financial year** means the year ending on 30 June;
- (i) **general meeting** means a general meeting of members convened in accordance with rule 12;
- (j) **member** means a member of the Association;
- (k) **Organisation** means a corporation, as that expression is defined in the *Corporations Act 2001*, and any other form of body corporate, whether or not incorporated, which the Board determines may be treated as an organisation for the purposes of being an organisational member of the Association;
- (l) **person** includes an Organisation unless the context demands otherwise;
- (m) **public officer** means that person appointed in accordance with the Act as the public officer of the Association;
- (n) **Regulations** means the regulations under the Act;
- (o) **relevant documents** has the same meaning as in the Act;
- (p) **Rules** means the rules of the Association as in force from time to time;

- (q) **special resolution** means a resolution where not less than three quarters of those members entitled to vote, vote in favour of the resolution.

3. *Alteration of the rules*

These Rules and the statement of purposes of the Association must not be altered except in by special resolution of the members of the Association.

4. *Membership, entry fees and subscription*

4.1 The members of the Association are those persons that:

- (a) are supportive of the purposes of the Association; and
- (b) are nominated for admission to a class of membership under these Rules;
- (c) comply with all relevant requirements of that class of membership pursuant to these Rules; and
- (d) are approved by the Board for admission to a class of membership, as provided in these Rules.

4.2 The classes of membership shall be:

- (a) individual membership, to which natural persons are eligible for admission;
- (b) organisational membership, to which Organisations are eligible for admission; and
- (c) life membership, to which:
 - (i) natural persons are eligible for admission;
 - (ii) persons designated as Fellows of the Association may be admitted by the Board in accordance with clauses 4.6.

4.3 Nominations for admission to membership of the Association must:

- (a) be made in writing in the form set out in Appendix 1;
- (b) be signed by the nominee; and
- (c) be lodged with the Secretary of the Association or such other person as nominated by the Board.

4.4 If an application for admission to membership has been lodged with the Secretary:

- (a) as soon as practicable after the receipt of the application, the Secretary must refer the application to the Board;
- (b) the Board, or its duly authorised delegate, must determine whether to approve or reject the application;

- (c) if the Board rejects the application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected;
 - (d) if the Board approves the application for membership, the Secretary must:
 - (i) as soon as practicable notify the applicant in writing of the approval for membership;
 - (ii) as soon as practicable request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription; and
 - (iii) within 28 days after receipt of the amounts referred to in rule 4.7, enter the applicant's name in the register of members.
- 4.5 An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- 4.6 The Board may:
- (a) bestow the title of Fellow of the Association on any person who, in the opinion of the Board meets the criteria determined by the Board from time to time to recognise a person that has made an outstanding contribution to the field of sports history, either in Australia or internationally;
 - (b) determine from time to time the entitlements of persons who are or have previously been designated as Fellows of the Association; and
 - (c) in the Board's discretion, admit a person who is or has been previously designated as a Fellow of the Association as a life member of the Association without requiring an application for membership which would otherwise be required by these Rules.
- 4.7 The entrance fee, if any, for each class of membership of the Association is the relevant amount set out in Appendix 4 or such other amount as may be determined from time to time by resolution of the Board.
- 4.8 The annual subscription fee for each class of membership of the Association is the relevant amount set out in Appendix 4 or such other amount as may be determined from time to time by resolution of the Board and is payable in advance on or before 1 July in each year.
- 4.9 Without limiting any other Rule the Board may determine differential entrance or annual subscription fees within each class of membership to provide concessional rates for various categories of persons, as reasonably determined from time to time by the Board, including by way of example:
- (a) full-time students engaged in secondary and tertiary education;
 - (b) unemployed or underemployed individuals; and
 - (c) retirees.

5. *Register of members*

- 5.1 The Secretary, or other duly authorised delegate of the Board, must keep and maintain a register of members containing:
- (a) the name, address and class of each member; and
 - (b) the date on which each member's name was entered in the register.
- 5.2 The register is available for inspection free of charge by any member upon request.

6. *Ceasing membership*

- 6.1 A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- 6.2 After the expiry of the period in the notice referred to in rule 6.1:
- (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

7. *Discipline, suspension and expulsion of members*

- 7.1 Subject to these Rules, if the Board 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 Board may by resolution:
- (a) fine that member an amount not exceeding \$500; or
 - (b) suspend that member from membership of the Association for a specified period; or
 - (c) expel that member from the Association.
- 7.2 A resolution of the Board under rule 7.1 does not take effect unless:
- (a) at a meeting held in accordance with rule 7.3, the Board 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.
- 7.3 A meeting of the Board to confirm or revoke a resolution passed under rule 7.1 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 7.4.
- 7.4 For the purposes of giving notice in accordance with rule 7.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice:

- (a) setting out the resolution of the Board and the grounds on which it is based; and
- (b) stating that the member, or his or her representative, may address the Board 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 he or she may do one or both of the following-
 - (i) attend that meeting;
 - (ii) give to the Board 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 Board confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

7.5 At a meeting of the Board to confirm or revoke a resolution passed under rule 7.1, the Board must:

- (a) give the member an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

7.6 If at the meeting of the Board, the Board confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

7.7 If the Secretary receives a notice under rule 7.6, he or she must notify the Board and the Board must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

7.8 At a general meeting of the Association convened under rule 7.7:

- (a) no business other than the question of the appeal may be conducted; and
- (b) the Board 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 his or her 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.

- 7.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. *Disputes and mediation*

- 8.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
- (a) a member and another member; or
 - (b) a member and the Association.
- 8.2 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.
- 8.3 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, hold a meeting in the presence of a mediator.
- 8.4 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 Board of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 8.5 A member of the Association can be a mediator.
- 8.6 The mediator cannot be a member who is a party to the dispute.
- 8.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8.8 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 of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8.9 The mediator must not determine the dispute.

- 8.10 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.

9. *Annual general meetings*

- 9.1 The Board may determine the date, time and place of the annual general meeting of the Association.
- 9.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 9.3 The ordinary business of the annual general meeting shall be-
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect the Board; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 9.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

10. *Special general meetings*

- 10.1 In addition to the annual general meeting, any other general meetings may be held in the same year.
- 10.2 All general meetings other than the annual general meeting are special general meetings.
- 10.3 The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 10.4 If, but for this rule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- 10.5 The Board must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- 10.6 The request for a special general meeting in rule 10.5 must:
- (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and

(c) be sent to the address of the Secretary.

10.7 If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

10.8 If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

10.9 No business other than that set out in the notice convening the meeting shall be transacted as the special general meeting.

11. *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 the rules as ordinary business of the annual general meeting, is deemed to be special business.

12. *Notice of general meetings*

12.1 The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

12.2 Notice may be sent:

(a) by prepaid post to the address appearing in the register of members; or

(b) by facsimile transmission or electronic transmission.

12.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

12.4 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.

13. *Quorum at general meetings*

13.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

13.2 Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

- 13.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
- (a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
 - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair 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.
- 13.4 If at the adjourned meeting the 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 3) shall be a quorum.

14. Presiding at general meetings

- 14.1 The Chair, or in the Chair's absence, the Deputy Chair, shall preside as chairperson at each general meeting of the Association.
- 14.2 If the Chair and the Deputy Chair are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as chairperson.

15. Adjournment of meetings

- 15.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 15.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 15.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- 15.4 Except as provided in rule 15.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. Voting at general meetings

- 16.1 Upon any question arising at a general meeting of the Association:
- (a) each member has one vote only; and
 - (b) each Organisational Member shall be entitled to appoint a natural person as its representative, by giving prior written notice to the Association, to attend the meeting and exercise the voting rights of the Organisational Member.
- 16.2 All votes must be given personally or by proxy.
- 16.3 In the case of an equality of voting on a question:
- (a) in the case of a vote on the election of a person as a Director under these Rules:

- (i) the chairperson of the meeting shall be entitled only to a primary vote;
 - (ii) the decision shall, on an equality of voting, be put to a second ballot; and
 - (ii) in the case of a further equality of votes, the question shall be determined by drawing lots;
 - (b) in all other cases, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 16.4 A member is not entitled to vote at a general meeting unless they are then in substantial compliance with all relevant requirements of their class of membership pursuant to these Rules including, for the avoidance of doubt, full payment of all amounts due and payable to the Association on or before the relevant date.

17. Poll at general meetings

- 17.1 A question arising at a general meeting shall be determined on a show of hands unless before or on the declaration of the show of hands, a poll is demanded.
- 17.2 If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 17.3 A poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the chairperson may direct.

18. Manner of determining whether resolution carried

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.

19. Proxies

- 19.1 Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 60 minutes before the time of the meeting in respect of which the proxy is appointed.
- 19.2 The notice appointing the proxy must be:
- (a) for a meeting of the Association convened under rule 7.7, in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.

20. Board

- 20.1 The Board:
- (a) shall control and manage the business and affairs of the Association; and
 - (b) 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 to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association including the delegation of powers to others by way of policy.
- 20.2 Subject to section 23 of the Act, the Board shall consist of not less than 4 and not more than 9 Directors comprising at least 4 and up to 7 Elected Directors and up to two Appointed Directors.

21. Process of election of Elected Directors

- 21.1 Nominations of candidates for election as an Elected Director of the Association must:
- (a) be 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);
 - (b) specify if the candidate is nominated for election as one of the 3 office bearers referred to in clause 25.1;
 - (c) be delivered to the Secretary of the Association not less than 24 hours before the date fixed for the holding of the annual general meeting.
- 21.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 21.3 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.

- 21.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 21.5 The ballot for the election of Elected Directors of the Board must be conducted at the annual general meeting in such manner as the Board may direct.

22. *Elected Directors*

- 22.1 Subject to these Rules, each Elected Director shall hold office for 2 years after which, at every second annual general meeting each Elected Director must retire from office .
- 22.2 Each retiring director shall be eligible for re-election provided that they are not disqualified by law or these Rules from being reappointed..
- 22.4 In the event of a casual vacancy occurring in the office of an Elected Director, including for the avoidance of doubt any of the office bearers referred to in clause 25.1:
- (a) the Board 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 term of the appointment; and
 - (b) in the event that the casual vacancy occurs in relation to an office bearer referred to in clause 25.1, the Board may appoint one of its existing members to fill that office and may fill the casual vacancy thereby arising in accordance with this clause 22.4.

23. *Appointment of Appointed Directors*

- 23.1 The Board may, in its discretion, and from time to time, appoint up to a maximum of 2 Directors (**Appointed Directors**) to serve at any one time, on the basis that they are persons whose background, skills and/or experience may be thought prudent or necessary to enhance the ability of the Board to better discharge its role and the legal duties and responsibilities of the Directors.
- 23.2 Each Director appointed under the previous rule shall serve for a term for a period of 2 years from the date of their appointment

24. *Chair*

- 24.1 The President shall preside as Chair at every meeting of the Board.
- 24.2 If the President is not present within 10 minutes of the time nominated for the meeting to start, those Board members who are present at the meeting shall select one of their number to chair the meeting.

25. *Office holders*

- 25.1 The office bearing positions on the Board shall comprise:
- (a) The President;
 - (b) The Secretary;
 - (c) The Treasurer;

- 25.2 The Association may, by ordinary resolution of its members, increase and/or decrease the maximum number of Directors.
- 25.3 The roles of the above office bearers are as follows:
- (a) The President shall preside at all meetings of the Association and of the Board.
 - (b) The Secretary shall be responsible for the keeping of minutes and records of the Association and such other roles as required by the Act to be carried out by the Secretary; and
 - (c) The Treasurer shall be a member of a finance committee (by whatever name may be approved from time to time by the Executive Board), which reports to the Executive Board, and is responsible for the oversight of the development of budgets and the monitoring of the financial position and management of the Association.

26. Vacancies

The office of Director of the Board, becomes vacant if the Director:

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (c) resigns from office by notice in writing addressed to the Board of the Association..

27. Meetings of the Board

- 27.1 The Board must meet at least 3 times in each year at such times as the Board may determine.
- 27.2 Special meetings of the Board may be convened by the Chair or by any 3 members of the Board.

28. Notice of Board meetings

- 28.1 Written notice of each Board meeting must be given to each member of the Board at least 2 business days before the date of the meeting.
- 28.2 Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

29. Quorum for Board meetings

- 29.1 A quorum for the conduct of the business of a meeting of the Board is a simple majority of the number of Directors then comprising the Board.
- 29.2 No business may be conducted unless a quorum is present.

- 29.3 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 the same place and the same time and day in the following week.
- 29.4 The Board may act notwithstanding any vacancy on the Board.
- 29.5 The Board may expressly delegate some of its powers to:
- (a) a subcommittee consisting of members or other persons considered appropriate by the Board; or
 - (b) an employee of the Association.
- 29.6 A subcommittee or employee may only exercise delegated powers in the way the Board decides.
- 29.7 A subcommittee may elect a chairperson of its meetings. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, those members of the subcommittee present may choose 1 of their number to be chairperson of the meeting.
- 29.8 A subcommittee may meet and adjourn as it considers appropriate.
- 29.9 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

30. Proxies at Board meetings

- 30.1 A Director may appoint another Director as their proxy to attend and vote in their place at a Board meeting.
- 30.2 The proxy must be appointed in writing, in the form from time to time required by the Board, and signed by the Director appointing the proxy.
- 30.3 If the document appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution, the proxy is not entitled to vote on the resolution except in the manner specified in the document.
- 30.4 A vote given in accordance with the terms of a proxy document is valid despite:
- (a) the death or unsoundness of mind of the appointor; or
 - (b) the revocation of the instrument or of the authority under which the instrument was executed,

except where the Secretary has been notified in writing of such event before the commencement of the meeting or adjourned meeting at which the proxy is used, in which case the proxy shall be deemed to be invalid.

- 30.5 For the avoidance of doubt, a Director holding a proxy for another Director/s shall only be counted as one person for the purpose of a quorum under rule 29.1.

31. *Voting at Board meetings*

- 31.1 Questions arising at a meeting of the Board, or at a meeting of any subcommittee appointed by the Board, shall be determined on a show of hands or, if a Director or any member of the subcommittee requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 31.2 Each Director present at a meeting of the Board, or at a meeting of any subcommittee appointed by the Board (including the person presiding at the meeting), is entitled to one vote, unless that person holds a proxy for another Director, in which case he or she shall be entitled to one vote per proxy and one vote for him or herself and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

32. *Removal of Director*

- 32.1 The Association in general meeting may, by resolution, remove any Director before the expiration of the Director's term of office and appoint another Director in his or her place to hold office until the expiration of the term of the first-mentioned Director.
- 32.2 A Director who is the subject of a proposed resolution referred to in rule 32.1 may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 32.3 The Secretary or the Chair 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.

33. *Minutes of meetings*

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at Board meetings.

34. *Public Officer and Executive Officers*

- 34.1 The Board shall ensure that at all times there is a natural person appointed to act as public officer as required by the Act.
- 34.2 The Board may employ any person to senior executive officer positions within the Association including:
- (a) an executive officer by whatever title the Board so chooses (**EO**); and
 - (b) such other senior executives as the Board sees fit,
- for the period and on the terms (including as to remuneration) the Board see fit.

- 34.2 The Board may, upon terms and conditions and with any restrictions they see fit, confer on an EO any of the powers that the Directors can exercise.
- 34.3 The Board may revoke or vary:
- (a) an appointment; or
 - (b) any of the powers conferred on an executive officer.
- 34.4 If the EO becomes incapable of acting in that capacity the Directors may appoint any other person, not being a Director, to act temporarily as EO.

35. Funds

- 35.1 The Board, either through a Finance subcommittee, a nominated Director or such employee/s 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.
- 35.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by:
- (a) two members of the Board; or
 - (b) one member of the Board and:
 - (i) any executive officer appointed by the Board; or
 - (ii) the public officer,
- provided that the signing of same falls within the Board's delegation.
- 35.3 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, bequests and such other sources as the Board determines.

36. Seal

- 36.1 The common seal of the Association must be kept in the custody of the Secretary.
- 36.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or one member of the Board and of the public officer of the Association.
- 36.3 Subject to 36.2, any other document which may be executed by a means which does not require affixing a seal may be executed by the CEO of the Association provided that the signing of same falls within the Board's delegation.

37. Notice to members

Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by:

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

38. *Winding up*

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

39. *Custody and inspection of books and records*

- 39.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 39.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

40. *Teleconference meeting of the Board*

- 40.1 For the purpose of these Rules the contemporaneous linking together by telephone, radio or other form of instantaneous audio or audio and visual communication of a number of Directors constituting not less than the quorum required for the purpose of these Rules whether or not one or more of the Directors is outside the Commonwealth of Australia shall be deemed to constitute a meeting of the Board and all the provisions of these Rules as to the meetings of the Board shall apply to such meeting so long as the conditions set out in rule 40.2 are met.
- 40.2 The conditions referred to in rule 40.1 are that:
 - (a) all the Directors for the time being entitled to receive notice of a meeting of the Board shall be entitled to notice of the meeting to be conducted by telephone, radio or other form of instantaneous audio or audio and visual communication;
 - (b) notice of any such meeting shall be given in accordance with rule 28;
 - (c) each of the Directors taking part in the meeting shall be linked by telephone, radio or other form of instantaneous audio or audio and visual communication and must throughout the meeting be able to hear each of the other Directors so taking part;

- (d) at the commencement of the meeting each Director must acknowledge his/her presence to all the other Directors taking part; and
 - (e) if the Secretary is not present at the meeting one of the Directors so present shall take minutes of the meeting.
- 40.3 A Director may not leave a meeting conducted pursuant to the rule 40 by disconnecting his or her telephone, radio or other form of communication unless he/she has previously obtained the express consent of the Chair of the meeting.
- 40.4 A Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone, radio or other form of instantaneous audio or audio and visual communication unless they have previously obtained the express consent of the Chair of the meeting to leave the meeting.
- 40.5 A minute of the proceedings at a meeting held by telephone, radio or instantaneous audio or audio and visual communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified on a correct minute by the Chair of the meeting or by the Deputy Chair if present at the meeting.

41. Chapters

- 41.1 The Board may by resolution recognise as a chapter of the Association (**Chapter**), any local Chapter in any district of the jurisdiction in which the Association is incorporated.
- 41.2 The Board has the power to:
- (a) draw up policies and directives for the governing of Chapters; and
 - (b) amend such policies and directives from time to time as it may think fit,
- provided that before exercising such power the Board shall notify any Chapters accordingly so that they may place before it any facts which they may think relevant.
- 41.3 Each Chapter shall:
- (a) be established and conducted strictly in accordance with relevant policies and directives of the Board as to the manner in which the Chapter (or Chapters generally) is to be conducted;
 - (b) ensure that its members will be bound by these Rules and by such regulations and guidelines made by the Board as are applicable to Chapters;
 - (d) report to the Board in the manner, from time to time required by the Board; and
 - (d) comply strictly with all lawful directions of the Board given to the relevant Chapter from time to time including, for the avoidance of doubt, a direction of the Board requiring the Chapter to separately incorporate or to disband.

APPENDIX 1

**APPLICATION FOR MEMBERSHIP OF
(NAME OF THE ASSOCIATION)**

I,....., ofdesire to become a
(*name and occupation*) (address)

member of
(*name of Association*)

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....
Signature of Applicant
Date

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF
ASSOCIATION CONVENED UNDER RULE 7.7**

I,.....
(*name*)

of
(*address*)

being a member of
(*name of Incorporated Association*)

appoint
(*name of proxy holder*)

of
(*address of proxy holder*)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at
the appeal to the general meeting of the Association convened under rule 7.7, to be held on-

.....
(*date of meeting*)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following
resolution (insert details of resolution passed under rule 7.1).

.....
Signed
Date

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I,
(*name*)

of
(*address*)

being a member of
(*name of Incorporated Association*)

appoint
(*name of proxy holder*)

of
(*address of proxy holder*)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on

.....
(*date of meeting*)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

.....
Signed
Date

* Delete if not applicable

APPENDIX 4

SCHEDULE OF FEES

<i>Fee</i>	<i>Amount</i>
Entrance fee	
Annual subscription fee	