Rules for Fencing Victoria Incorporated

(effective from 2024)

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Part 1 Preliminary[i]

1 Name

The name of the incorporated association is "Fencing Victoria Incorporated" (hereinafter referred to as “the Association”).

2 Purposes

2.1 The purposes of the Association are to:

(a) promote, encourage and control the sport of fencing in Victoria;

(b) facilitate the proper and adequate representation of and participation by Victorian fencers at Australian competitions and other international fencing events subject to the rules and statutes of the AFF;

(c) ensure the proper and adequate representation of the Association at such meetings where the Association deems it necessary;

(d) govern the conduct and control of fencing competitions in Victoria under the control of the Association;

(e) affiliate and or maintain affiliation with the AFF, VOC and other appropriate sporting bodies and to represent the interests of Victorian fencing thereon;

(f) maintain and improve the standard of fencing in Victoria;

(g) determine responses to questions submitted by the Advisory Council with regard to fencing, including but not limited to, state and/or interclub competitions; and

(h) make such rules and by-laws as necessary to further any one or more of the above purposes.

2.2 The Association will ensure that its purposes remain aligned with those of the AFF.

2.3 The Association will comply with its obligations as a member of the AFF.

3 Financial Year

The financial year of the Association is each period of 12 months ending on 31 December.

4 Definitions and Interpretation

4.1 In these Rules, unless the contrary intention appears:

Term	Definition
absolute majority	of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting)
Advisory Council	means the advisory body referred to in Division 1 of Part 6
AFF	means the Australian Fencing Federation Limited ACN 161 544 752
Affiliated Club	is a member referred to in rule 10.8
Associate member	is a member referred to in rule 10.5
Chairperson	of a general meeting or a committee meeting, means the person chairing the meeting as required under rule 47
Commission	means any commission established by the Association in accordance with rule 74
Committee	means the Committee having management of the business of the Association
committee meeting	means a meeting of the Committee held in accordance with these Rules
committee member	means a member of the Committee elected or appointed under Division 3 of Part 5
Delegate	means a representative appointed by an Affiliated Club under rule 72.1
Director of Communication	is the committee member who the Committee elects to the position of “Director of Communication” under rule 54.1 and whose obligations are outlined in rule 50
disciplinary appeal meeting	means a meeting of the members of the Association convened under rule 24.3
disciplinary meeting	means a meeting of the Committee convened for the purposes of rule 23
disciplinary subcommittee	means the subcommittee appointed under rule 21
External committee member	is a committee member who is appointed by the Committee in accordance with rule 55
Elected committee member	is a committee member who is nominated for and elected to office in accordance with these Rules

Term	Definition
FIE	means the Federation International d'Escrime
financial year	means the 12 month period specified in rule 3
general meeting	means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting
Individual member	is a member referred to in rule 10.4
Life member	is a member referred to in rule 10.6
member	means a member of the Association
member entitled to vote	means a member who under rule 15.2 is entitled to vote at a general meeting, and *members entitled to vote* has a corresponding meaning
person	includes a firm, company and individual
special resolution	means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution
the Act	means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act
the Registrar	means the Registrar of Incorporated Associations
Regulations	means the Association's rules, regulations, policies and procedures as prescribed and amended from time to time in accordance with rule 83
VOC	means the Victorian Olympic Council

4.2 In these Rules, unless the contrary intention appears:

(a) reference to "Rules" does not include the Schedule;

(b) words and phrases which are given a special meaning by the Act have the same meaning in these Rules, unless the contrary intention appears;

(c) words in the singular include the plural and vice versa and words importing a gender include all other genders;

(d) persons include companies and corporations and vice versa;

(e) a reference to the Act or any other statute or regulation is to be read as though the words "as modified or substituted or re-enacted from time to time" were added to the reference;

(f) headings are inserted for convenience and do not affect the interpretation of these Rules;

(g) “including” and other similar words are not words of limitation; and

(h) general words following words describing a particular class or category are not restricted to that class or category.

4.3 If there is any inconsistency between a rule of these Rules and the Act, the Act prevails to the extent of such inconsistency.

Part 2 Powers of Association

5 Powers of Association

5.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

5.2 Without limiting rule 5.1, the Association may:

(a) acquire, hold and dispose of real or personal property;

(b) open and operate accounts with financial institutions;

(c) invest its money in any security in which trust monies may lawfully be invested;

(d) raise and borrow money on any terms and in any manner as it thinks fit;

(e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;

(f) appoint agents to transact business on its behalf; and

(g) enter into any other contract it considers necessary or desirable.

5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

6.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.

6.2 Rule 6.1 does not prevent the Association from paying a member:

(a) reimbursement for expenses properly incurred by the member; or

(b) for goods or services provided by the member,

if this is done in good faith on terms no more favourable than if the member was not a member.[ii]

7 Obligations to AFF

7.1 The Association will:

(a) advise AFF as soon as practicable of any serious administrative, operational or financial difficulties the Association is having;

(b) assist AFF in investigating those issues; and

(c) cooperate with AFF in addressing those issues.

Part 3 Members, Disciplinary Procedures and Grievances

Division 1 Membership

8 Minimum number of members

The Association must have at least 24 Individual members and at least 5 Affiliated Clubs.

9 Who is eligible to be a member

Any person who supports the purposes of the Association and who meets the eligibility requirements referred to in rule 10 is eligible for membership.

10 Classes of membership

10.1 The classes of membership of the Association are:

(a) Individual members as defined in rule 10.4;

(b) Associate members as defined in rule 10.5;

(c) Life members as defined in rule 10.6; and

(d) Affiliated Clubs as defined in rule 10.8.

10.2 The Association in general meeting may from time to time determine by ordinary resolution:

(a) other classes or sub-classes of membership;

(b) eligibility criteria in relation to each class or sub-class of membership; and

(c) the annual subscription payable by any class of membership except for Life members.

10.3 Membership of the Association will be within a class or a sub-class of membership in accordance with rule 9 and this rule 10. A person admitted to a class or a sub-class of membership of the Association shall be entitled to exercise all the rights and privileges and shall be required to meet all liabilities and requirements attaching to that class or sub-class of membership by reason of these Rules.

10.4 A "**Full member**" is any individual who:

(a) is a member of an Affiliated Club; and

(b) has registered as a Full Member of the association, and satisfies any additional criteria for Individual membership as determined by the Association in general meeting from time to time in accordance with rule 10.2

10.5 An "**Associate member**" is any individual who:

(a) is a member of an Affiliated Club or School, Wheelchair Fencing Member, or Affiliated Referee; and

(b) has registered as a Club/Schools Member, Wheelchair Fencing Member, or Affiliated Referee of the association, and satisfies any additional criteria for Individual membership as determined by the Association in general meeting from time to time in accordance with rule 10.2

10.6 A "**Life member**" is any individual appointed as such by the Association in general

(a) is specially distinguished in the sport of fencing; or

(b) has provided distinguished service to the Association.

10.7 A **Life member** is entitled to membership of the Association for his or her entire life and no joining fee or annual subscription is payable unless the Life member is expelled in accordance with Division 2 of the Rules.

10.8 An "**Affiliated Club**" is a body that:

(a) is based in Victoria;

(b) is actively involved in the sport of fencing;

(c) consists of at least 6 members;

(d) is a properly constituted company, corporation or other body (whether or not the body is incorporated);

(e) has a constitution or other governing document in a form acceptable to the Committee; and

(f) satisfies all statutory and regulatory requirements, and all obligations of its constitution or other governing document.

10.9 The Committee may transfer a member from one class of membership to another, or from one sub-class of membership to another within the same class, if the member qualifies for membership of the other class or sub-class and consents to the transfer.

11 Application for membership

11.1 To apply to become a member of the Association, a person must submit a written application to the Director of Communication stating that the person:

(a) wishes to become a member of the Association;

(b) supports the purposes of the Association;

(c) agrees to comply with these Rules;

(d) agrees to comply with the rules of the AFF and FIE,

in the form and manner (including by an online or web based registration system) that is approved by the Committee from time to time.

11.2 If the person is applying for Individual, Associate or Life membership, he or she must, in their application, nominate a single Affiliated Club as the Affiliated Club of which they are a member.

11.3 The application:

(a) must be signed by the applicant or authorised by the applicant's legal parent or guardian if the applicant is below 18 years of age; and

(b) may be accompanied by the joining fee.[iii]

12 Consideration of application

12.1 As soon as practicable after an application for membership is received:

(a) if the applicant is an individual, the Director of Communication may either decide to accept the application or refer the application to the Committee for consideration; and

(b) if the applicant is a body that applies to be an Affiliated Club, the Director of Communication must refer the application to the Committee for consideration.

12.2 If the Director of Communication refers an application for membership to the Committee under rule 12.1, the Committee may instruct the Director of Communication to accept the application, or to reject the application for any reason, including if the Committee believes the applicant:

(a) is of bad character;

(b) will bring the Association or the sport of fencing into disrepute; or

(c) will not, or is unlikely to, support the purposes of the Association.

12.3 The Director of Communication must notify the applicant in writing of its decision as soon as practicable after the decision is made.

12.4 If the Director of Communication rejects the application, the Association must return any money accompanying the application to the applicant.

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

13 New membership

13.1 If an application for membership is accepted by the Director of Communication or the Committee, the Secretary must, within a reasonable period of time, enter the name and address of the new member, and the date of becoming a member, in the register of members.

13.2 A person becomes a member of the Association and, subject to rule 15.2, is entitled to exercise their rights of membership from the date, whichever is the later, on which:

(a) the Director of Communication or the Committee approves the person's membership; or

(b) the person pays the joining fee.

14 Annual subscription and fee on joining

14.1 At each annual general meeting, the Association must determine:

(a) the amount of the annual subscription for each class and sub-class of membership for the following financial year; and

(b) the date for payment of the annual subscription.

14.2 The Association may determine that a lower annual subscription is payable as between different classes and sub-classes of members.

14.3 The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:

(a) the full annual subscription; or

(b) a pro rata annual subscription based on the remaining part of the financial year; or

(c) a fixed amount determined from time to time by the Association.

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

15 General rights of members

15.1 A member entitled to vote has the right to:

(a) receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;

(b) submit items of business for consideration at a general meeting;

(c) attend and be heard at general meetings;

(d) one vote at a general meeting;

(e) have access to the minutes of general meetings and other documents of the Association as provided under rule 82 ; and

(f) inspect the register of members.

15.2 A member is entitled to vote if:

(a) themember is a Full Member, Associate Member, or a Life Member;

(b) the member is at least 18 years of age, or in the case of a member under 18 years of age, his or her vote is endorsed by their parent or guardian;

(c) more than 10 business days have passed since he or she became a member of the Association; and

(d) the member's membership rights are not suspended for any reason.

15.3 Each Associate member and Affiliated Club is:

(a) entitled to speak at or vote at general meetings;

(b) entitled to receive notices of, and attend general meetings; and

(c) entitled to receive such benefits as apply to the member's class of membership as are determined from time to time by the Association to apply to that class of member.

16 Rights not transferable

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

17 Ceasing membership

17.1 The membership of a person ceases on resignation, expulsion or death.

17.2 If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

18 Resigning as a member

18.1 A member may resign by notice in writing given to the Association.[iv]

18.2 A member is taken to have resigned if:

(a) the member's annual subscription is more than 12 months in arrears; or

(b) where no annual subscription is payable:

(i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and

(ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

19 Register of members

19.1 The Secretary must keep and maintain a register of members that includes:

(a) for each current member:

(i) the member's name and class of membership;

(ii) the address for notice last given by the member;

(iii) the date of becoming a member;

(iv) who is an Individual, Associate or Life member, the Affiliated Club that they nominated on their application for membership in accordance with rule 11.2;

(v) any other information determined by the Committee; and

(b) for each former member, the date of ceasing to be a member.

19.2 A current member who is an Individual, Associate or Life member can request the Secretary to change his or her nominated Affiliated Club that is recorded on the register of members if the member can show that he or she is a member of the new nominated Affiliated Club.

19.3 Any member may, at a reasonable time and free of charge, inspect the register of members.[v]

Division 2 Disciplinary action

20 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:

(a) has failed to comply with these Rules;

(b) refuses to support the purposes of the Association;

(c) has engaged in conduct unbecoming of a member or prejudicial to the interests of the Association; or

(d) has failed to comply with the rules of the AFF or FIE.

21 Disciplinary subcommittee

21.1 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

21.2 The members of the disciplinary subcommittee:

(a) may be Committee members, members of the Association or anyone else; but

(b) must not be biased against, or in favour of, the member concerned.

22 Notice to member

22.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member:

(a) stating that the Association proposes to take disciplinary action against the member;

(b) stating the grounds for the proposed disciplinary action;

(c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**);

(d) advising the member that he or she may do one or both of the following:

(i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

(ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

(e) setting out the member's appeal rights under rule 24.

22.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

23 Decision of subcommittee

23.1 At the disciplinary meeting, the disciplinary subcommittee must:

(a) give the member an opportunity to be heard; and

(b) consider any written statement submitted by the member.

23.2 After complying with rule 23.1, the disciplinary subcommittee may:

(a) take no further action against the member; or

(b) subject to rule 23.3:

(i) reprimand the member; or

(ii) suspend the membership rights of the member for a specified period; or

(iii) expel the member from the Association.

23.3 The disciplinary subcommittee may not fine the member.

23.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

24 Appeal rights

24.1 A person whose membership rights have been suspended or who has been expelled from the Association under rule 23 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

24.2 The notice must be in writing and given:

(a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

(b) to the Secretary not later than 48 hours after the vote.

24.3 If a person has given notice under rule 24.2, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

24.4 Notice of the disciplinary appeal meeting must be given to each member entitled to vote as soon as practicable, but in any event not later than 14 days before the meeting. The notice must:

(a) specify the date, time and place of the meeting; and

(b) state:

(i) the name of the person against whom the disciplinary action has been taken;

(ii) the grounds for taking that action; and

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

25 Conduct of disciplinary appeal meeting

25.1 At a disciplinary appeal meeting:

(a) no business other than the question of the appeal may be conducted;

(b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

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

25.2 After complying with rule 25.1, the members entitled to vote present at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

25.3 A member may not vote by proxy at the meeting.

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

Division 3 Grievance procedure

26 Application

26.1 The grievance procedure set out in this Division applies to disputes under these Rules between:

(a) a member and another member;

(b) a member and the Committee;

(c) a member and the Association.

26.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

27 Parties must attempt to resolve the dispute

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

28 Appointment of mediator

28.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 27, 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.

28.2 The mediator must be:

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement:

(i) if the dispute is between a member and another member – a person appointed by the Committee; or

(ii) if the dispute is between a member and the Committee or the Association – a person appointed or employed by the Dispute Settlement Centre of Victoria.

28.3 A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who:

(a) has a personal interest in the dispute; or

(b) is biased in favour of or against any party.

29 Mediation process

29.1 The mediator to the dispute, in conducting the mediation, must:

(a) give each party every opportunity to be heard;

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties throughout the mediation process.

29.2 The mediator must not determine the dispute.

30 Failure to resolve dispute by mediation

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

Part 4 General Meetings of the Association

31 Annual general meetings

31.1 The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

31.2 The Committee may determine the date, time and place of the annual general meeting.

31.3 The ordinary business of the annual general meeting is as follows:

(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

(b) to receive and consider:

(i) the annual report of the Committee on the activities of the Association during the preceding financial year; and

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

(c) to elect the members of the Committee;

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

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

32 Special general meetings

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

32.2 The Committee may convene a special general meeting whenever it thinks fit.

32.3 No business other than that set out in the notice under rule 34 may be conducted at the meeting.[vi]

33 Special general meeting held at request of members

33.1 The Committee must convene a special general meeting if a request to do so is made in accordance with rule 33.2 by members entitled to vote who comprise at least 10% of the total number of members so entitled.

33.2 A request for a special general meeting must:

(a) be in writing; and

(b) state the business to be considered at the meeting and any resolutions to be proposed; and

(c) include the names and signatures of the members requesting the meeting; and

(d) be given to the Director of Communication who must give the request to the Secretary as soon as practicable.

33.3 If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

33.4 A special general meeting convened by members under rule 33.3:

(a) must be held within 3 months after the date on which the original request was made; and

(b) may only consider the business stated in that request.

33.5 The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under rule 33.3.

34 Notice of general meetings

34.1 The Secretary (or, in the case of a special general meeting convened under rule 33.3, the members convening the meeting) must give to each member of the Association:

(a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

(b) at least 14 days' notice of a general meeting in any other case.

34.2 The notice must:

(a) specify the date, time and place of the meeting; and

(b) indicate the general nature of each item of business to be considered at the meeting; and

(c) if a special resolution is to be proposed:

(i) state in full the proposed resolution; and

(ii) state the intention to propose the resolution as a special resolution; and

(d) comply with rule 35.5.

34.3 This rule does not apply to a disciplinary appeal meeting.[vii]

35 Proxies

35.1 A member may appoint another member entitled to vote as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.

35.2 The appointment of a proxy must be in writing and signed by the member making the appointment.

35.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

35.4 If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

35.5 Notice of a general meeting given to a member under rule 34 must:

(a) state that the member may appoint another member entitled to vote as a proxy for the meeting; and

(b) include a copy of any form that the Committee has approved for the appointment of a proxy.

35.6 A form appointing a proxy is of no effect unless it is received by the Secretary or the Director of Communication no later than 24 hours before the commencement of the meeting, whether this form is sent by post, electronically or delivered by hand.

35.7 A form appointing a proxy under rule 35.6 must be given by the Secretary or the Director of Communication to the Chairperson of the meeting before or at the commencement of the meeting.

36 Use of technology

36.1 At the discretion of the Committee, a member who is entitled to vote and not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

36.2 For the purposes of this Part, a member participating in a general meeting as permitted under rule 36.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

37 Quorum at general meetings

37.1 No business may be conducted at a general meeting unless a quorum of members is present.

37.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 36) of a minimum of 20 members entitled to vote who are, between them, members of at least 5 different Affiliated Clubs.

37.3 If a member who is entitled to vote is a member of more than one Affiliated Club, the member must nominate only one of the Affiliated Clubs for the purposes of determining the quorum under rule 37.2. For the purposes of this rule, the member can nominate an Affiliated Club that is not shown on the register of members for that member. For the avoidance of doubt, if the member does not make a nomination, the Affiliated Club that is listed on the register of members for that member will be taken to be the member's nominated Affiliated Club.

37.4 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

(a) in the case of a meeting convened by, or at the request of, members under rule 33 – the meeting must be dissolved;[viii]

(b) in any other case:

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

37.5 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under rule 37.4(b), the members entitled to vote present at the meeting (if

not fewer than 10 Individiual members) may proceed with the business of the meeting as if a quorum were present.

38 Adjournment of general meeting

38.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

38.2 Without limiting rule 38.1, a meeting may be adjourned:

(a) if there is insufficient time to deal with the business at hand; or

(b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

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

38.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 34.

39 Voting at general meeting

39.1 On any question arising at a general meeting:

(a) subject to rule 39.3, each member entitled to vote has one vote;

(b) members may vote personally or by proxy; and

(c) except in the case of a special resolution, the question must be decided on a majority of votes.

39.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

39.3 If the question is whether or not to confirm the minutes of a previous meeting, only members entitled to vote who were present at that meeting may vote.

39.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 25.

40 Special resolutions

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

41 Determining whether resolution carried

41.1 Subject to rule 41.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:

(a) carried; or

(b) carried unanimously; or

(c) carried by a particular majority; or

(d) lost,

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

41.2 If a poll (where votes are cast in writing) is demanded by three or more members entitled to vote on any question:

(a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

(b) the Chairperson must declare the result of the resolution on the basis of the poll.

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

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

42 Minutes of general meeting

42.1 The Committee must ensure that minutes are taken and kept of each general meeting.

42.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

42.3 In addition, the minutes of each annual general meeting must include:

(a) the names of the members attending the meeting;

(b) a summary report of the proxy forms given by the Secretary or Director of Communication to the Chairperson of the meeting under rule 35.7;

(c) the financial statements submitted to the members in accordance with rule 31.3(ii);

(d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

(e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

Part 5 Committee

Division 1 Powers of Committee

43 Role and powers

43.1 The business of the Association must be managed by or under the direction of a Committee.

43.2 The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.

43.3 The Committee may:

(a) appoint and remove staff; and

(b) establish subcommittees consisting of members with terms of reference it considers appropriate.

44 Delegation

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

(a) this power of delegation; or

(b) a duty imposed on the Committee by the Act or any other law.

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

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

Division 2 Composition of Committee and duties of committee members

45 Composition of Committee

45.1 The Committee shall consist of not less than five and not more than nine committee members, up to seven of whom shall be elected in accordance with Division 3 of this Part 5 (each an **Elected committee member**) and up to two of whom shall be appointed by the Committee in accordance with rule 55 (each an **External committee member**).

45.2 The Committee must not consist of more than 2 people who are members of the same Affiliated club, unless, in respect of an election to fill a vacant position, there has been no valid nomination under rule 53.2 of a member of another Affiliated club to fill the vacancy.

45.3 If a person is a member of more than one Affiliated Club, the member must nominate only one of the Affiliated Clubs for the purposes of determining whether the limit is reached under rule 45.2. The member can nominate an Affiliated Club that is not shown on the register of members for that member. For the avoidance of doubt, if the member does not make a nomination, the Affiliated Club that is listed on the register of members for that member will be taken to be the member's nominated Affiliated Club.

45.4 The Committee must consist of at least 40% committee members who identify as female or gender diverse.

46 General Duties

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

46.2 The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

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

46.4 Committee members must exercise their powers and discharge their duties:

(a) in good faith in the best interests of the Association; and

(b) for a proper purpose.

46.5 Committee members and former committee members must not make improper use of:

(a) their position; or

(b) information acquired by virtue of holding their position,

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.[x]

46.6 In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

47 President and Vice-President

47.1 Subject to rule 47.2, the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.

47.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:

(a) in the case of a general meeting – a member elected by the other members present; or

(b) in the case of a committee meeting – a committee member elected by the other committee members present.

48 Secretary

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

Example

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

48.2 The Secretary must:

(a) maintain the register of members in accordance with rule 19; and

(b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 77.3, all books, documents and securities of the Association in accordance with rules 79 and 82; and

(c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

(d) perform any other duty or function imposed on the Secretary by these Rules.

48.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

49 Treasurer

49.1 The Treasurer must:

(a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

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

(c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and

(d) ensure cheques are signed by at least 2 committee members.

49.2 The Treasurer must:

(a) ensure that the financial records of the Association are kept in accordance with the Act; and

(b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.

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

50 Director of Communication

50.1 The Director of Communication must:

(a) subject to the Act and the Rules, ensure that copies of the Rules are available for distribution to members and Affiliated Clubs on request under the direction of the Secretary;

(b) manage the correspondence of the Association, subject to the direction of the President; and

(c) perform any other duty or function imposed on the Director of Communication by these Rules.

Division 3 Election of committee members and tenure of office

51 Who is eligible to be a committee member

51.1 Subject to these Rules, any person who:

(a) is at least 18 years of age;

(b) is an Individual member the annual subscription and other moneys payable by whom are not in arrears, or a Life member;

(c) is not an employee of the Association; and

(d) does not breach rule 58,

is eligible to be a candidate or to nominate a person to be a candidate for election to be an Elected committee member.

51.2 Subject to these Rules, a person is eligible to be appointed as an External committee member if the person:

(a) has the appropriate skills, expertise and experience in a relevant area which will complement the Committee and assist in the execution of his or her obligations as an External committee member;

(b) is not an employee of the Association; and

(c) was not nominated or elected to be part of the Committee in the preceding 12 months.

51.3 An External committee member need not be a member of the Association.

52 Positions to be declared vacant

52.1 This rule applies to:

(a) the first annual general meeting of the Association after the adoption of these Rules (**first AGM**); and

(b) each subsequent annual general meeting of the Association.

52.2 At the first AGM:

(a) not more than one half of all the committee members, being those who have been the longest in office since last being elected, must retire from office and are eligible to be re-elected; and

(b) subject to rule 52.5, an election will be held for the election of the number of committee members necessary to ensure that, after the first AGM, there are seven Elected committee members.

52.3 At each annual general meeting after the first AGM:

(a) not less than one half of the Elected committee members, being those who have been the longest in office since last being elected, must retire from office and are eligible to be re-elected; and

(b) subject to rule 52.5, an election will be held for the election of that number of committee members not less than the number who retire from office under rule (a).

52.4 As between committee members who were elected on the same day the committee members to retire will be (in default of agreement between them) determined by ballot. The length of time a committee member has been in office is calculated from his or her last election or appointment.

52.5 Subject to the minimum number of Elected committee members not being less than five, the Association may from time to time in general meeting resolve not to replace retiring committee members or committee members who have vacated office.

52.6 Nothing in these Rules affects the validity of appointment or the term of office of any committee member (howsoever described) in office as at the date of adoption of these Rules.

53 Nominations and elections of Elected committee members

53.1 Prior to the election of committee members, the Chairperson of the meeting must call for nominations to fill the vacant Elected committee member positions.

53.2 A person may be nominated to be an Elected committee member if:

(a) the person is eligible to be a committee member under rule 51.1; and

(b) the nomination is made in writing, signed by two persons each of who must also be eligible to be an Elected committee member, and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and

(c) the nomination is delivered to the Director of Communication not less than 7 days before the date fixed for the holding of the annual general meeting. The Director of Communication must give the nomination to the Secretary of the Association as soon as practicable, but not less than 4 days before the date fixed for the holding of the annual general meeting.

53.3 No person shall be eligible to stand for an Elected committee member position if, during the proposed term of office, they would be in breach of rule 58.

53.4 A single election may be held to fill all of the vacant Elected committee member positions. The election will be conducted in accordance with the following procedure:

(a) if insufficient nominations are received to fill all vacancies for Elected committee member positions:

(i) the candidates nominated will be deemed to be elected;

(ii) a vote will be undertaken to confirm the eligibility of nominees under rule 58.5; and

(iii) further nominations will be received at the annual general meeting;

(b) if the number of nominations received is equal to the number of vacancies to be filled, the members nominated will be deemed to be elected; and

(c) if the number of nominations exceeds the number of vacancies to be filled, the election of committee members must be conducted at the annual general meeting in the manner directed by the Committee.

53.5 A person who holds the office of President or Treasurer of the Association and who will retire as a committee member at an annual general meeting:

(a) will remain in office until the conclusion of the annual general meeting; and

(b) is eligible to be re-elected as a committee member at the annual general meeting unless rules 57.2, 57.3 or 58 (except rule 58.5) applies.

53.6 If a vote is required for the election of committee members, each member entitled to vote present at the annual general meeting may vote for one candidate for each vacant Elected committee member position.

53.7 A member who is nominated for election or re-election as a committee member may vote for himself or herself at the annual general meeting.

54 Election of office holders

54.1 As soon as practicable after being elected or appointed to the Committee, a committee meeting must be held for the Committee to elect the following positions (**office holders**):

(a) a President;

(b) a Vice-President,

from among the Elected committee members, and

(c) a Secretary;

(d) a Treasurer;

(e) a Director of Communication,

from among all the committee members.

54.2 The committee meeting referred to in rule 54.1 will be chaired by a Chairperson elected by the committee members in accordance with rule 47.2 and elections must be held to elect the office holders.

54.3 If only one committee member is nominated for an office holder position in accordance with rule 54.1, the Chairperson of the meeting must declare the committee member elected to the position.

54.4 If more than one committee member is nominated for an office holder position in accordance with rule 54.1, the election of the office holder is to be conducted in the manner directed by the Committee.

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

54.6 If a vote is required for the election for an office holder position, each committee member present and eligible to vote at the committee meeting may vote for one candidate for each vacant office holder position.

55 Appointment of External committee members

55.1 Subject to rule 57.2, an External committee member is appointed by the Committee for a term not exceeding one year, at the end of which he or she shall retire.

55.2 Unless otherwise resolved by the Association in general meeting, a retiring External committee member is eligible to be reappointed by the Committee for a maximum of four consecutive terms of not more than one year each.

56 Ballot

56.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member entitled to vote to act as returning officer to conduct the ballot.

56.2 The returning officer must not be a member nominated for the position.

56.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.

56.4 The election must be by secret ballot.

56.5 The returning officer must give a blank piece of paper to:

(a) each member present in person; and

(b) each proxy appointed by a member.

Example

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

56.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

56.7 If the ballot is for more than one position:

(a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

(b) the voter must not write the names of more candidates than the number to be elected.

56.8 Ballot papers that do not comply with rule 56.7(b) are not to be counted.

56.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

56.10 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

56.11 If the returning officer is unable to declare the result of an election under rule 56.10 because 2 or more candidates received the same number of votes, the returning officer must:

(a) conduct a further election for the position in accordance with rules 56.4 to 56.10 to decide which of those candidates is to be elected; or

(b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

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

57 Term of office

57.1 Subject to rule 57.2 and rule 59, a committee member holds office until he or she is required to retire from office in accordance with rule 52 (Elected committee members) rule 55 (External committee members), or rule 58 (maximum term of office for Elected committee members).

57.2 A general meeting of the Association may:

(a) by special resolution remove a committee member from office; and

(b) if an Elected committee member is removed, elect a person who is eligible to be an Elected committee member under rule 51.1 to fill the vacant position in accordance with this Division.

57.3 A person who is the subject of a proposed special resolution under rule (a) may make representations in writing to the Secretary or the President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

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

58 Maximum term of office for Elected committee members

58.1 An Elected committee member may not serve more than four consecutive terms as a committee member, including where one of the terms is as an External committee member.

58.2 For the purpose of rule 58.1, service:

(a) by a person filling a casual vacancy in an Elected committee member position under rule 60.1(a) for any period will not be treated as a term; and

(b) by a person in an External committee member position under rule 55for any period will be treated as a term.

58.3 An Elected committee member who has served a maximum term in accordance with rule 58.1 shall not be eligible to be a committee member for four years following the completion of their maximum term.

58.4 An Elected committee member shall not be eligible to serve more than four terms in any ten-year period.

58.5 A person who would otherwise be deemed ineligible to be an Elected committee member under this rule 58 may be declared eligible by a special resolution.

59 Vacation of office

59.1 A committee member may resign from the Committee by written notice addressed to the Committee.

59.2 A person ceases to be a committee member if he or she:

(a) being an Elected committee member, ceases to meet any of the eligibility requirements for an Elected committee member specified in rule 51.1, or being an External committee member, ceases to meet any of the eligibility requirements for an External committee member specified in rule 51.2;

(b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 70; or

(c) otherwise ceases to be a committee member by operation of section 78 of the Act.[xi]

60 Filling casual vacancies

60.1 The Committee may from time to time appoint:

(a) a person who meets the eligibility requirements for an Elected committee member specified in rule 51.1:

(i) to fill a casual vacancy in the office of Elected committee member, and that person will hold office until the next annual general meeting; or

(ii) to fill an Elected committee member position that was not filled by election at the last annual general meeting; and

(b) a person who meets the eligibility requirements for an External committee member specified in rule 51.2 to fill a casual vacancy in the office of External committee member, and that person will hold office for the term of their appointment in accordance with rule 55.1.

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

60.3 Rule 57 applies to any committee member appointed by the Committee under rule 60.1 or 60.2.

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

Division 4 Meetings of Committee

61 Meetings of Committee

61.1 The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.

61.2 The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.

61.3 Special committee meetings may be convened by the President or by any 4 members of the Committee.

62 Notice of meetings

62.1 Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.

62.2 Notice may be given of more than one committee meeting at the same time.

62.3 The notice must state the date, time and place of the meeting.

62.4 If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

62.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

63 Urgent meetings

63.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 62 provided that as much notice as practicable is given to each committee member by the quickest means practicable.

63.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.

63.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

64 Procedure and order of business

64.1 The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.

64.2 The order of business may be determined by the committee members present at the meeting.

65 Use of technology

65.1 A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

65.2 For the purposes of this Part, a committee member participating in a committee meeting as permitted under rule 65.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

66 Quorum

66.1 No business may be conducted at a Committee meeting unless a quorum is present.

66.2 The quorum for a committee meeting is the presence (in person or as allowed under rule 65) of a majority of the committee members holding office.

66.3 If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:

(a) in the case of a special meeting – the meeting lapses;

(b) in any other case – the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 62.

67 Voting

67.1 On any question arising at a committee meeting, each committee member present at the meeting has one vote.

67.2 A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.

67.3 Rule 67.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

67.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

67.5 Voting by proxy is not permitted.

68 Conflict of interest

68.1 A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

68.2 The committee member:

(a) must not be present while the matter is being considered at the committee meeting; and

(b) must not vote on the matter.[xii]

68.3 This rule does not apply to a material personal interest:

(a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

(b) that the member has in common with all, or a substantial proportion of, the members of the Association.

69 Minutes of meeting

69.1 The Committee must ensure that minutes are taken and kept of each committee meeting.

69.2 The minutes must record the following:

(a) the names of the members in attendance at the meeting;

(b) the business considered at the meeting;

(c) any resolution on which a vote is taken and the result of the vote;

(d) any material personal interest disclosed under rule 68.

70 Leave of absence

70.1 The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.

70.2 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

Part 6 Advisory Council and Commissions

Division 1 Advisory Council

71 Role and powers

71.1 The business of the Association is not managed by or under the direction of the Advisory Council. The Advisory Council is an advisory body only, representing the interests and views of the Affiliated clubs.

71.2 The Advisory Council may exercise all the powers as an advisory body to the Committee to:

(a) attend committee meetings, but only if requested by the Committee;

(b) conduct and prepare reports for the Committee to consider;

(c) promptly respond to enquiries from the Committee;

(d) submit proposals to the Committee or at general meeting of members at the request of the Committee; and

(e) submit questions to the Committee for responses relating to fencing matters, including but not limited to state and/or interclub competitions.

72 Composition of the Advisory Council

72.1 The Advisory Council consists of up to two Delegates from each Affiliated club.

72.2 A person is eligible to be appointed by an Affiliated club as a Delegate if he or she is:

(a) a member of the Affiliated club; and

(b) an Individual member of the Association.

72.3 Each Affiliated club must inform the Director of Communication in writing of the name and contact details of its appointed Delegates.

73 Meetings of the Advisory Council

73.1 The Advisory Council must meet at least 3 times in each calendar year at the dates, times and places determined by the Committee.

73.2 The Director of Communication must give not less than 1 calendar month's written notice of a meeting of the Advisory Council to the following persons:

(a) each Delegate;

(b) each committee member; and

(c) each Commission representative.

73.3 The President and at least 2 other committee members must attend each meeting of the Advisory Council.

73.4 A representative of each Commission is entitled to attend Advisory Council meetings, but is not entitled to speak or vote at those meetings.

73.5 The chairperson of a meeting of the Advisory Council will be a Delegate elected by the Delegates present at the meeting, but if the Delegates do not elect a chairperson for the meeting, the President will be the chairperson of the meeting.

73.6 The procedure to be followed at a meeting of the Advisory Council may be determined from time to time by the Committee.

Division 2 Commissions

74 Role and powers

74.1 The Association may, at any general meeting, establish such commissions as may be necessary to promote the purposes of the Association.

74.2 The responsibilities, composition and tenure of each commission shall be determined by the meeting at which the commission is established. These details will be recorded in the Procedures Manual.

74.3 At each annual general meeting the Association will receive a report from the Commissions, and review and determine, as necessary, the responsibilities, composition and tenure of the Commissions.

Part 7 Financial Matters

75 Source of funds

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

76 Management of funds

76.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

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

76.3 The Committee may authorise the Treasurer and such other committee members, either jointly or separately, to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

76.4 All transfer of funds on behalf of the Association (including by electronic funds transfer) that exceed the specified limit under rule 76.3 must be authorised by 2 committee members.

76.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.

76.6 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

76.7 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

77 Financial records

77.1 The Association must keep financial records that:

(a) correctly record and explain its transactions, financial position and performance; and

(b) enable financial statements to be prepared as required by the Act.

77.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

77.3 The Treasurer must keep in his or her custody, or under his or her control:

(a) the financial records for the current financial year; and

(b) any other financial records as authorised by the Committee.

78 Financial statements

78.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

78.2 Without limiting rule 78.1, those requirements include:

(a) the preparation of the financial statements;

(b) if required, the review or auditing of the financial statements;

(c) the certification of the financial statements by the Committee;

(d) the submission of the financial statements to the annual general meeting of the Association;

(e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

Part 8 General Matters

79 Common seal

79.1 The Association may have a common seal.

79.2 If the Association has a common seal:

(a) the name of the Association must appear in legible characters on the common seal;

(b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;

(c) the common seal must be kept in the custody of the Secretary.

80 Registered address

80.1 The registered address of the Association is:

(a) the address determined from time to time by resolution of the Committee; or

(b) if the Committee has not determined an address to be the registered address – the postal address of the Secretary.

81 Notice requirements

81.1 Any notice required to be given to a member or a committee member under these Rules may be given:

(a) by handing the notice to the member personally; or

(b) by sending it by post to the member at the address recorded for the member on the register of members; or

(c) by email or facsimile transmission.

81.2 Rule 81.1 does not apply to notice given under rule 63.

81.3 Any notice required to be given to the Association or the Committee may be given:

(a) by handing the notice to a member of the Committee; or

(b) by sending the notice by post to the registered address; or

(c) by leaving the notice at the registered address; or

(d) if the Committee determines that it is appropriate in the circumstances:

(i) by email to the email address of the Association or the Secretary; or

(ii) by facsimile transmission to the facsimile number of the Association.

82 Custody and inspection of books and records

82.1 Members may on request inspect free of charge:

(a) the register of members;

(b) the minutes of general meetings;

(c) subject to rule 82.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.[xiii]

82.2 The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

82.3 The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.

82.4 Subject to rule 82.2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

82.5 For purposes of this rule:

"**relevant documents**" means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

(a) its membership records;

(b) its financial statements;

(c) its financial records;

(d) records and documents relating to transactions, dealings, business or property of the Association.

83 Regulations

83.1 The Committee may from time to time:

(a) prescribe rules, regulations, policies and procedures of the Association (**Regulations**) for carrying out the purposes of the Association or for the regulation, management and control of the Association's affairs including in respect of its members, committee members, sub-committees, the Advisory Council and the Commissions; and

(b) amend any Regulations as the Committee thinks necessary or expedient.

83.2 All Regulations must be consistent with these Rules and the Act, and in the event of any inconsistency between these Rules and any Regulation, these Rules prevail.

83.3 The Committee must publish Regulations adopted or amended pursuant to this rule 83 as soon as practicable.

84 Winding up and cancellation

84.1 The Association may be wound up voluntarily by special resolution.

84.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

84.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

84.4 The body to which the surplus assets are to be given must be decided by special resolution.

85 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.[xiv]

SCHEDULE

[i] The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.
Under section 46 of the *Associations Incorporation Reform Act 2012*, these Rules are taken to constitute the terms of a contract between the Association and its members.

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

[iii] The joining fee is the fee (if any) determined by the Association under rule 14.3.

[iv] Rule 81.3 sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

[v] Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

[vi] General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 34 and the majority of members at the meeting agree.

[vii] Rule 24.4 sets out the requirements for notice of a disciplinary appeal meeting.

[viii] If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 33.

[ix] In addition to certain matters specified in the Act, a special resolution is required:

(a) to remove a committee member from office;

(b) to alter these Rules, including changing the name or any of the purposes of the Association.

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

[xi] A Committee member may not hold the office of secretary if they do not reside in Australia.

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

[xiii] See note following rule 19 for details of access to the register of members.

[xiv] An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.