

CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012

The RULES of Rural Australians for Refugees Inc.

Associations Incorporation Reform Regulations 2012

Part 3

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RULES FOR RURAL AUSTRALIANS FOR REFUGEES

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the Associations Incorporation Reform Act 2012, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Rural Australians for Refugees Australia Incorporated" (hereafter referred to in these Rules as RAR). Incorporation Number AO100236M.

Note

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

2 Purposes

The purposes of RAR are to:

- Support RAR Members' action to achieve positive change in asylum and refugee policies
- Support RAR Members' and Associates' activities in providing material and social assistance to refugees and people seeking asylum
- Advocate for humane and constructive changes to Australia's refugee and immigration policies
- Raise public awareness about issues involving asylum.

3 Financial year

The financial year of RAR is each period of 12 months ending on 30 June.

4 Definitions

In these Rules—

absolute majority of the Committee means a majority of the committee members currently holding office (as distinct from a majority of committee members present at a committee meeting);

Associate means a group or person referred to in rule 14(1) (this term is capitalised, in line with the capitalisation of Member);

chairperson of a general meeting or committee meeting means the person chairing the meeting as required under rule 46;

committee means the Committee having management of the business of RAR;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of nominated Members of RAR convened under rule 23(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

financial year means the 12-month period specified in rule 3;

general meeting means a general meeting of the persons nominated by Members of RAR convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Member means a community group that is eligible, has applied and has been accepted for RAR membership; has paid any membership fee; and has not then resigned from or been expelled from RAR (capitalisation signifies this refers to a group, not a person);

Member entitled to nominate a person to vote means a Member who under rule 13 (2) is entitled to nominate a person who belongs to it to vote at a general meeting;

returning officer means the person who conducts the election of the Committee;

special resolution means a resolution that requires not less than three-quarters of the persons 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.

PART 2—POWERS OF RAR

5 Powers of RAR

(1) Subject to the Act, RAR has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting subrule (1), RAR 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;
- (g) enter into any other contract it considers necessary or desirable.

(3) RAR may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

(1) RAR must not distribute any surplus, income or assets directly or indirectly to its Members.

(2) Sub-rule (1) does not prevent RAR 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.

Note

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

PART 3—MEMBERS AND ASSOCIATES; DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Members and Associates

7 Minimum number of Members

RAR must have at least 5 Members.

8 What is eligible to be a Member

Any community group that is based in a rural or regional locality, supports the purposes of RAR and agrees to abide by its Code of Conduct is eligible for membership.

9 Application for membership

(1) To apply to become a Member of RAR, a group must submit a membership form to the Secretary of RAR stating that it—

- (a) wishes to become a Member of RAR; and
- (b) supports the purposes of RAR; and
- (c) agrees to comply with these Rules.

(2) The application—

- (a) must be signed by a person authorised by the community group; and
- (b) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by RAR under rule 12(3).

10 Consideration of application

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

(2) The Committee must notify the applicant in writing of its decision and the reasons for that decision as soon as practicable after the decision is made.

(3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.

11 New membership

(1) If an application for membership is approved by the Committee—

- (a) the resolution to accept the Membership must be recorded in the minutes of the committee meeting; and

(b) the Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of the Membership, in the register of Members.

(2) A community group becomes a Member of RAR and, subject to rule 13(2), is entitled to exercise its rights of Membership from the date, whichever is the later, on which—

(a) the Committee approves the group's membership; or

(b) the group pays the joining fee.

12 Annual subscription and fee on joining

(1) At each annual general meeting, RAR must determine—

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

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

(2) RAR may determine that a lower annual subscription is payable by Associates (see rule 14).

(3) RAR may determine that any new Member who joins or Associate who applies to associate with RAR 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 RAR.

(4) The rights of a Member (including the right to nominate a person to vote at a general meeting) or an Associate who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights of Members

(1) A Member of RAR which is entitled to nominate a person to vote has the right—

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

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

(c) to nominate, from persons who belong to it—

(i) one person to attend, be heard and vote at general meetings; and

(ii) a person for appointment as Returning Officer; and

(iii) any person, unless that person has been appointed as Returning Officer, for election or appointment to the Committee; and

(d) to have access to the minutes of general meetings and other documents of RAR as provided under rule 75; and

(e) to inspect the registers of Members and of Associates.

(2) A Member is entitled to nominate a person to vote if—

(a) more than 10 business days have passed since the community group became a Member of RAR; and

(b) the Member's membership rights are not suspended for any reason.

14 Associates

(1) An Associate of RAR can be a group, or a person who is unable to join a Member, that supports the purposes of RAR.

(2) The group or person may apply to be an Associate of RAR by completing an application form in which they will state they wish to become an Associate of RAR, how they intend to support the work of RAR and which is signed (for a group, by a person authorised by the group to sign).

(3) As soon as practicable after an application to be an Associate is received, the Committee must decide by resolution whether to accept or reject the application and record this resolution in the Committee meeting minutes.

(4) The Committee must notify the applicant in writing of its decision and its reason for that decision as soon as practicable after the decision is made.

(5) If the Committee rejects the application, it must return any money accompanying the application to the applicant.

(6) If an application for association is accepted by the Committee, the Secretary must, as soon as practicable, enter the name and address of the new Associate, and the date of the association, in the register of Associates.

(7) A community group becomes an Associate of RAR and, subject to rule 14(9) is entitled to exercise its rights as an Associate from the date, whichever is the later, on which—

(a) the Committee approves the group's association; or

(b) the group pays the association fee.

(8) An Associate must not vote or nominate a person to vote, but has the right—

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

(b) to, if a person, or if a group, nominate a person to, attend and be heard at general meetings; and

(c) to, if a person, or if a group, nominate a person to, be appointed by the Committee to a subcommittee; and

(d) to have access to the minutes of general meetings and other documents of RAR as provided under rule 75(e) to inspect the register of Associates.

(9) An Associate is entitled to exercise its rights if—

(a) more than 10 business days have passed since the community group or person became an Associate of RAR; and

(b) the Associate's rights are not suspended for any reason.

15 Rights not transferable

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

16 Ceasing membership or association

(1) Membership or association ceases on: resignation, or withdrawal of association; expulsion; or closure.

(2) If a Member or Associate ceases to be a Member or Associate of RAR, the Secretary must, as soon as practicable, enter the date the Member or Associate ceased to be a Member or Associate in the relevant register.

17 Resigning as a Member or withdrawing association

(1) A Member may resign, or an Associate may withdraw its association, by notice in writing given to RAR.

Note

Rule 74(3) sets out how notice may be given to RAR. It includes by post, by email or by handing the notice to a member of the committee.

(2) A Member is taken to have resigned or an Associate is taken to have withdrawn its association if—

(a) the Member's or Associate'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 or Associate to confirm that the Member or Associate wishes to remain a Member or Associate; and

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

18 Registers of Members and Associates

(1) The Secretary must keep and maintain registers of Members and of Associates that includes—

(a) for each current Member and Associate—

(i) the Member's or Associate's name;

(ii) the address for notice last given by the Member or Associate;

(iii) the date of becoming a Member or Associate;

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

(b) for each former Member or Associate, the date of ceasing to be a Member or Associate.

(2) Any Member may, at a reasonable time and free of charge, inspect the registers of Members and of Associates. Any Associate may, at a reasonable time and free of charge, inspect the register of Associates.

Note

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

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

RAR may take disciplinary action against a Member or Associate in accordance with this Division if it is determined that the Member or Associate—

- (a) if a Member, has failed to comply with these Rules; or
- (b) refuses to support the purposes of RAR; or
- (c) has engaged in conduct prejudicial to RAR.

20 Disciplinary subcommittee

(1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member or Associate, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member or Associate.

(2) The Members of the disciplinary subcommittee—

- (a) may be Committee Members, persons who belong to Members of RAR or anyone else; but
- (b) must not be biased against, or in favour of, the Member or Associate concerned.

21 Notice to Member or Associate

(1) Before disciplinary action is taken against a Member or Associate, the Secretary must give written notice to the Member or Associate—

- (a) stating that RAR proposes to take disciplinary action against the Member or Associate; and
- (b) stating the grounds for the proposed disciplinary action and the reasons for these grounds; and
- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
- (d) advising the Member or Associate that the Member or Associate may do one or both of the following—
 - (i) nominate up to three persons to 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 or Associate's appeal rights under rule 23.

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

22 Decision of subcommittee

(1) At the disciplinary meeting, the disciplinary subcommittee must—

- (a) give the person or persons nominated to attend by the Member or Associate an opportunity to be heard; and

(b) consider any written statement submitted by the Member or Associate; and

(c) consider the grounds for the proposed disciplinary action.

(2) After complying with subrule (1), the disciplinary subcommittee may—

(a) take no further action against the Member or Associate; or

(b) subject to subrule (3)—

(i) reprimand the Member or Associate; or

(ii) suspend the rights of the Member or Associate for a specified period; or

(iii) expel the Member or Associate from RAR.

(3) The disciplinary subcommittee may not fine the Member or Associate.

(4) The suspension of rights, or the expulsion, of a Member or an Associate by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23 Appeal rights

(1) A Member or an Associate whose rights have been suspended or who has been expelled from RAR under rule 22 may give notice to the effect that the Member or Associate wishes to appeal against the suspension or expulsion.

(2) The notice must be in writing and given—

(a) to the disciplinary subcommittee immediately after the vote to suspend the rights of or to expel the Member or Associate is taken; or

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

(3) If a Member or an Associate has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

(4) Notice of the disciplinary appeal meeting must be given to each Member of RAR who is entitled to nominate a person to vote as soon as practicable and must—

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

(b) state—

(i) the name of the Member or Associate against whom the disciplinary action has been taken; and

(ii) the grounds for taking that action; and

(iii) that at the disciplinary appeal meeting the persons nominated by Members to vote who are present must vote on whether the decision to suspend the rights of or to expel the Member or Associate should be upheld or revoked.

24 Conduct of disciplinary appeal meeting

(1) At a disciplinary appeal meeting—

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

(b) the Committee must state the grounds for suspending the rights of or expelling the Member or Associate and the reasons for taking that action; and

(c) the Member or Associate whose membership or association rights have been suspended, or who has been expelled, must be given an opportunity to be heard.

(2) After complying with subrule (1), the persons nominated by Members entitled to nominate a person to vote who are present at the meeting must vote by secret ballot on the question of whether the decision to suspend the rights of or to expel the Member or Associate should be upheld or revoked.

(3) A person may not vote by proxy at the meeting.

(4) The decision is upheld if not less than three quarters of the persons voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25 Application

(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 RAR.

(2) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Parties must attempt to resolve the dispute

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

27 Appointment of mediator

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 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.

(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 RAR—a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Committee may be a Member or former Member of RAR, 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.

28 Mediation process

(1) The mediator to the dispute, in conducting the mediation, must—

- (a) give each party 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 throughout the mediation process.

(2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

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

PART 4—GENERAL MEETINGS OF RAR

30 Annual general meetings

(1) The Committee must convene an annual general meeting of RAR to be held within 5 months after the end of each financial year.

(2) Despite subrule (1), RAR may hold its first annual general meeting at any time within 18 months after its incorporation.

(3) The Committee may determine the date, time and place of the annual general meeting.

(4) 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 RAR during the preceding financial year; and

(ii) the financial statements of RAR 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.

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

31 Special general meetings

(1) Any general meeting of RAR, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

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

32 Special general meeting held at request of Members

(1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of Members.

(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 persons authorised by Members to request the meeting; and
- (d) be given to the Secretary.

(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.

(4) A special general meeting convened by Members under subrule (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 Notice of general meetings

(1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the Members convening the meeting) must give to each Member and Associate of RAR—

- (a) at least 45 days' notice of an annual general meeting; or
- (b) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- (c) at least 14 days' notice of a general meeting in any other case.

(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 34(5).

(3) This rule does not apply to a disciplinary appeal meeting.

Note

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

34 Proxies

(1) A person nominated by a Member may appoint another person nominated by a Member as a proxy to speak and vote on their behalf at a general meeting other than at a disciplinary appeal meeting.

(2) The appointment of a proxy must be in writing and signed by the person making the appointment.

(3) The person appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the person in any matter as deemed to be fit.

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

(5) Notice of a general meeting given to a Member under rule 33 must—

(a) state that the person the Member nominates to attend, speak and vote at a general meeting may appoint another person nominated by a Member 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.

(6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

(7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by RAR no later than 24 hours before the commencement of the meeting.

35 Use of technology

(1) A person nominated by a Member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that person and the persons nominated by Members present at the meeting to clearly and simultaneously communicate with each other.

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

36 Quorum at general meetings

(1) No business may be conducted at a general meeting unless a quorum of persons nominated by Members is present.

(2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of persons nominated by Members who number 10% of the number of Members entitled to nominate a person to vote.

(3) 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 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, Members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If Members wish to have the business reconsidered at another special meeting, the Members must make a new request under rule 32.

(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 and Associates as soon as practicable after the meeting.

(4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the persons present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of general meeting

(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of persons nominated by Members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) Without limiting subrule (1), a meeting may be adjourned—

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

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

Example

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

(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.

(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at general meeting

(1) On any question arising at a general meeting—

(a) subject to subrule (3), each person nominated by a Member who is entitled to nominate a person to vote has one vote; and

(b) persons 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.

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

(3) If the question is whether or not to confirm the minutes of a previous meeting, only persons who were present at that meeting may vote.

(4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 Special resolutions

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

Note

In addition to certain matters specified in the Act, a special resolution is required—

(a) to remove a committee member from office;

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

40 Determining whether resolution carried

(1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

(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.

(2) If a poll (where votes are cast in writing) is demanded by three or more persons nominated by Members 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.

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

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

41 Minutes of general meeting

(1) The Committee must ensure that minutes are taken and kept of each general meeting.

(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.

(3) In addition, the minutes of each annual general meeting must include—

(a) the names of the persons nominated by Members attending the meeting; and

- (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
- (c) the financial statements submitted to the persons nominated by Members in accordance with rule 30(4)(b)(ii); and
- (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 RAR; 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

42 Role and powers

- (1) The business of RAR must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of RAR except those powers that these Rules or the Act require to be exercised by general meetings of the Members of RAR.
- (3) The Committee may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of Members and Associates with terms of reference it considers appropriate.

43 Delegation

- (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.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

44 Composition of Committee

The Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) an Assistant Secretary; and
- (e) a Treasurer; and
- (f) a Communications Convenor; and
- (g) up to 6 ordinary Committee members (if any) elected under rule 53.

45 General Duties

- (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.
- (2) The Committee is collectively responsible for ensuring that RAR complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of RAR; and
 - (b) for a proper purpose.
- (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 RAR.

Note

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

- (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.

46 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (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.

47 Secretary

- (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 RAR with the Registrar.

- (2) The Secretary must—
 - (a) maintain the registers of Members and Associates in accordance with rule 18; and

(b) keep custody of the common seal (if any) of RAR and, except for the financial records referred to in rule 70(3), all books, documents and securities of RAR in accordance with rules 72 and 75; and

(c) subject to the Act and these Rules, provide Members with access to the registers of Members and of Associates, and the minutes of general meetings and other books and documents, and provide Associates with access to the register of Associates, and 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.

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

48 Treasurer

(1) The Treasurer must—

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

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

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

(d) ensure payments are authorised by at least 2 committee members.

(2) The Treasurer must—

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

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

(3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of RAR.

Division 3—Election of Committee members and tenure of office

49 Who is eligible to be a Committee member

A person is eligible to be elected or appointed as a committee member if the person—

(a) is 18 years or over; and

(b) is nominated as a candidate for election or for appointment by the Member to which that person belongs and that Member is entitled to nominate a person to vote.

50 Declaration of vacant positions and appointment of Returning Officer

(1) At least 45 days before an annual general meeting of RAR, the Secretary will give Members—

(a) Notice that the Chairperson of the meeting must declare all positions on the Committee vacant at that meeting and allow elections to be held for those positions in accordance with rules 51 to 54.

(b) 14 days' notice that they can nominate a person belonging to the Member for Returning Officer by notice to the Committee.

(2) A nominee for Returning Officer will have no interest in being elected and no personal connection with any person considering candidature.

(3) The Committee will appoint a Returning Officer from among the nominees at least 30 days prior to the annual general meeting.

51 Nominations for Committee positions

(1) At least 28 days before an annual general meeting, the Returning Officer will give Members at least 7 days' notice that they can nominate a person or persons for Committee positions by notice to the Returning Officer.

(2) A nomination will name the Member making the nomination, the person the Member nominates and the Committee position for which the nomination is made.

(3) A nominated person may submit a written statement in support of their nomination.

(4) A person may be nominated for more than one Committee position.

(5) A person may decline a nomination by notifying the Returning Officer any time before the election is held for the position for which they are nominated.

(6) The names of and any statements for the persons nominated for positions will be circulated to Members fourteen days prior to the general meeting.

(7) The annual report and financial statements of RAR must be received by the annual general meeting before the Committee positions are declared vacant and the elections for these vacant positions are held.

52 Election of President etc.

(1) At the annual general meeting, after the Chairperson declares all Committee positions vacant, the Returning Officer will first conduct elections, separately and in turn, for each of the following positions—

(a) President;

(b) Vice-President;

(c) Secretary;

(d) Assistant Secretary;

(e) Treasurer;

(f) Communications Convenor.

(2) If only one person is nominated for the position, the Returning Officer will advise this to the Chairperson of the meeting, who must declare the person elected to the position.

(3) If more than one person is nominated, the Returning Officer must hold a ballot in accordance with rule 54.

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

(5) If a person who is nominated for more than one position is elected to a position, their nomination for any other position lapses.

53 Election of ordinary members

(1) The annual general meeting then must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.

(2) The Returning Officer will hold a single election to fill all those positions.

(3) If the number of persons nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Returning Officer will advise this to the Chairperson of the meeting, who must declare each of those members to be elected to the position.

(4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54 Ballot

(1) The Returning Officer will conduct any ballot required for the election for a position. (2) Before the ballot is taken, each candidate may make a short speech in support of their election.

(3) The election must be by secret ballot, or by the electronic submission of a completed ballot accessible only to the Returning Officer from persons using technology to attend the meeting in accordance with rule 35.

(4) The returning officer must give a blank piece of paper to—

(a) each person present in person; and

(b) each proxy appointed by a person.

Example

If a person has been appointed the proxy of 5 other persons, the person must be given 6 ballot papers—one for the person and one each for the other persons.

(5) A person using technology to attend the meeting may write an electronic message to the Returning Officer in lieu of being given a blank piece of paper.

(6) If the ballot is for a single position, the voter must write on the ballot paper, or in the electronic message, the name of the candidate for whom they wish to vote.

(7) If the ballot is for more than one position—

(a) the voter must write on the ballot paper, or in the electronic message, 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.

(8) Ballot papers and electronic messages that do not comply with subrule (7)(b) are not to be counted.

(9) Each ballot paper on which, and each electronic message in which, the name of a candidate has been written counts as one vote for that candidate.

(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.

(11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—

(a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or

(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.

55 Term of office

(1) Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.

(2) A committee member may be re-elected.

(3) A general meeting of RAR may—

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

(b) elect an eligible person to fill the vacant position in accordance with this Division.

(4) A committee member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of RAR (not exceeding a reasonable length) and may request that the representations be provided to the Members of RAR and, specifically, to the persons nominated by Members for the general meeting.

(5) The Secretary or the President may give a copy of the representations to each Member of RAR and, specifically, to the persons nominated by Members for the general meeting or, if they are not so given, the committee member may require that they be read out at the meeting at which the special resolution is to be proposed.

56 Vacation of office

(1) A committee member may resign from the Committee by written notice addressed to the Committee.

(2) A person ceases to be a committee member if he or she—

(a) ceases to belong to a Member of RAR; or

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

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

Note

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

57 Filling casual vacancies

(1) The Committee may appoint an eligible person to fill a position on the Committee that—

(a) has become vacant under rule 56; or

(b) was not filled by election at the last annual general meeting.

- (2) If the position of Secretary becomes vacant, the Committee must appoint a person to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

58 Meetings of Committee

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee. Committee meetings may be held using online conference facilities.
- (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 RAR at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

59 Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member, to an email address advised by the member to the President, no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place or format of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60 Urgent meetings

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

61 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

62 Use of technology

- (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.

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

63 Quorum

(1) No business may be conducted at a Committee meeting unless a quorum is present.

(2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.

(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 59.

64 Voting

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

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

(3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

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

(5) Voting by proxy is not permitted.

65 Conflict of interest

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

(2) The member—

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

(b) must not vote on the matter.

Note

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

(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 RAR is established; or

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

66 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (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 65.

67 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68 Source of funds

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

69 Management of funds

- (1) RAR must open an account with a financial institution from which all expenditure of RAR is made and into which all of RAR's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of RAR, the Committee may approve expenditure on behalf of RAR.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of RAR (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.
- (4) Except as authorised in subclause (3), all payments must be authorised by 2 committee members, with all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of RAR must be deposited into the financial account of RAR no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 Financial records

- (1) RAR 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.
- (2) RAR must retain the financial records for 7 years after the transactions covered by the records are completed.

(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.

71 Financial statements

(1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of RAR are met.

(2) Without limiting subrule (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 RAR;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72 Common seal

(1) RAR may have a common seal.

(2) If RAR has a common seal—

- (a) the name of RAR 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.

73 Registered address

The registered address of RAR 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.

74 Notice requirements

(1) Any notice required to be given to a Member, a committee member or an Associate, under these Rules may be given—

- (a) by handing the notice to the committee member personally; or
- (b) by sending it by post to the Member or Associate at the address recorded for the Member or Associate on the relevant register; or
- (c) by email to the email address recorded for the Member or Associate in the relevant register, or as advised by a committee member to the President.

(2) Subrule (1) does not apply to notice given under rule 60.

(3) Any notice required to be given to RAR 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) by email to the email address of RAR or the Secretary.

(4) Any notice required to be given to the Returning Officer may be given—

- (a) by handing the notice to the Returning Officer; or
- (b) by sending the notice by post to the address advised by the Returning Officer for providing notice; or
- (c) by leaving the notice at the address advised by the Returning Officer for providing notice; or
- (d) by email to an email address advised by the Returning Officer for providing notice.

75 Custody and inspection of books and records

(1) Members and Associates may on request inspect free of charge—

- (a) in the case of Members, the registers of Members and of Associates, and, in the case of Associates, the register of Associates;
- (b) the minutes of general meetings;
- (c) subject to subrule (2), the financial records, books, securities and any other relevant document of RAR, including minutes of Committee meetings.

Note

See note following rule 18 for details of access to the registers of Members and of Associates.

(2) The Committee may refuse to permit a Member or an Associate to inspect records of RAR that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of RAR.

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

(4) Subject to subrule (2), a Member or an associate may make a copy of any of the other records of RAR referred to in this rule and RAR may charge a reasonable fee for provision of a copy of such a record.

(5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of RAR and includes the following—

- (a) its membership and association records;
- (b) its financial statements;
- (c) its financial records;

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

76 Winding up and cancellation

(1) RAR may be wound up voluntarily by special resolution.

(2) In the event of the winding up or the cancellation of the incorporation of RAR, the surplus assets of RAR must not be distributed to any Members or associates, or persons belonging or formerly belonging to Members or associates of RAR, or former Members or associates, or persons belonging or formerly belonging to former Members or associates of RAR.

(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 RAR and which is not carried on for the profit or gain of its individual members.

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

77 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of RAR.

Note

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