

**The Royal Scottish Country Dance Society
Queensland Branch Incorporated**

**Revised Constitution
Approved 11th November 2025**



rscds qld

Constitution Document Number IA08085

(Original Registration 16/12/1997)

1. INTERPRETATION

- 1) In these rules: **Act** means the *Associations Incorporation Act 1981*.
present –
 - a. at a Management Committee meeting, see sub-rule (23)(6); or
 - b. at a general meeting, see sub-rule (38)(2).
- 2) A word or expression that is not defined in these rules, but is defined in the **Act** has, if the context permits, the meaning given by the **Act**.

2. NAME

- 1) The name of the incorporated Association shall be "The Royal Scottish Country Dance Society Queensland Branch Incorporated" (hereinafter called the Association).
- 2) The Association is an autonomous body consisting of members of The Royal Scottish Country Dance Society (hereinafter called "the Society"). While it has similar objects to and associates with the Society, it operates and carries out its administration and management independently from the Society.

3. OBJECTS

The objects for which the Association is established are:

- 1) To preserve and further the practice of traditional Scottish country dancing.
- 2) To provide, or assist in providing, special education or instruction in the practice of Scottish country dancing.
- 3) To promote the enjoyment and appreciation of Scottish country dancing and music.
- 4) Generally, to do such other things as are or may be considered by the Association to further the objects of the Society in Queensland.

4. POWERS

- 1) The Association has, in the exercise of its affairs, all the powers of an individual.
- 2) The Association may, for example:
 - a. enter into contracts; and
 - b. acquire, hold, deal with and dispose of property; and
 - c. make charges for services and facilities it supplies; and
 - d. do other things necessary or convenient to be done in carrying out its affairs.
- 3) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

5. CLASSES OF MEMBERSHIP

- 1) Membership of the RSCDS is open worldwide, to any individual who is interested in Scottish country dancing and/or Scottish country dance music.
- 2) Subscribing membership for any individual aged twelve years (12) or over, involves the payment of an annual subscription to both; RSCDS (the Society) and RSCDS Qld Branch (the Association) for the period 1st July to 30th June, the amount depending on the specific class of membership. The class of membership being set by the Society.
- 3) RSCDS (the Society) subscriptions are normally paid to the Branch treasurer. Any subscribing member may subscribe to more than one (1) Branch but, must nominate a primary Branch through which their annual subscriptions are paid. Direct membership is also available by making payment to the Society's office.
- 4) Non-Subscribing Junior Membership - This membership is available for free for children under the age of twelve (12) years (as at 1st July) with a responsible adult registering the child's junior membership with a primary Branch of the Society's office.
- 5) The number of members in each class shall be unlimited.

6. AUTOMATIC MEMBERSHIP

A person who, on the day the Association is incorporated, was a member of the unincorporated Association, and who, on or before a date fixed by the Management Committee, agrees in writing to become a member of the incorporated Association, must be admitted by the Management Committee:

- a. to the equivalent class of membership of the Association as the member held in the unincorporated Association; or
- b. if there is no equivalent class of membership – as an ordinary member.

7. NEW MEMBERSHIP

- 1) An applicant for membership of the Association must be proposed by one (1) member of the Association (the proposer) and seconded by another member of the Association (the seconder).
- 2) An application for membership must be:
 - a. in writing; and
 - b. signed by the applicant and the applicant's proposer and seconder; and
 - c. in the form decided by the Management Committee.

8. MEMBERSHIP FEES

- 1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
- 2) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

- 3) Every member of the incorporated Association who, before becoming a member, has paid the member's annual subscription for membership of the unincorporated Association on or before a day fixed by the Management Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Management Committee as the day on which the next annual subscription is payable.

9. ADMISSION AND REJECTION OF MEMBERS

- 1) The Management Committee must consider an application for membership at the next committee meeting held after it receives:
 - a. the application for membership; and
 - b. the appropriate membership fee for the application.
- 2) The Management Committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the Management Committee considers the person's application, the person is advised:
 - a. whether or not the Association has public liability insurance; and
 - b. if the Association has public liability insurance – the amount of the insurance.
- 3) The Management Committee must decide at the meeting whether to accept or reject the application.
- 4) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 5) The secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject the application, give the applicant a written notice of the decision.

10. TERMINATION OF MEMBERSHIP

- 1) A member may resign from the Association at any time by giving a written notice of resignation to the secretary.
- 2) Such resignation shall take 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) The Management Committee may terminate a member's membership if the member:
 - a. is convicted of an indictable offence; or
 - b. does not comply with any of the provisions of these rules; or
 - c. has membership fees in arrears for at least two (2) months; or
 - d. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
 - e. Conducts himself or herself in a manner contrary to the health and safety of other members of the Society or the Association.
- 4) Before the Management Committee terminates a member's membership, the Management Committee must give the member a full and fair opportunity to show why the membership should not be terminated.

- 5) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the secretary of the Management Committee must give the member written notice of the decision.

11. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- 2) A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the decision.
- 3) If the secretary receives a notice of intention to appeal, the secretary must, within one (1) month after receiving the notice, call a general meeting to decide the appeal.

12. GENERAL MEETING TO DECIDE APPEAL

- 1) The general meeting to decide an appeal must be held within three (3) months after the secretary receives notice of intention to appeal.
- 2) At the meeting the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 3) The Management Committee and the members of the Management Committee who rejected the application or terminated the membership, must be given full and fair opportunity to show why the application should be rejected or the membership terminated.
- 4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 5) If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

13. REGISTER OF MEMBERS

- 1) The Management Committee must keep a local 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 or residential address of the member;
 - c. the email address of the member;
 - d. the phone number of the member;
 - e. the date of admission as a member;
 - f. the date of death or time of resignation of the member;
 - g. details about the termination or reinstatement of membership;
 - h. any other particulars the Management Committee or the members at a general meeting decide.
- 3) The register must be open for inspection by members of the Association at all reasonable times.
- 4) A member must contact the secretary to arrange an inspection of the register.
- 5) The Management Committee may, on the application of a member of the Association, withhold information about the member (other than the member's 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.

14. PROHIBITION OF 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) Sub-rule (1) does not apply if the use or disclosure of the information is approved by the Association.

15. APPOINTMENT OR ELECTION OF SECRETARY

- 1) The secretary must be an adult residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
 - a. a member of the Association elected by the Association as secretary; or
 - b. any of the following persons appointed by the Management Committee as secretary:
 - i. a member of the Association's Management Committee;
 - ii. another member of the Association;
 - iii. another person (whether or not the individual is a member of the Association)
- 2) If the Association has not elected an interim officer as secretary for the Association before its incorporation, the members of the Management Committee must ensure a secretary is appointed or elected for the Association within one (1) month after incorporation.
- 3) If a vacancy happens in the office of secretary, the members of the Management Committee must ensure a secretary is appointed or elected for the Association within one (1) month after the vacancy happens.
- 4) If the Management Committee appoints a person mentioned in sub-rule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- 5) If the Management Committee appoints a person mentioned in sub-rule (1)(b)(ii) as secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
- 6) If the Management Committee appoints a person mentioned in sub-rule (1)(b)(iii) as secretary the person does not become a member of the Management Committee.

In this rule ---casual vacancy, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

16. REMOVAL OF SECRETARY

- 1) The Management Committee of the Association may at any time remove a person appointed by the Management Committee as secretary.
- 2) If the Management Committee removes a secretary who is a person mentioned in sub-rule (15)(1)(b)(i), the person remains a member of the Management Committee.
- 3) If the Management Committee removes a secretary who is a person mentioned in sub-rule (15)(1)(b)(ii) and who has been appointed to a casual vacancy on the Management Committee under sub-rule (15)(5), the person remains a member of the Management Committee.

17. FUNCTIONS OF SECRETARY

- 1) The secretary's functions include, but are not limited to:
 - a) keeping copies of all correspondence and other documents relating to the Association; and
 - b) calling meetings of the Association; and
 - c) in consultation with the chairperson of the Association prepare notices of a meeting; and
 - d) in consultation with the chairperson of the Association prepare the agenda to be followed at the meeting; and
 - e) keeping minutes of each meeting; and
 - f) advise members of the Association of upcoming events and newsworthy items relating to the Association; and
 - g) updating websites (both Local and Scotland's) with events and photos; and
 - h) ensuring the Policy & Procedural Manual is current.
- 2) The Management Committee may at their discretion divide the secretarial responsibilities between Minute Secretary and General Secretary. Rule (15) applies.

18. MEMBERSHIP OF MANAGEMENT COMMITTEE

- 1) The Management Committee of the Association will be in size a minimum of five (5) people and a maximum of ten (10) people.
- 2) The Management Committee positions which must be filled are: chairperson, vice-chairperson, secretary and treasurer.
- 3) Optional positions which can be added to the Management Committee are:
 - a) events co-ordinator; and
 - b) governance officer; and
 - c) education and training officer; and
 - d) marketing officer; and
 - e) equipment, technology, music and sound officer; and
 - f) up to three (3) general committee members.
- 4) Whether these optional positions are filled will be determined by nomination and voting in the same manner as for the mandatory positions listed in sub-rule (18)(2).
- 5) Optional positions can be filled by a person who fills a position under sub-rule (18)(2) but one person cannot hold several optional positions.
- 6) The number of votes is equal to the number of people on the Management Committee. If in accordance with sub-rule (18)(5) one person holds two positions they have one vote only.
- 7) All members of the Management Committee, other than a secretary appointed by the Management Committee under sub-rule (15)(1)(b)(iii) must themselves be financial members of the Association.

- 8) At each annual general meeting of the Association, all the members of the Management Committee must retire from office. Subject to any governing by-laws, all retiring members shall be eligible, upon nomination, for re-election.
- 9) A member of the Association may be appointed to a casual vacancy on the Management Committee under rule (21).

19. ELECTING THE MANAGEMENT COMMITTEE

- 1) A member of the Management Committee may only be elected as follows:
 - a. any two (2) members of the Association may nominate another member (***the candidate***) to serve as a member of the Management Committee;
 - b. the nomination must be:
 - i. in writing; and
 - ii. signed by the candidate and the members who nominated him or her; and
 - iii. given to the secretary at least fourteen (14) days before the annual general meeting at which the election is to be held;
 - c. each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Management Committee;
 - d. if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting;
 - e. if a nomination for a position has been received according to sub-rule (1)(b) above, then nominations for the position cannot be taken from the floor;
 - f. if a nomination, received according to sub-rule (1)(b) above, is withdrawn during the meeting then nominations may be taken from the floor of the meeting.
- 2) A person may be a candidate only if the person:
 - a. is an adult; and
 - b. is not ineligible to be elected as a member under section 61A of the **Act**.
- 3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be distributed by email or posted by mail to members of the Association at least seven (7) days immediately preceding the annual general meeting.
- 4) If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 5) The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised;
 - a. whether or not the Association has public liability insurance; and
 - b. if the Association has public liability insurance - the amount of the insurance.

20. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

- 1) A member of the Management Committee may resign from the Management Committee at any time 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 at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting, vote in favour of removing the member.
 - 4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
 - 5) A member has no right of appeal against the member's removal from office under this rule.
 - 6) A member immediately vacates the office of member in the circumstance mentioned in section 64(2) of the **Act**.

21. VACANCIES ON MANAGEMENT COMMITTEE

- 1) If a casual vacancy happens on the Management Committee, the continuing members of the Management Committee may appoint another member of the Association to fill the vacancy until the next annual general meeting.
- 2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 3) However, if the number of Management Committee members is less than the number fixed under sub-rule (24)(1) as a quorum of the Management Committee, the continuing members may act only to:
 - a. increase the number of Management Committee members to the number required for a quorum; or
 - b. call a general meeting of the Association.

22. FUNCTIONS OF MANAGEMENT COMMITTEE

- 1) Subject to these rules or a resolution of the members of the Association carried at any general meeting, the Management Committee has general control and management of the administration of the affairs, property and funds of the Association.
- 2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, **but** any interpretation must have regard to the **Act**, including any regulation made under the **Act**. All such interpretations will be recorded and reported to the Branch in general meeting.

Note – The Act prevails if the Association's rules are inconsistent with the Act – see section 1D of the Act

- 3) The Management Committee may exercise the powers of the Association:
 - a. to borrow, raise or secure the payment of amounts in a way the members of the Association decide; and
 - b. to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement

- incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future; and
 - c. to purchase, redeem or pay off any securities; and
 - d. to borrow amounts from members and pay interest on the amounts borrowed; and
 - e. to mortgage or charge the whole or part of its property; and
 - f. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
 - g. to provide and pay off any securities; and
 - h. to invest in a way, the members of the Association may from time to time decide.
- 4) For sub-rule (3)(d) the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- a. the financial institution for the Association; or
 - b. if there is more than one (1) financial institution for the Association, the financial institution nominated by the Management Committee.

23. MEETINGS OF MANAGEMENT COMMITTEE

- 1) Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.

Note - See also sections 70B and 70C of the Act about requirements relating to the proceedings of the Management Committee, if a member of the Management Committee has a material personal interest in a matter being considered at a meeting of the Management Committee

- 2) The Management Committee must meet at least once every two (2) calendar months to exercise its functions.
- 3) The Management Committee must decide how a meeting is to be called.
- 4) Notice of a meeting is to be given in the way decided by the Management Committee.
- 5) The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 6) A Management Committee member who participates in the meeting as mentioned in sub-rule (5) is taken to be present at the meeting.
- 7) A question arising at the Management Committee meeting is to be decided by a majority vote of all members (including the chairperson) of the Management Committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 8) Voting must be in person – subject to sub-rule (5) and sub-rule (6) above.
- 9) The chairperson is to preside as chairperson at a Management Committee meeting.
- 10) If there is no chairperson or if the chairperson is not present within ten (10) minutes after the time fixed for a Management Committee meeting, the vice chairperson shall be

chairperson or if the vice chairperson is not present at the meeting then, the members may choose one (1) of their number to preside as chairperson of the meeting.

- 11) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.
- 12) For purposes of information or presentation but without a vote, 'other persons' may be invited (by the Management Committee) to attend a Management Committee meeting.

24. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

- 1) At a Management Committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 2) If there is no quorum within thirty (30) minutes after the time fixed for a Management Committee meeting called, at the request of members of the Management Committee, the meeting lapses.
- 3) If there is no quorum within thirty (30) minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the Management Committee:
 - a. the meeting is to be adjourned for at least one (1) day; and
 - b. the members of the Management Committee who are present, are to decide the day, time and place of the adjourned meeting.
- 4) If, at an adjourned meeting mentioned in sub-rule (3), there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.

25. SPECIAL MEETING OF MANAGEMENT COMMITTEE

- 1) If the secretary receives a written request signed by at least thirty-three percent (33%) of the members of the Management Committee, the secretary must call a special meeting of the Management Committee by giving each member of the Management Committee notice of the meeting within fourteen (14) days after the secretary receives the request.
- 2) If the secretary is unable or unwilling to call the special meeting, the chairperson must call the meeting.
- 3) A request for a special meeting must state:
 - a. why the special meeting is being called; and
 - b. the business to be conducted at the meeting.
- 4) A notice of a special meeting must state:
 - a. the day, time and place of the meeting; and
 - b. the business to be conducted at the meeting.
- 5) A special meeting of the Management Committee must be held within fourteen (14) days after notice of the meeting is given to the members of the Management Committee.

26. MINUTES OF MANAGEMENT COMMITTEE MEETINGS

- 1) The secretary must ensure accurate minutes of questions, matters, resolutions and other proceedings of each Management Committee meeting are documented.
- 2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

27. APPOINTMENT OF SUB-COMMITTEES

- 1) The Management Committee may appoint a sub-committee consisting of members of the Association considered appropriate by the committee to help with the conduct of the Association's operations.
- 2) The members of the sub-committee may be members of the Management Committee.
- 3) Any sub-committee so formed shall in the exercise of the powers so delegated conform to any requirements that may be imposed on it by the Management Committee.
- 4) A sub-committee will come into effect by cause of a written directive from the Management Committee, which (if deemed necessary) will detail:
 - a. name of sub-committee; and
 - b. purpose of the sub-committee; and
 - c. start date of the project; and
 - d. expected completion dates of:
 - i. project; and
 - ii. financial accounts; and
 - e. budget; and
 - f. name of person who will communicate with Management Committee as required/needed.
- 5) A sub-committee may elect a chairperson of its meetings.
- 6) If a chairperson is not elected, or if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- 7) A sub-committee may meet and adjourn as it considers appropriate.
- 8) The sub-committee may hold meetings, or permit a sub-committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 9) A question arising at a sub-committee meeting is to be decided by a majority vote of all the members (including the chairperson of the sub-committee) present at the meeting and, if the votes are equal, the question is decided in the negative.
- 10) The following members of the Management Committee (chairperson, vice chairperson and general secretary) may at any time attend and participate in any sub-committee meeting but without a vote.

- 11) Should a profit exist at the end of a sub-committee project, the sub-committee may offer suggestions on the use of the funds. Acceptance of such suggestions is at the discretion of the Management Committee.

28. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- 1) An act performed by the Management Committee, a sub-committee or a person acting as a member of the Management Committee is taken to have been validly performed.
- 2) Sub-rule (1) applies even if the act was performed when:
 - a. there was a defect in the appointment of a member of the Management Committee, sub-committee or person acting as a member of the Management Committee; or
 - b. a Management Committee member, sub-committee or person acting as a member of the Management Committee was disqualified from being a member.

29. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- 1) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held.
- 2) A resolution mentioned in sub-rule (1) may consist of several documents in like form, each signed by one (1) or more members of the Management Committee.
- 3) A written resolution may also be conducted by email:
 - a. the clearly stated motion must have a proposer and seconder.
 - b. RSVP day and time must be clearly stated.
 - c. each member should clearly state whether they are "For, Against or Abstaining" on the matter.
 - d. a non-reply will be interpreted as an abstention of vote.

30. FIRST GENERAL MEETING

- 1) The first general meeting must be held not less than one (1) month, and not more than three (3) months after the day the Association is incorporated.
- 2) The Management Committee must decide where the general meeting is to be held.
- 3) The business to be transacted at the first general meeting must include the appointment of an auditor.

31. FIRST ANNUAL GENERAL MEETING

The first annual general meeting must be held within eighteen (18) months after the day the Association is incorporated.

32. SUBSEQUENT ANNUAL GENERAL MEETINGS

- 1) Each subsequent annual general meeting must be held:
 - a. at least once each year; and

- b. within three (3) months after the end date of the Association's reportable financial year.
 - 2) At each annual general meeting of the Association, the members of the Association must elect the members of the Management Committee.
- 33. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF LARGE INCORPORATED ASSOCIATIONS AND PARTICULAR MEDIUM AND SMALL INCORPORATED ASSOCIATIONS**
- 1) This rule applies if the association is:
 - a. a large incorporated association to which sections 59A and 59AA of the Act apply; or
 - b. a medium incorporated association to which sections 59A and 59AA of the Act apply; or
 - c. a small incorporated association to which sections 59A and 59AA of the Act apply.
 - 2) The following business must be conducted at each annual general meeting of the association:
 - a. receiving the association's financial statement, and audit report, for the last reportable financial year;
 - b. presenting the financial statement and audit report to the meeting for adoption;
 - c. for a large incorporated association – appointing an auditor or an accountant for the present financial year;
 - d. for a medium or small incorporated association - appointing an auditor, an accountant or an approved person for the present financial year.
- 34. OTHER BUSINESS FOR ANNUAL GENERAL MEETING OF OTHER MEDIUM INCORPORATED ASSOCIATIONS**
- 1) This rule applies if the association is a medium incorporated association to which sections 59A and 59AB of the Act apply.
 - 2) The following business must be conducted at each annual general meeting of the association:
 - a. receiving the association's financial statement, and verification statement, for the last reportable financial year;
 - b. presenting the financial statement and verification statement to the meeting for adoption;
 - c. appointing an auditor, an accountant or an approved person for the present financial year.
- 35. OTHER BUSINESS FOR ANNUAL GENERAL MEETING OF OTHER SMALL INCORPORATED ASSOCIATIONS**
- 1) This rule applies only if the association is a small incorporated association to which sections 59A and 59AB of the Act apply.
 - 2) The following business must be conducted at each annual general meeting of the association:
 - a. receiving the association's financial statement, and verification statement, for the last reportable financial year;

- b. presenting the financial statement and verification statement to the meeting for adoption.

36. NOTICE OF GENERAL MEETING

- 1) The secretary may call a general meeting of the Association.
- 2) The secretary must give, to each member of the Association, notice of at least fourteen (14) days of the meeting.
- 3) If the secretary is unable or unwilling to call the meeting, the chairperson must call the meeting.
- 4) The Management Committee may decide the way in which the notice must be given.
- 5) Notice of the following meetings must be given in writing:
 - a. a meeting called to hear and decide the appeal of a person against the Management Committee's decision:
 - i. to reject the person's application for membership of the Association; or
 - ii. to terminate the person's membership of the Association.
 - b. a meeting called to hear and decide a proposed special resolution of the Association.
- 6) A notice of general meeting must state the business to be conducted at the meeting.

37. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- 1) The quorum for any general meeting is at least, double the number of members elected or appointed to the Management Committee at the close of the Association's last general meeting plus one (1).
- 2) If all members of the Association are members of the Management Committee, the quorum is the total number of members less one (1)
- 3) No business may be conducted at any general meeting unless there is a quorum of members when the meeting proceeds to business.
- 4) If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.
- 5) If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called, other than on the request of members of the Management Committee or the Association:
 - a. the meeting is to be adjourned for at least seven (7) days; and
 - b. the management committee is to decide the day, time and place of the adjourned meeting.
- 6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

- 7) If the meeting is adjourned under sub-rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days.
- 9) If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting shall be given in the same way notice is given for an original meeting.

For the purpose of this rule:

"member" includes a person attending as a proxy or as representing a corporation which is a member.

38. PROCEDURE AT GENERAL MEETING

- 1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in the discussions as they happen.
- 2) A member who participates in a meeting as mentioned in sub-rule (1) is taken to be present at the meeting.
- 3) At each general meeting:
 - a. the chairperson shall preside as chairperson; and
 - b. if there is no chairperson, or if the chairperson is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the vice chairperson shall be the chairperson or if the vice chairman is not present or is unwilling to act then the members present must elect one (1) of their number to be chairperson of the meeting; and
 - c. the chairperson must conduct the meeting in a proper and orderly way.

39. VOTING AT GENERAL MEETING

- 1) At a general meeting, each question, matter or resolution, other than a special resolution (sub-rule (39)(7)), must be decided by a majority of votes of the members present.
- 2) Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a second or casting vote as well as a primary vote.
- 3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 4) The method of voting is to be decided by the Management Committee. However, if at least twenty percent (20%) of members present, demand a secret ballot, voting must be by secret ballot.
- 5) If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson shall decide.

- 6) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.
- 7) At a general meeting, the matter of a special resolution (e.g. name change, amending rules, winding up the association, or changing the association's type) must be decided by a majority of at least seventy-five percent (75%) of votes of the members present.

40. SPECIAL GENERAL MEETING

- 1) The secretary must call a special general meeting by giving each member of the Association notice of the meeting within fourteen (14) days after:
 - a. being directed to call the meeting by the Management Committee; or
 - b. being given written request signed by:
 - i. at least thirty-three percent (33%) of the number of members of the Management Committee when the request is signed; or
 - ii. at least the number of ordinary members of the Association equal to double the number of members of the Association in the management committee when the request is signed plus one (1); or
 - c. being given a written notice of an intention to appeal against the decision of the Management Committee:
 - i. to reject an application for membership; or
 - ii. to terminate a person's membership.
- 2) A request mentioned in sub-rule (1)(b) must state:
 - a. why the special general meeting is being called; and
 - b. the business to be conducted at the meeting.
- 3) A special general meeting must be held within three (3) months after the secretary:
 - a. is directed to call the meeting by the Management Committee; or
 - b. is given the written request mentioned in sub-rule (1)(b); or
 - c. is given the written notice of an intention to appeal mentioned in sub-rule (1)(c).
- 4) If the secretary is unable or unwilling to call the special meeting, the chairperson must call the meeting.

41. PROXIES

1) An instrument appointing a proxy must be in writing, in the following or similar form:

"NAME ASSOCIATION:
I, _____ of _____, being a member of the above-mentioned Association, hereby appoint _____ of _____ or failing the member, of _____, as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association, to be held on the ____ day of _____, 202 , and at any adjournment thereof.

Instructing your proxy on how to vote.

My proxy may vote as they think fit.

OR

I instruct my proxy to vote as detailed below:

Motion 1. That the

For Against Abstain

Motion 2. That

For Against Abstain

Signed this day ____ of _____, 202 .

Signature _____

This form is to be used *in favour of/*against the Resolution

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as the proxy things fit.)"

- 2) The instrument appointing a proxy must:
 - a. if the appointer is an individual – be signed by the appointer or the appointer’s attorney properly authorised in writing; or
 - b. if the appointer is a corporation:
 - i. be under seal; or
 - ii. be signed by a properly authorised officer or attorney of the corporation.
- 3) A proxy may be a member of the Association or another person.
- 4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

- 6) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.
- 7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must allow for such option (see above form).

42. MINUTES OF GENERAL MEETINGS

- 1) The secretary must ensure accurate minutes of questions, matters, resolutions and other proceedings of each general meeting are documented.
- 2) To ensure the accuracy of the minutes:
 - a. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - b. the minutes of each annual general meeting must be signed by the chairperson of the annual general meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.
- 3) If asked by a member of the Association, the secretary must, within twenty-eight (28) days after the request is made:
 - a. make the minutes for a particular general meeting available for inspection by a member at a mutually agreed time and place; and
 - b. give the member copies of the minutes of the meeting.
- 4) The Association may require the member to pay the reasonable costs of providing copies of the minutes.

43. BY-LAWS

- 1) At a general meeting, members may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- 2) A by-law may be set aside by a vote of members at a general meeting of the Association.

44. ALTERATION OF RULES

- 1) Subject to the **Act**, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 2) An amendment, repeal or addition is valid only if it is registered by the chief executive of the body responsible for the administration of the **Act**.

45. COMMON SEAL

- 1) The need for a common seal is no longer compulsory.
- 2) The Management Committee may provide for a common seal and for its safe custody.
- 3) The common seal shall only be used by the authority of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

46. FUNDS AND ACCOUNTS

- 1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
- 2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 3) All moneys must be deposited in the financial institution account as soon as practicable after receipt.
- 4) A payment by the Association of \$100.00 or more must be:
 - a. made by non-cash payment method; and
 - b. must be approved by at least two (2) of the following; chairperson, treasurer, secretary or other duly authorised Management Committee member.
- 5) A petty cash account must be kept on the imprest system and the Management Committee must determine the amount of petty cash to be kept in the account.
- 6) All expenditure must be approved or ratified at a Management Committee meeting.

47. GENERAL FINANCIAL MATTERS

- 1) The income and property of the Association must be used solely in promoting the Association's objects and exercising the association powers.
- 2) On behalf of the Management Committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared. The statement should contain particulars of:
 - a. the income and expenditure for the financial year just ended; and
 - b. the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of the year.
- 3) If the Association is incorporated within three (3) months of the end of the Association's financial year, sub-rule (2) does not apply for the financial year the Association is incorporated.
- 4) The auditor must examine the statement prepared under sub-rule (2) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.

48. DOCUMENTS

The Management Committee must ensure the safe custody of all books of account, documents, instruments of title and securities of the Association.

49. FINANCIAL YEAR

The end date of the Association's financial year is 31st March in each year.

50. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- 1) This rule applies if the Association:
 - a. is wound up under Part 10 of the **Act**; and
 - b. has surplus assets.
- 2) The surplus assets must not be distributed among the members of the Association.
- 3) The surplus assets must be given to another entity:
 - a. having objects similar to the Association's objects; and
 - b. the rules of which prohibit the distribution of the entity's income and assets to its members.
- 4) In this rule - surplus assets see section 92(3) of the **Act**.

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