Rules

of

Lonergan Australasia Incorporated

Incorporated under

Associations Incorporation Reform Act 2012 (Victoria)

28 June 2024

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PART 1—PRELIMINARY

1. Name

The name of the incorporated association is "Lonergan Australasia".

2. Purposes

The purposes of the association are:

1. To promote Lonergan studies through such means as workshops, public events, discussion groups, publications and the media.
2. To liaise with and maintain contact with the global Lonergan network.
3. To support and encourage initiatives and interest in Lonergan's work in Australia and the Asia-Pacific region.
4. To encourage dialogue with those unfamiliar with Lonergan's works.
5. To attract and encourage those unfamiliar with Lonergan's work to participate in workshops and events.
6. To initiate new forms of outreach into the broader community with a view to promoting interest in and application of Lonergan's work.

3. Financial year

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

4. Definitions

In these Rules—

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

associate member means a member referred to in rule 14(1);

appeal subcommittee means a subcommittee appointed under rule 23(3);

Chairperson of the Association means the person elected to that position under rule 52;

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 the Association;

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

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

disciplinary appeal meeting means a meeting of the appeal subcommittee convened under rule 24;

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 members of the Association convened in accordance with Part 4 and includes an annual general meeting and a special general meeting;

member means a member of the Association;

registered mediator means a person registered as a mediator accredited under the National Mediator Accreditation System developed by the Mediator Standards Board Limited ABN 11 145 829 812

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by the use of technology, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012 (Victoria)** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations (Victoria).

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

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

(2) Without limiting subrule (1), the Association may:

(a) acquire, hold and dispose of real or personal property;
(b) open and operate accounts with financial institutions;
(c) invest its money in any security in which trust monies may lawfully be invested;
(d) raise and borrow money on any terms and in any manner as it thinks fit;
(e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
(f) appoint agents to transact business on its behalf;
(g) enter into any other contract it considers necessary or desirable.

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

6. Not for profit organisation

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

(2) Subrule (1) does not prevent the Association from paying a member:

(a) reimbursement for expenses properly incurred by the member; or
(b) for goods or services provided by the member, if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7. Minimum number of members

The Association must have at least 5 members.

8. Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

9. Application for membership

(1) To apply to become a member of the Association, a person must submit a written application to a committee member stating that the person:

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

(2) The application:

(a) must be signed by the applicant; and
(b) may be accompanied by the joining fee.

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 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.

(4) The Committee is not required to give a reason for the rejection of an application.

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, ensure the name and address of the new member, and the date on which they became a member, is recorded in the register of members.

(2) A person becomes a member of the Association from the date, whichever is the later, by which both of the following have occurred:

(a) the Committee approves the person's membership; and
(b) the person pays the joining fee, if applicable.

(3) Subject to rule 13(2), a person is entitled to exercise their rights of membership from the date referred to in subrule (2).

12. Annual subscription and fee on joining

(1) The Committee will 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) The Committee may determine that a lower annual subscription is payable by members and associate members.

(3) The Committee may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—

(a) the full annual subscription; or
(b) a pro rata annual subscription based on the remaining part of the financial year; or
(c) a fixed amount determined from time to time by the Committee.

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

13. General rights of members

(1) A member of the Association who is entitled 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 attend and be heard at general meetings; and
(d) to vote at a general meeting; and
(e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
(f) to inspect the register of members.

(2) A member is entitled to vote if—

(a) the member is a member other than an associate member; and
(b) more than 10 business days have passed since the member became a member of the Association; and
(c) the member's membership rights are not suspended for any reason.

14. Associate members

(1) Associate members of the Association include—

(a) any organisation as approved by the Committee; and
(b) any other category of member as determined by the Committee.

(2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

15. Rights not transferable

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

16. Ceasing membership

(1) The membership of a person ceases on resignation, expulsion or death.

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

17. Resigning as a member

(1) A member may resign by notice in writing given to the Association.

(2) A member is taken to have resigned if—

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

(b) where no annual subscription is payable:

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

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

18. Register of members

(1) The Secretary must keep and maintain a register of members that includes:

(a) for each current member:

(i) the member's name;

(ii) the postal address, the email address and phone number for notice last given by the member;

(iii) the date of becoming a member;

(iv) if the member is an associate member, a note to that effect;

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

(b) for each former member, the name of the person and the date on which the person ceased to be a member.

(2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2—Disciplinary action

19. Grounds for taking disciplinary action

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

(a) has failed to comply with these Rules; or

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

(c) has engaged in conduct prejudicial to the Association.

20. Disciplinary subcommittee

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

(2) Subject to subrule (3), the Committee may appoint any person to a disciplinary subcommittee.

(3) A person must not be appointed to the disciplinary subcommittee if the person is biased in favour or against the member concerned.

21. Notice to member

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

(a) stating that the Association proposes to take disciplinary action against the member; and
(b) stating the grounds for the proposed disciplinary action; 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 that the member may do one or both of the following—
    (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
(e) setting out the member's appeal rights under rule 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 member an opportunity to be heard; and
(b) consider any written statement submitted by the member.

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

(a) take no further action against the member; or
(b) subject to subrule (3)—
    (i) reprimand the member; or
    (ii) suspend the membership rights of the member for a specified period; or
    (iii) expel the member from the Association.

(3) The disciplinary subcommittee may not fine the member.

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

23. Appeal rights

(1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 or who has been removed from office under rule 55 may give notice to the effect that the person 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 or expel the person is taken; or
(b) to the Secretary not later than 7 days after the vote.

(3) If a person has given notice under subrule (2), the Committee must appoint at least 3 persons to an appeal subcommittee to consider the appeal.

(4) Subject to subrule (5), the Committee may appoint any person to an appeal subcommittee.

(5) A person must not be appointed to an appeal subcommittee if the person—

(a) was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or

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

(c) is biased in favour of or against the member concerned.

(6) The appeal subcommittee must convene a meeting (the *disciplinary appeal meeting*) as soon as practicable and no later than 21 days after the notice of the appeal is received.

(7) Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee as soon as practicable and must—

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

(b) state—

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

(ii) the grounds for taking that action; and

(iii) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person 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 appeal subcommittee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

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

(2) After complying with subrule (1), members of the appeal subcommittee 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.

(3) The decision is upheld if a majority 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; or

(b) a member and the Committee; or

(c) a member and the Association.

(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 the Association—a registered mediator.

(3) Subject to subrule (2) and subrule (4), the Committee may appoint any person as a mediator.

(4) The Committee must not appoint a person as a mediator if the person—

(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.

(3) Any costs of mediation are to be paid—

(a) if an agreement as to costs is reached between the parties—in accordance with that agreement; or
(b) if there is no such agreement, costs will be divided equally between the parties.

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 THE ASSOCIATION

30. Annual general meetings

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

(2) Despite subrule (1), the Association 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 or general meeting held since then;

(b) to receive and consider—

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

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

(c) to elect the members of the Committee.

(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 the Association, 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.

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 members or 10% of the total number of members, whichever is greater.

(2) A request for a special general meeting must—

(a) be in writing (including email); and

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

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

(d) be given to the 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.

(5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

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 of the Association—

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

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

(2) The notice must—

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

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

(b) 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.

34. Proxies

(1) A member may not appoint another member as his or her proxy to vote and speak on his or her behalf.

35. Use of technology

(1) A general meeting may be held and members may take part by the use of technology that allows members to clearly and simultaneously communicate with each other participating member.

(2) For the purposes of this Part, a member participating in a general 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.

36. 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 presence (physically or as allowed under rule 35) of at least 5 members or 10% of the members entitled to vote, whichever is higher.

(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;

(b) in any other case—

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

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

(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.

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 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 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) 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 member who is entitled to vote has one vote; and

(b) members may vote personally or by the use of technology; 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 members 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 members voting at a general meeting (whether in person or by the use of technology) vote in favour of the resolution.

40. Determining whether resolution carried

(1) Subject to subrule (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 count is demanded by three or more members on any question—

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

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

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

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

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 members attending the meeting; and
(b) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
(c) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
(d) 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 the Association must be managed by or under the direction of a Committee.

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

(3) The Committee may—

(a) appoint and remove staff; and
(b) establish subcommittees consisting of members 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 Chairperson; and
(b) a Secretary; and
(c) a Treasurer; and
(d) up to four ordinary members.

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 the Association 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 the Association; 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 the Association.

46. Chairperson

(1) Subject to subrule (2), the Chairperson of the Association is the Chairperson for any general meetings and for any committee meetings.

(2) If the Chairperson of the Association is absent, or is 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 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.

(2) The Secretary must—

(a) maintain the register of members in accordance with rule 18; and

(b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
(c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
(d) perform any other duty or function imposed on the Secretary by these Rules.

(3) The Secretary must give to the Registrar notice of the Secretary's appointment within 14 days after the appointment.

48. Treasurer

(1) The Treasurer must—
(a) receive all moneys paid to or received by the Association and issue receipts (if requested) in the name of the Association; and
(b) ensure that all moneys received are paid into the account of the Association; and
(c) arrange payments authorised by the Committee from the Association's funds.

(2) The Treasurer must—
(a) ensure that the financial records of the Association are kept in accordance with the Act; and
(b) coordinate the preparation of the financial statements of the Association and the Association's certification by the Committee prior to the Association's submission to the annual general meeting of the Association.

(3) The Treasurer must ensure that all other committee members have access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office

49. Who is eligible to be a Committee member

A member is eligible to be elected or appointed as a committee member if the member:
(a) is 18 years or over; and
(b) is entitled to vote at a general meeting.

50. Positions to be declared vacant

Subject to rule 55, the Chairperson of the annual general meeting must declare all positions on the Committee vacant after the annual report and financial statements of the Association have been received and hold elections in accordance with rules 51 to 54.

51. Nominations

(1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

(2) An eligible member of the Association may—
(a) nominate himself or herself; or
(b) with the member's consent, be nominated by another member.

(3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52. Election of office bearers and ordinary members

(1) At every second annual general meeting, separate elections must be held for each of the following positions—

(a) Chairperson;
(b) Secretary;
(c) Treasurer;
(d) Ordinary members.

(2) A member is only elected where approved by a majority of those present.

(3) If more than one member is nominated, a ballot must be held.

(4) On the Chairperson's election, the new Chairperson may take over as Chairperson of the meeting.

55. Term of office

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

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

(3) A committee member may be removed from office —

(a) by a resolution of the committee, or
(b) by special resolution of a general meeting of the Association;

(4) The Committee or the general meeting of the Association may elect an eligible member of the Association to fill the vacant position in accordance with this Division.

(4) A committee member who has been removed from office under subrule (3) may appeal as provided under Rule 23.

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 the person:

(a) ceases to be a member of the Association; 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.

57. Filling casual vacancies

(1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that:

(a) has become vacant under rule 55 or rule 56; or
(b) was not filled by election at the annual general meeting.

(2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position as soon as practical after the vacancy arises.

(3) The term of any committee member appointed by the Committee under subrule (1) or (2) will expire at the next annual general meeting when elections are held.

(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.

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

(3) Special committee meetings may be convened by the Chairperson or by any 3 members of the Committee.

59. Notice of meetings

(1) Notice of each committee meeting must be given to each committee member 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 of the meeting.

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

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 meeting may be held by the use of technology that allows committee members to clearly and simultaneously communicate with each other participating member.

(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 4 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 and voting 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 committee member's position and 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.

(3) This rule does not apply to a material personal interest —

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

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

(4) The Committee must keep a conflict of interest register.

(5) The conflict of interest register must record the following—

(a) the name and position of the member who has disclosed a material personal interest;

(b) a description of the nature and extent of that interest;

(c) a management plan documenting actions required to mitigate the conflict.

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

69. Management of funds

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

(2) The Committee may approve expenditure on behalf of the Association.

(4) All electronic funds transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.

(5) All funds of the Association must be deposited into the financial account of the Association after receipt.

(6) Despite subrule 1, the Committee may authorise the Treasurer to maintain a cash fund for minor and incidental expenses of the Association.

(7 The Treasurer must record the withdrawal or deposit of an amount from the petty cash fund at the time of the transaction.

70. Financial records

(1) The Association must keep financial records that:

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

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

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

(3) The Treasurer must keep in the Treasurer's custody, or under the Treasurer's 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 the Association are met.

(2) Without limiting subrule (1), those requirements include:

(a) the preparation of the financial statements; and

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

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

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

(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) The Association may have a common seal.

(2) If the Association has a common seal—

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

(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; and

(c) the custody of the common seal will be a member of the Committee as determined by the Committee.

73. Registered address

The registered address of the Association is:

(a) the address determined from time to time by resolution of the Committee; or
(b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

74. Notice requirements

(1) Any notice required to be given to a member or a committee member under these Rules may be given:

(a) by handing the notice to the member personally; or
(b) by sending it by post to the member at the address recorded for the member on the register of members; or
(c) by sending it by email to the member via their email address recorded on the register of members.

(3) Any notice required to be given to the Association or the Committee may be given:

(a) by handing the notice to a member of the Committee; or
(b) by sending the notice by post to the registered address; or
(c) by leaving the notice at the registered address; or
(d) by email to the email address of the Association or the Secretary

75. Custody and inspection of books and records

(1) Subject to the provisions of Section 58 and Section 59 of the *Act*, members may on request inspect free of charge any of the following:

(a) the register of members;
(b) the minutes of general meetings;
(c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

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

(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 may request a copy of, or make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(5) For purposes of this rule:

relevant document means any record and other document, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

(a) a membership record;
(b) a financial statement;
(c) a financial record;

(d) any other record or document relating to transactions, dealings, business or property of the Association.

76. Winding up and cancellation

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

(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 the Association.