

# Rules for Incorporation

Circular Keys - Management Team - 2 year term

OCTOBER 2024

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## **PART 1 - PRELIMINARY**

### **1.1 Name**

The name of the incorporated association is Circular Keys Chorus.

### **1.2 Charter**

1. Circular Keys Chorus, on its formation shall be given its Charter by the International Board of Directors.
2. It shall retain its Charter while:
  - (a) it continues to carry out the purpose and functions as a Chorus of Sweet Adelines International
  - (b) it has a minimum membership of fifteen members engaged in performing four part harmony barbershop style without instrumental accompaniment;
  - (c) it competes at least every 3 years in a Regional or International Sweet Adelines competition;
  - (d) It teaches and trains its members in the art of barbershop singing by:
    - (i) organising and maintaining Circular Keys Chorus and quartets;
    - (ii) giving public and private performances;
    - (iii) promoting interest in, development of and general appreciation of all things pertaining to the art of barbershop harmony
  - (e) it follows the membership requirements for membership for a Sweet Adelines Chorus; and
  - (f) it pays the fees and levies prescribed by the Region and International.

### **1.3 Purpose**

The purpose for which this chorus is formed is to perpetuate and enhance the barbershop music art form through education, thereby benefiting local communities by furthering their artistic enrichment. The chorus will accomplish this purpose by:

1. Providing education and training for its members in singing four-part harmony, barbershop style, without instrumental accompaniment, the parts being tenor, lead, baritone and bass; this to be accomplished by organising and maintaining choruses and quartets; and
2. Giving public and private performances to promote an interest in the development and general appreciation of all things pertaining to the art form of barbershop harmony.

## **PART 2 - POWERS**

### **2.1 Powers of Association**

1. The Association has power to control and manage the affairs of the association, including
  - a. acquiring, holding and disposing of real or personal property;
  - b. opening and operating accounts with financial institutions;

- c. investing its money in any security in which trust monies may lawfully be invested;
  - d. raising and borrowing money on any terms and in any manner as it thinks fit;
  - e. securing the repayment of money raised or borrowed, or the payment of a debt or liability;
  - f. appointing agents to transact business on its behalf;
  - g. entering into any other contract it considers necessary or desirable.
2. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.
  3. The Association must not distribute any surplus, income or assets directly or indirectly to its members. However, this 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.

## **PART 3 - MEMBERSHIP**

### **3.1 Member Eligibility**

1. Membership is open to women (including transgender women) and non-binary people assigned female at birth who are genuinely interested in the promotion of barbershop singing and friendship.
2. Any person considered eligible for membership becomes a prospective member.
3. Each prospective member shall be auditioned.
4. A prospective member must attend at least three rehearsals before being auditioned.
5. After passing the audition, the prospective new member receives the standard application form for completion, plus a copy of the Chorus Rules for Incorporation and Standing Rules.
6. An application for membership and the results of the audition shall be reviewed by the Association's management committee.
7. Chorus members must be provided the opportunity to give input to the Association's management committee regarding all applications for membership.
8. An application shall be accepted by  $\frac{2}{3}$  affirmative vote of members present and in good standing either
  - a. at a general meeting of the membership or a special meeting called for that purpose OR
  - b. at a management committee meeting

the method by which to be stated in the association's Standing Rules.
9. The prospective member must be notified in writing if her membership is accepted or rejected by a person appointed by the management committee.

## **3.2 Membership Categories**

Membership of the association consists of any of the following categories:

### **3.2.1 Member**

- a. A member in good standing is entitled to the full benefits of association membership including :
  - (i) the right to vote at all association's meetings;
  - (ii) the right to hold office on the management committee;
  - (iii) the right to participate in the association's performances and competitions as set forth in the association's standing rules.
- b. A member is considered a member in good standing when
  - (i) all fees are met; and
  - (ii) any attendance standards are met.

### **3.2.2 Associate Member**

- a. An associate member must be a current or former association member.
- b. An associate member holds all privileges of membership, except that she may not compete or perform in the association
- c. An associate member pays the full International per capita fee
- d. An associate member pays any Regional assessment due.
- e. An associate member pays a % of the Association's member fee as determined by the management committee
- f. An associate member may reapply for full chapter membership at any time according to the membership and audition procedures established by the association

### **3.2.3 Youth Member**

- a. A youth member is a member 25 years or younger as of May 1 of any year
- b. A youth member has membership privileges
- c. A youth member pays a % of the Association's member fee as determined by the management committee

### **3.2.4 Dual Member**

- a. A dual member is a member who holds membership in another chorus at the same time as their membership with the chorus.
- b. A dual member has membership privileges.
- c. A dual member pays the Association's member fee as determined by the management committee.
- d. A dual member chooses through which chorus she will pay her regional and international per capita fees

## **3.3 Number of Members**

A minimum membership of fifteen (15) plus the director is required to form the association.

### **3.4 Cessation of Membership**

#### **3.4.1. Resignation**

A member may resign from the association by giving a written notice of resignation to the Secretary.

#### **3.4.2 Termination**

- a. The management committee may terminate a member's membership if the member
  - (i) does not comply with any of the provision of these rules; or
  - (ii) is in default in the payment of dues. Membership is terminated if default is not remedied within 60 days of written notice. Any member in default in the payment of dues shall be suspended from all privileges of membership and, if after written notice by the Association's Financial Manager, such default shall not be remedied within a period of sixty (60) days, the membership of such member shall automatically terminate.
  - (iii) conducts herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- b. Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- c. If after considering all representations made by the member, the management committee decides to terminate the membership, the management committee will appoint a person to give the member a written notice of the decision.
- d. A member has the right of appeal for (iii) only. Procedures for disciplinary action and rights of appeal are laid down in these rules.

### **3.5 Fees and Subscriptions**

The management committee will establish the membership fee which will be the total financial obligation for membership of the association.

### **3.6 Members Liability**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by Item 5, Fees and Subscriptions.

### **3.7 Disciplinary Action**

#### **3.7.1 Grounds for taking disciplinary action**

The Association may take disciplinary action against a member if it is determined that the member—

- a. has failed to comply with these Rules; or
- b. refuses to support the purposes of the Association; or
- c. has engaged in conduct prejudicial to the Association.

#### **3.7.2 Disciplinary subcommittee**

- a. If the management committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Management

Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

- b. The members of the disciplinary subcommittee –
  - (i) may be management committee members, members of the Association or anyone else; but
  - (ii) must not be biased against, or in favour of, the member concerned.

### **3.7.3 Notice to member**

- a. Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (i) stating that the Association proposes to take disciplinary action against the member; and
  - (ii) stating the grounds for the proposed disciplinary action; and
  - (iii) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (iv) advising the member that she may do one or both of the following
    - (a) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (b) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
    - (c) setting out the member's appeal rights under rule 3.7.5.
- b. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### **3.7.4 Decision of subcommittee**

- a. At the disciplinary meeting, the disciplinary subcommittee must
  - (i) give the member an opportunity to be heard; and
  - (ii) consider any written statement submitted by the member.
- b. After complying with (a) above, the disciplinary subcommittee may
  - (i) take no further action against the member; or
  - (ii) reprimand the member; or
  - (iii) suspend the membership rights of the member for a specified period;
  - (iv) expel the member from the Association.
- c. The disciplinary subcommittee may not fine the member.
- d. 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.

### **3.7.5 Appeal rights**

- a. A person whose membership rights have been suspended or who has been expelled from the Association using the above procedures, may give notice to the effect that she wishes to appeal against the suspension or expulsion.

- b. The notice must be in writing and given
  - (i) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (ii) to the Secretary not later than 48 hours after the vote.
- c. If a person has given notice as prescribed in (b) above, a disciplinary appeal meeting must be convened by the management committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- d. Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:
  - (i) specify the date, time and place of the meeting; and
  - (ii) state
    - 1. the name of the person against whom the disciplinary action has been taken; and
    - 2. the grounds for taking that action; and
    - 3. 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.

### **3.7.6 Conduct of disciplinary appeal meeting**

- a. At a disciplinary appeal meeting
  - (i) no business other than the question of the appeal may be conducted; and
  - (ii) the management committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (iii) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- b. After complying with (a) above, the members present and entitled to vote 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.
- c. A member may not vote by proxy.
- d. The decision is upheld by  $\frac{3}{4}$  or more of the members voting at the meeting in favour of the decision.

## **3.8 Grievance Procedures**

### **3.8.1 Application**

- a. The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (i) A member and another member;
  - (ii) A member and the committee;
  - (iii) A member and the association.
- b. 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.
- c. The following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centres Act 1983 for mediation -
  - (i) A dispute between 2 or more members of the association,



- but only if the dispute is between the members in their capacity as members, or
- (ii) A dispute between 1 or more members and the association.

### **3.8.2 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.

### **3.8.3 Appointment of mediator**

- a. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 3.8.2 above, the parties must within 10 days—
  - (i) notify the Committee of the dispute; and
  - (ii) agree to or request the appointment of a mediator; and
  - (iii) attempt in good faith to settle the dispute by mediation.
- b. The mediator must be—
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement—
    - 1. if the dispute is between a member and another member—a person appointed by the Committee; or
    - 2. if the dispute is between a member and the Committee or the Association—a person appointed or employed by the relevant State Government Department
- c. 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
  - (i) has a personal interest in the dispute; or
  - (ii) is biased in favour of or against any party.

### **3.8.4 Mediation process**

- a. The mediator to the dispute, in conducting the mediation, must
  - (i) give each party every opportunity to be heard; and
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- a. The mediator must not determine the dispute.

### **3.8.5 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.

## **3.9 Register of members**

- 1. The management committee must keep a register of members of the association.
- 2. The register must include the following particulars for each member
  - a. the full name of the member;
  - b. the postal, residential or email address of the member, or other form of contact information as nominated by the member;
  - c. the date of admission as a member;
  - d. the date of death or time of resignation of the member;

- e. details about the termination or reinstatement of membership;
  - f. any other particulars the management committee or the members at a general meeting decide.
- 3. A member is able to request that the association provide them with a copy of the register and the association may charge a fee for providing the information.
- 4. A member must contact the secretary to arrange to receive a copy of the register.
- 5. However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.
- 6. The management committee may require a member who wishes to obtain a copy of the register of members to provide a statutory declaration setting out the purpose for which the application is made.

### **3.10 Prohibition on use of information on register of members**

- 1. A member of the association must not
  - a. use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 2. Rule (1) above does not apply if the use or disclosure of the information is approved by the association.

## **PART 4 - MUSIC DIRECTOR**

- 1. Selection of the Music Director is decided by a  $\frac{2}{3}$  affirmative vote of the chorus membership, upon recommendation from the Management Committee.
- 2. Duties, responsibilities, and entitlements of the Music Director are set out in the Music Director's agreement. This agreement is between the Music Director and the Chorus members, and therefore requires a  $\frac{2}{3}$  affirmative vote of the chorus membership.
- 3. Termination of the Music Director's services is by  $\frac{2}{3}$  vote of the chorus membership, at a special general meeting called for this purpose.
- 4. The Music Director can be a member or a non member. Being female is not a requirement to be a Music Director.

## **PART 5 - COMMITTEE**

### **5.1 Name, Composition and term of office**

#### **5.1.1 Name**

The name of the management committee is the Management Team.

### **5.1.2 Membership of the Management Team**

- a. The number of members on the Management Team shall be 5 to 8 elected members, plus the Musical Director.

- b. The positions of the Management Team consist of:

- (i) Team Co-ordinator;
- (ii) Financial Manager;
- (iii) Secretary;
- (iv) 2 to 5 management team members

plus the Music Director

- c. The Management Team has the option to appoint 3 additional members to a maximum of 12.

### **5.1.3 Terms of Office**

- a. Members elected to the Management Team shall be members in good standing and shall be elected for a term of two years, except at the first election when half the total number of Management Team members are elected for a one year term, and half the total number of Management Team members are elected for a two year term; and
- b. The number of consecutive years that can be served is to be written into the association's Standing Rules.
- c. The Music Director is automatically a member of the Management Team.

## **5.2 Eligibility**

A member is unable to be elected to the Management Team if:

- a. they are an undischarged bankrupt or whose affairs are under insolvency law;
- b. they have been convicted with an offence involving fraud or dishonesty punishable on conviction by 3 months or more imprisonment; and
- c. they have been convicted of an offence in connection with the promotion or formation of management of a body corporate.

## **5.3 Election Procedure**

The election of the Management Team shall take place in the following manner:

- a. The Team Coordinator shall appoint a Nominating Committee at least 30 days prior to the Annual General Meeting of the members.
- b. The Nominating Committee will be composed of not less than three (3) members, such appointments to be ratified by a majority vote of the Management Team.
- c. This committee, under the direction of its chair, shall prepare a list of nominees for the vacancies to be filled.
- d. Any member of the Chorus shall be at liberty to nominate any other member to serve as a member of this Committee.
- e. Any member of the Chorus is able to nominate herself to serve as a

member of this Committee.

- f. The nomination, which shall be in writing and signed by the member and at least 2 members proposing the nominee, shall be lodged with the Nominating Committee at least 10 days before the Annual General Meeting at which the election is to take place.
- g. The names of the nominees and a list of their qualifications shall be distributed to the membership at least 10 days prior to the date of election.
- h. Should, at the commencement of such meeting, there be an insufficient number of candidates nominated:
  - The nominated candidates are taken to be elected;
  - A call for further nominations may be taken from the floor of the meeting in the manner directed by the member presiding at the meeting;
  - If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected;
  - If the number of nominations received is more than the number of vacancies to be filled a ballot must be held at the meeting in the manner directed by the member presiding.
- i. Management Team members shall be elected by ballot of the membership and plurality votes shall elect.
- j. Office bearers of the Management Team will be elected in either of the following ways:
  - (i) By the membership at the AGM or
  - (ii) By the management team at their first meeting immediately following the AGM

The method by which will be written into the Association's standing rules.

#### **5.4 Powers of the Management Team**

- 1. The Management Team has the authority and responsibility to enforce the rules and regulations necessary to manage the Association.
- 2. The Management Team has the management and control of the funds and other property of the association.
- 3. The Management Team may establish subcommittees consisting of members with terms of reference it considers appropriate to assist it to exercise its functions, other than
- 4.
  - (i) This power of delegation, or
  - (ii) A duty imposed on the Management Team by the Associations Incorporation Act 2009 or another law.

For further matters relating to delegations, refer to The Interpretation Act 1987, section 49.

- 5. The Management Team has a duty:
  - a. of care and diligence;
  - b. to act in good faith in the best interests of the association and for a proper purpose;
  - c. not to misuse one's position;
  - d. not to misuse information obtained through the position to gain an advantage for self or someone else to to cause detriment to the association; and
  - e. to prevent the association trading when insolvent.

f.

## **5.5 Resignation, removal or vacation of committee member**

1. A member of the Management Team may resign from the committee by giving written notice of resignation to the secretary.
2. The resignation takes effect at—
  - a. the time the notice is received by the secretary; or
  - b. if a later time is stated in the notice—the later time.
3. A member may be removed from office if she fails to perform the duties of her position or whose conduct is deemed prejudicial to the organisation.
4. A member may be removed from office by a  $\frac{2}{3}$  vote of the membership at a general meeting of the association.
5. A member dies or becomes insolvent.
6. A Management Team member shall not be removed until she has been served with a written notice of the charges against her and shall have been given an opportunity to produce before the Committee evidence to refute such charges.
7. A member has the right of appeal against her removal from office under this rule

## **5.6 Vacancies on Management Team**

### **5.6.1 Vacancies arising from voluntary resignation of a committee member**

Casual vacancies will be filled by:

- a. An election by the association's members, or
- b. Consensus of the remaining Management Team

The method by which will be written into the Association's standing rules.

### **5.6.2 Vacancies arising from the removal of a committee member**

1. The association in a general meeting may, by resolution -
  - a. Remove a committee member from office at any time, and
  - b. Appoint another member of the association to hold office for the balance of the committee member's term of office.
2. A committee member to whom a proposed resolution referred to in subclause 1) relates may:
  - a. Give a written statement, of a reasonable length, to the president or secretary, and
  - b. Request that the committee send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.

## **5.7 Management Team meetings**

1. The Management Team must meet at least once each month, with exclusion of any period of recess.

2. Additional meetings of the Management Team may be convened by the Team Coordinator or by any member of the committee.
3. (a) A committee meeting may be held at 2 or more venues using any technology that gives each of the committee members a reasonable opportunity to participate.  
(b) In any legal proceedings, a committee meeting held in accordance with subsection 3 (a) or part of such a meeting, is not to be declared invalid on the ground that one or more of the committee members did not have a reasonable opportunity to participate unless the court is satisfied that -
  - (i) substantial injustice has been, or may be, caused; and
  - (ii) The injustice cannot be remedied by any other order available to the court.
4. Oral or written notice of a meeting of the Management Team must be given by the secretary to each member of the Management Team at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
5. Notice of a meeting given under (3) above must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Management Team members present at the meeting unanimously agree to treat as urgent business.
6. No business is to be transacted by the Management Team unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the members present will adjourn the meeting to an agreed place and time no later than 14 days after the adjournment. Notice of time, date and place to which the meeting is adjourned must be given in accordance with Rule 5.7.4.
7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
8. At a meeting of the Management Team, the Team Coordinator, or in the Team Coordinator's absence, another committee member as may be chosen by the members present at the meeting is to preside.
9. The order of business may be determined by the members present at the meeting.
10. Decisions will be made by consensus of the Management Team. The Team Coordinator does not have a casting vote.

## **5.8 Quorum**

A majority of the members of the Management Team shall constitute a quorum.

# **PART 6 - FINANCIAL MATTERS**

## **6.1 Financial Year**

The financial year of the association shall be from 1 January to 31 December.

## **6.2 Sources of Funds**

Income is derived from membership fees, performances, grants, donations, fund raising and any other sources that accord with the provisions of this Rules for Incorporation.

### **6.3 Management of Funds**

1. The Association must open an account(s) in the name of the association with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
2. A payment by the association of \$100 or more must be made by cheque or electronic transfer.
3. Payments of over \$100 must be signed or authorised by any 2 of the following:
  - a. The Team Coordinator
  - b. The Secretary
  - c. The Financial Manager
  - d. any 1 of 3 other members of the association who have been authorised by the management committee to sign for payments issued by the association
  - e. 1 of the persons who signs or authorises must be the Team Coordinator, the Secretary or the Financial Manager.
4. A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
5. All expenditure must be approved or ratified at a management committee meeting.

### **6.4 Appointment of an auditor**

At the Annual General Meeting, an auditor, accountant or an approved person for the present financial year must be appointed.

### **6.5 Insurance**

The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

## **PART 7 - GENERAL MEETINGS**

### **7.1 Association Rehearsals**

The Association will schedule rehearsals regularly.

### **7.2 General Meetings**

1. Necessary business may be conducted on the date of a regular Association rehearsal or at a special general meeting called for that purpose.
2. A general meeting may be held at 2 or more venues using any technology that gives each of the association's members a reasonable opportunity to participate.
3. In any legal proceedings, a general meeting held in accordance with subsection 2 above or part of such a meeting, is not to be declared invalid on the ground that one or more of the association's members did not have a reasonable opportunity to participate unless the court is satisfied that -
  - (i) substantial injustice has been, or may be caused; and
  - (ii) The injustice cannot be remedied by any other order available to the court.

### **7.3 Annual general meetings**

1. The management committee must convene an annual general meeting of the Association to be held within 4 months after the end of each financial year.
2. Despite rule (1) above, the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
3. The Committee determines 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 adopt —
    - (i) the annual report of the management committee on the activities of the Association during the preceding financial year; and
    - (ii) the Association's financial statement, and the audit report, for the last reportable financial year;
  - (i) to elect the members of the management committee in the following manner:
    1. Voting shall be in person or by absentee ballot
    2. Absentee ballots to be considered valid shall be received by the chair prior to the meeting
5. The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **7.4 Special general meetings**

1. Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
2. The management committee may convene a special general meeting whenever it thinks fit.
3. No business other than that set out in the notice under rule 7.6 Notice of General Meetings may be conducted at the meeting.

### **7.5 Special general meeting held at request of members**

1. A special general meeting may be called by 20% of the membership.
2. The management committee must convene a special general meeting within 3 months after the date on which the original request was made.
3. Only the business stated in that request will be considered.
4. The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting.

### **7.6 Notice of general meetings**

1. The Secretary (or, in the case of a special general meeting convened under rule 7.5



above, the members convening the meeting) must give to each member of the Association—

- a. at least 21 day's 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.
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;
3. This rule does not apply to a disciplinary appeal meeting.

## **7.7 Voting**

1. On any question arising at a general meeting of the Association a member has one vote only.
2. A member must be a member in good standing to be able to vote at any general meeting of the Association
3. At a general meeting each question matter or resolution, except a special resolution, must be decided by a majority of votes of the members present.
4. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting can vote.
5. The method of voting is to be decided by the management committee
6. If at least 20% of the members present demand a secret ballot/poll, voting must be by secret ballot/poll.
7. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot/poll in the way the chairperson decides.
8. The result of a secret ballot/poll as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.
9. Proxy votes are not permitted
10. A postal or electronic ballot may be held to determine any issue or proposal, and must be conducted in accordance with State Legislation.
11. This rule does not apply to a vote at a disciplinary appeal meeting.

## **7.8 Conduct and transaction of business by telephone or other electronic means**

1. The committee and association may transact its business by the circulation of papers, including by electronic means, among all committee members.
2. If the committee and association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.

3. The committee and association may transact its business at a meeting at which 1 or more committee members participate by use of technology, provided all members can clearly communicate with all other members present.
4. The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee and association for the purposed of -
  - (a) the approval of a resolution under subclause 2;
  - (b) a meeting held in accordance with subclause 3.
5. A resolution approved under subclause 2 must be recorded in the minutes of the meetings of the committee and association.

## **7.9 Quorum at general meetings**

1. No business may be conducted at a general meeting unless a quorum of members is present.
2. The quorum for a general meeting is the majority of the members entitled 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 7.5, 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 6.6.
  - b. 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.
4. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule 3.b., the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

## **7.10 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 members present at the meeting, adjourn the meeting to another time at the same place or at another place.
2. Without limiting rule 1.above, 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.
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. If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of -

- (a) The time and place at which the adjourned meeting will be held, and
- (b) The nature of the business to be transaction at the adjourned meeting.

## **7.11 Special resolutions**

1. A special resolution is passed by no less than 3/4 of the members voting at a general meeting in favour of the resolution.
2. 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.

## **PART 8 - CONFLICT OF INTEREST**

1. A member (including a member of the Management Team) who has a material personal interest in a matter being considered at any association meeting must disclose the nature and extent of that interest to the meeting.
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.
3. This material personal interest is to be recorded in the minutes of the meeting, and in the case of a Committee meeting, it must also be disclosed at the association's next general meeting.

NOTE: In the case of a Committee meeting, If there are insufficient Committee members to form a quorum because a Committee member who has a material personal interest is disqualified from voting on a matter, a general meeting maybe called to deal with the matter.

## **PART 9 - OTHER MATTERS**

### **9.1 Minutes of meetings**

1. The Committee must ensure that full and accurate minutes are taken and kept of each general meeting and each committee meeting.
2. The minutes must record the business considered at the meetings, 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 members attending the meeting; and
  - b. the financial statements submitted to the members; and
  - c. the document 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
  - d. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
4. To ensure the accuracy of the minutes, the minutes of all meetings must be adopted as a true and correct record by those present at the meeting and signed by the chairperson of the meeting, or the chairperson of the next meeting, verifying their accuracy.

## **9.2 Common Seal**

1. The management committee must ensure the association has a common seal.
2. The common seal must be:
  - a. kept securely by the management committee; and
  - b. used only under the authority of the management committee
3. Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:
  - a. the secretary; or
  - b. another member of the management committee; or
  - c. someone authorised by the management committee.

## **9.3 Custody and Inspection of books**

1. The management committee must ensure the safe custody of minutes, books, documents, instruments of title and securities of the association at the Association's office or at any other place the management committee determines.
2. A member may at any reasonable time inspect without charge the minutes, books, documents, records and securities of the Association.
3. The management 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.
4. A member may make a copy of any records of the Association. The Association may charge a reasonable fee for provision of a copy of such a record, except for the copying of these Rules for Incorporation.

## **9.4 Amendment to Rules**

1. Subject to the Act, these rules, including the objects of the association, may only be altered by special resolution of a general meeting of the Association, initiated by the Regional Management Team.
2. Such alterations are valid only when registered with the body responsible for the Incorporation of Associations.

## **9.5 Distribution of Assets on winding up**

1. The Association may be wound up voluntarily by special resolution.
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.
3. Subject to the Act and any court order, 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.
4. The body to which the surplus assets are to be given must be decided by special resolution.