



Rules of Association (VIC)

Dandenong Chapter

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1 Definitions and interpretation

1.1 In these Rules unless the context otherwise requires:

Act means the *Associations Incorporation Act 1981* (VIC);

Association means the Dandenong Chapter;

Committee has the meaning given in Rule 18 and is constituted and operates in accordance with these Rules;

Committee Member means a member of the Committee who is not:

- (a) an office-bearer of the Association, as referred to in Rule 19.2; or
- (b) a person nominated by the Sponsoring Dealer;

Discretionary Office-Bearer means an office-bearer appointed under Rule 19.3;

H-DA means Harley-Davidson Australia Pty Ltd (ACN 098 483 259) its successors and assigns;

Harley-Davidson Motor Company means Harley-Davidson Motor Company, Inc. having its head office in Milwaukee, Wisconsin;

HOG means the Harley Owners Group run by Harley-Davidson Motor Company;

Individual Member means a member of the Association who is not the Sponsoring Dealer;

Licence Agreement means the Chapter Trade Mark Licence Agreement between H-DA and the Association;

Members means the Sponsoring Dealer and all Individual Members, a **member** means any one of them;

Objects means the objects of the Association set out in Rule 3;

Registrar means the Registrar of Incorporated Associations as described in section 38 of the Act;

Regulation means the *Associations Incorporation Regulations 2009*;

Rules means these rules as amended from time to time in accordance with Rule 44, and **Rule** means any one of them;

Secretary means:

- (a) the person holding office under these Rules as secretary of the Association, or
- (b) if no such person holds that office, the public officer of the Association;

Special General Meeting means a general meeting of the Association other than an annual general meeting; and

Sponsoring Dealer means the Harley-Davidson dealer appointed from time to time by H-DA in accordance with these Rules.

1.2 In these Rules unless the context otherwise requires:

- (a) a reference:
 - (i) to the singular includes the plural and vice versa;
 - (ii) to a person (including any member) includes a reference to an individual, company, body corporate, association, partnership, firm, joint venture, or trust as the case requires;
 - (iii) to \$ or dollar is to Australian currency;
 - (iv) to a law:
 - (A) includes a reference to any constitutional provision, subordinate legislation, treaty, decree, convention, statute, regulation, rule, ordinance, proclamation, by-law, judgment, rule of common law or equity or rule of any applicable stock exchange;
 - (B) is a reference to that law as amended, consolidated, supplemented or replaced; and
 - (C) is a reference to any regulation, rule, ordinance, proclamation, by-law or judgment made under that law;
 - (v) to time is a reference to Melbourne time;
- (b) headings are for convenience only and are ignored in interpreting these Rules;
- (c) if a period of time is specified and dates from, after or before, a given day or the day of an act or event, it is to be calculated exclusive of that day;
- (d) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (e) a reference to a function includes a reference to a power, authority and duty; and
- (f) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the *Interpretation Act 1987* (Cth) apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the *Interpretation Act 1987* (Cth).

1.4 If there is any inconsistency between these Rules and the Act, the Act prevails to the extent of the inconsistency.

2 Name of Association

2.1 Subject to H-DA continuing to recognise the Association as a HOG-affiliated organisation, the name of the Association shall be Dandenong Chapter.

3 Objects of Association

3.1 The objects for which the Association are established are:

- (a) to promote responsible motorcycling activities for Harley-Davidson motorcycle owners by conducting activities and encouraging participation while maintaining a family oriented philosophy;
- (b) to provide communication, advice, assistance and affiliation between groups promoting Harley-Davidson motorcycles;
- (c) to promote and foster discussions of and enthusiasm for all matters and questions relating to Harley-Davidson motorcycles and accessories;
- (d) to initiate and promote rallies and gatherings which encourage the use of Harley-Davidson motorcycles and to continue further research into the maintenance and continuation of Harley-Davidson motorcycles;
- (e) to print and publish any newspapers, periodicals, books, leaflets and other documents as the Association may think fit for the promotion of the Objects in accordance with any requirements of H-DA and Harley-Davidson Motor Company and subject to the approval of the Sponsoring Dealer;
- (f) to provide information to its Members in relation to all matters and questions relating to Harley-Davidson motorcycles and accessories;
- (g) to co-operate with any society, organisation or group of persons in any action or matter which the Committee considers to be in furtherance of the Objects; and
- (h) to do all such things as are incidental or conducive to the attaining of the Objects.

4 HOG affiliation

- 4.1 If H-DA at any time in its sole discretion determines that the Association is not adhering to these Rules, H-DA may by notice in writing rescind its recognition of the Association as a HOG-affiliated organisation.
- 4.2 The Association's affiliation with HOG is for a term of one year commencing on the date of acceptance these Rules. This affiliation may be extended for successive one-year terms (each a *Term*) provided that prior to the expiry of each Term the Association applies to H-DA for renewal and H-DA approves such an application.
- 4.3 Revocation by H-DA of the Association's status as a HOG-affiliated organisation in accordance with Rule 4.1 or a refusal by H-DA to renew the Association's affiliation in accordance with Rule 4.2 shall constitute:
 - (a) notice of H-DA's intent to terminate the Licence Agreement if a notice period is required under the terms of the Licence Agreement; or
 - (b) termination of the Licence Agreement if no notice period is required under the terms of the Licence Agreement,.

5 Sponsoring Dealer

- 5.1 The Association must have one Sponsoring Dealer, such Sponsoring Dealer to be appointed by H-DA in accordance with these Rules. There can only be one Sponsoring Dealer at any one time.

- 5.2 An authorised Harley-Davidson dealer may only be the Sponsoring Dealer of one Association at any one time, without the prior written consent of H-DA.
- 5.3 The first Sponsoring Dealer is Harley Heaven Dandenong.
- 5.4 H-DA may, by notice in writing to the Committee:
- (a) remove an existing Sponsoring Dealer; and
 - (b) appoint another authorised Harley-Davidson dealer as the Sponsoring Dealer.
- 5.5 Upon nomination in accordance with Rule 5.4:
- (a) the Sponsoring Dealer who is removed ceases to be a member; and
 - (b) the Sponsoring Dealer who is appointed becomes a member.

6 Membership qualifications

- 6.1 A person is qualified to be an Individual Member of the Association if, but only if:
- (a) the person is a person referred to in section 14(1)(a), (b) or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
 - (b) the person is a natural person:
 - (i) who is a member of HOG;
 - (ii) who has been nominated for membership of the Association as provided by Rule 7;
 - (iii) who has been approved for membership of the Association by the Committee of the Association; and
 - (iv) who is entitled to a licence to ride a motorcycle; or
 - (c) the person is a natural person:
 - (i) who is a child or regular partner of a person who satisfies the requirements of either Rule 6.1(a) or 6.1(b);
 - (ii) who has been nominated for membership of the Association as provided by Rule 7; and
 - (iii) who has been approved for membership of the Association by the Committee of the Association.
- 6.2 A person who satisfies the requirements of either Rule 6.1(a) or 6.1(b) qualifies for full membership of the Association.
- 6.3 A person who satisfies the requirements of Rule 6.1(c) qualifies for associate membership of the Association.
- 6.4 The Committee may determine the rights, benefits and obligations, if any, attached to each membership class.

7 Nomination for membership

- 7.1 A nomination of a person for Individual Membership of the Association:
- (a) must be made by a member of the Association in writing in the form set out in Appendix 1 to these Rules; and
 - (b) must be lodged with the Secretary of the Association.
- 7.2 As soon as practicable after receiving a nomination for Individual Membership, the Secretary must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination.
- 7.3 As soon as practicable after the Committee makes that determination, the Secretary must:
- (a) notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable); and
 - (b) if the Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these Rules by a member as entrance fee and annual subscription.
- 7.4 The Secretary must, on payment by the nominee of the amounts referred to in Rule 7.3(b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes an Individual Member of the Association.

8 Cessation of membership

- 8.1 A person ceases to be an Individual Member of the Association if the person:
- (a) dies; or
 - (b) resigns membership of the Association; or
 - (c) is expelled from the Association in accordance with Rule 15; or
 - (d) is a full or associate member and ceases for any reason to be a member of HOG; or
 - (e) is expelled by the Sponsoring Dealer in accordance with Rule 16.

9 Membership entitlements not transferable

- 9.1 A right, privilege or obligation which a person has by reason of being a member of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on cessation of the person's membership.

10 Resignation of membership

- 10.1 An Individual Member of the Association is not entitled to resign that membership except in accordance with this Rule.
- 10.2 An Individual Member of the Association who has paid all amounts payable by the Individual Member to the Association in respect of the Individual Member's membership may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as the Committee may determine) of the Individual Member's intention to resign and, on the expiration of the period of notice, the Individual Member ceases to be a member.
- 10.3 If an Individual Member of the Association ceases to be a member under Rule 10.2, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- 10.4 A Sponsoring Dealer may only resign in accordance with the procedure set out in Rule 5.4.

11 Register of members

- 11.1 The public officer of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- 11.2 The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

12 Fees and subscriptions

- 12.1 An Individual Member of the Association must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the Committee, that other amount.
- 12.2 For the avoidance of doubt, the Sponsoring Dealer is not required to pay any amount to the Association upon appointment to the position of Sponsoring Dealer.
- 12.3 In addition to any amount payable by the Individual Member under Rule 12.1, a member of the Association must pay to the Association an annual membership fee of \$2 or, if some other amount is determined by the Committee, that other amount:
- (a) except as provided by Rule 12.3(b), before 1 July in each calendar year; or
 - (b) if the member becomes an Individual Member on or after 1 July in any calendar year, on becoming a member and before 1 July in each succeeding calendar year.
- 12.4 For the avoidance of doubt, the Sponsoring Dealer is not required to pay any annual membership fee.
- 12.5 The Committee may determine a different fee for different classes of membership.

13 Members' liabilities

- 13.1 The liability of an Individual 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 Individual Member in respect of membership of the Association as required by Rule 12.
- 13.2 The Sponsoring Dealer has no liability 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.

14 Resolution of internal disputes

- 14.1 Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to the Dispute Settlement Centre of Victoria (Department of Justice) for mediation in accordance with the practices and procedures of that Dispute Settlement Centre.
- 14.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

15 Disciplining of members

- 15.1 A complaint may be made to the Committee by any person that an Individual Member of the Association:
- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 15.2 On receiving such a complaint, the Committee:
- (a) must cause notice of the complaint to be served on the Individual Member concerned; and
 - (b) must give the Individual Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the Individual Member in connection with the complaint.
- 15.3 The Committee may, by resolution, expel the Individual Member from the Association or suspend the Individual Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 15.4 If the Committee expels or suspends an Individual Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Individual Member of the

action taken, of the reasons given by the Committee for having taken that action and of the Individual Member's right of appeal under Rule 17.

- 15.5 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the Individual Member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the Individual Member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 17.5,
- whichever is the later.

- 15.6 The provisions of this Rule 15 do not apply to the Sponsoring Dealer.

16 Power of Sponsoring Dealer to expel members

- 16.1 The Sponsoring Dealer may expel a member at any time, such expulsion having immediate effect.
- 16.2 Any expulsion under this Rule 16 will not give rise to the expelled member having any rights under Rule 14.

17 Right of appeal of disciplined member

- 17.1 A member may appeal to the Association in general meeting against a resolution of the Committee under Rule 15, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 17.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 17.3 On receipt of a notice from a member under Rule 17.1, the Secretary must notify the Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- 17.4 At a general meeting of the Association convened under Rule 17.3:
- (a) no business other than the question of the appeal is to be transacted; and
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 17.5 If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.
- 17.6 For the avoidance of doubt, a member expelled by the Sponsoring Dealer in accordance with Rule 16 has no right of appeal.

18 Powers of Committee

- 18.1 The Committee is to be called the Committee of Management of the Association and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in general meeting:
- (a) is to control and manage the affairs of the Association; and
 - (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these Rules to be exercised by a general meeting of members of the Association; and
 - (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association, except that the Committee is not permitted to borrow money on behalf of the Association.

19 Constitution of Committee

- 19.1 Subject in the case of the first members of the Committee to section 23 of the Act, the Committee is to consist of no more than 13 people being:
- (a) the office-bearers of the Association; and
 - (b) persons appointed or nominated under Rule 21,
- at least three of whom must be ordinarily resident in Australia.
- 19.2 The office-bearers of the Association are to be:
- (a) the president;
 - (b) the vice-president;
 - (c) the treasurer; and
 - (d) the Secretary.
- 19.3 In addition to the office-bearers listed in Rule 19.2 the Committee may determine that Discretionary Office-Bearers be appointed to the Committee, such Discretionary Office-Bearers to be appointed in accordance with Rule 20.
- 19.4 Each member of the Committee is, subject to these Rules and the rights of the Sponsoring Dealer, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election or re-appointment.
- 19.5 Subject to Rule 21.8, in the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint an Individual Member of the Association to fill the vacancy and the Individual Member so appointed is to hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- 19.6 For the avoidance of doubt, a reference in any communications, correspondence, promotional or other material published, disseminated or distributed by the Association or a Member to:
- (a) the Director of the Association is a reference to the president of the Association; and

- (b) the Assistant-Director of the Association is a reference to the vice-president of the Association.

20 Appointment of Office-bearers

- 20.1 The office-bearers of the Association shall consist of:
 - (a) persons appointed in writing by the Sponsoring Dealer; and
 - (b) persons nominated and appointed in accordance with this Rule 20.
- 20.2 Nominations of candidates for appointment as office-bearers of the Association under Rule 20.1(b):
 - (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election of the Committee Members referred to in Rule 21 is to take place.
- 20.3 Any appointment by the Sponsoring Dealer takes precedence over a nomination made under Rule 20.2.
- 20.4 Subject to Rule 20.3 the office-bearers of the Association shall be elected by ballot.
- 20.5 The duties and responsibilities of the office-bearers are as prescribed by the Act, the Regulation and these Rules and as may be determined by the Committee from time to time.
- 20.6 The duties and responsibilities of any Discretionary Office-Bearers are as determined by the Committee from time to time.

21 Election of Committee Members and Nominations by Sponsoring Dealer

- 21.1 Committee Members shall consist of:
 - (a) persons appointed in writing by the Sponsoring Dealer; and
 - (b) persons nominated in accordance with Rule 21.2.
- 21.2 Nominations of candidates for election as Committee Members of the Committee under Rule 21.1(b):
 - (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- 21.3 If insufficient appointments and nominations are received to fill all Committee Member vacancies on the Committee, the candidates appointed or nominated are taken to be elected as Committee Members and further nominations are to be received at the annual general meeting.
- 21.4 If insufficient appointments and nominations are received to fill all Committee Member vacancies, any Committee Member vacant positions remaining on the Committee are taken to be casual vacancies.
- 21.5 If the number of appointments and nominations received is equal to the number of Committee Member vacancies to be filled, the persons appointed or nominated are taken to be elected as Committee Members.
- 21.6 If the number of appointments and nominations received exceeds the number of Committee Member vacancies to be filled, subject to Rule 19.1:
- (a) if the Sponsoring Dealer has appointed any person, that person is taken to be an Committee Member; and
 - (b) to the extent vacancies remain on the Committee, a ballot is to be held.
- 21.7 The ballot for the election of Committee Members is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- 21.8 Subject to Rule 19.1, the Sponsoring Dealer may from time to time by notice in writing to the Committee:
- (a) appoint a person or persons to be a member of the Committee; and
 - (b) remove a person or persons as a member of the Committee, irrespective of whether that person was approved by the Sponsoring Dealer or nominated by members.

22 Secretary

- 22.1 The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- 22.2 It is the duty of the Secretary to keep minutes of:
- (a) all appointments of office-bearers and Committee Members;
 - (b) the names of members of the Committee present at a Committee meeting or a general meeting; and
 - (c) all proceedings at Committee meetings and general meetings.
- 22.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next meeting.

23 Treasurer

- 23.1 It is the duty of the treasurer of the Association to ensure:
- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and

- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

24 Casual Committee vacancies

24.1 For the purposes of these Rules, a casual vacancy in the office of a Committee Member occurs if the Committee Member:

- (a) dies; or
- (b) ceases to be an Individual Member of the Association; or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or
- (d) resigns office by notice in writing given to the Secretary; or
- (e) is removed from office under Rule 25; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months;
- (h) fails to meet any requirements for being a Committee Member set out in the Act; or
- (i) the Sponsoring Dealer exercises its rights under Rule 21.8(b).

25 Removal of Committee Member

25.1 The Association in general meeting may by resolution remove any Committee Member (other than an Committee Member appointed pursuant to Rule 21.1(a)) from the office of Committee Member before the expiration of the Committee Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

25.2 If an Committee Member to whom a proposed resolution referred to in Rule 25.1 relates makes representations in writing to the Secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the Committee Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

26 Register of Committee Members

26.1 The Association must establish and maintain a register of Committee Members specifying in relation to each Committee Member:

- (a) the Committee Member's name, date of birth and residential address;

- (b) the date on which the Committee Member takes office, and
 - (c) the date on which the Committee Member vacates office.
- 26.2 The register of Committee Members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any person at any reasonable hour.
- 26.3 Any change in the Committee's membership must be recorded in the register within one month after the change occurs.

27 Committee meetings and quorum

- 27.1 The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- 27.2 Additional meetings of the Committee may be convened by the president or by any member of the Committee.
- 27.3 Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee 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.
- 27.4 Notice of a meeting given under Rule 27.3 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 Committee members present at the meeting unanimously agree to treat as urgent business.
- 27.5 Three members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee provided that one of the three members present is an office-bearer provided always that the quorum must include a nominee of the Sponsoring Dealer.
- 27.6 No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 27.7 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.
- 27.8 At a meeting of the Committee:
- (a) the president or, in the president's absence, the vice-president is to preside; or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

28 Disclosure of interests at Committee meetings

- 28.1 If:

- (a) a Committee Member has a direct or indirect interest in a matter being considered or about to be considered at a Committee meeting, and
- (b) the interest appears to raise a conflict with the proper performance of the Committee Member's duties in relation to the consideration of the matter,

the Committee Member must, as soon as possible after the relevant facts have come to the Committee Member's knowledge, disclose the nature of the interest at a Committee meeting.

- 28.2 Particulars of any disclosure made under this Rule must be recorded by the Committee in a book kept for that purpose and that book must be open at all reasonable hours to inspection by any member of the Association on payment of a fee determined by the Committee (but not exceeding any maximum fee that may be prescribed by any applicable law).
- 28.3 The book must be kept at the principal place of administration of the Association.
- 28.4 After a Committee Member has disclosed the nature of an interest in any matter, the Committee Member must not, unless the Committee otherwise determines:
- (a) be present during any deliberation of the Committee with respect to the matter; or
 - (b) take part in any decision of the Committee with respect to the matter.
- 28.5 For the purposes of the making of a determination by the Committee under Rule 28.4 a Committee Member who has a direct or indirect interest in a matter to which the disclosure relates must not:
- (a) be present during any deliberation of the Committee for the purpose of making the determination, or
 - (b) take part in the making by the Committee of the determination.

29 Delegation by Committee to sub-Committee

- 29.1 The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- 29.2 A function the exercise of which has been delegated to a sub-Committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.
- 29.3 A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 29.4 Despite any delegation under this Rule, the Committee may continue to exercise any function delegated.

- 29.5 Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- 29.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- 29.7 A sub-Committee may meet and adjourn as it thinks proper.
- 29.8 Any delegation under this Rule 28 may only be made with the prior consent of the Sponsoring Dealer.

30 Committee voting and decisions

- 30.1 Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.
- 30.2 Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding or the Sponsoring Dealer may exercise a second or casting vote.
- 30.3 Subject to Rule 27.5, the Committee may act despite any vacancy on the Committee.
- 30.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.
- 30.5 Any decision made by the Committee or of any sub-Committee under this Rule 30 may be overruled by the Sponsoring Dealer notifying the President in writing of such a determination.

31 Annual general meetings

Holding annual general meetings

- 31.1 With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- 31.2 The Association must hold its first annual general meeting:
- (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 5 months after the expiration of the first financial year of the Association.
- 31.3 Rules 31.1 and 31.2 have effect subject to any extension or permission granted by the Registrar under section 30(5) of the Act.

Calling annual general meetings

31.4 The annual general meeting of the Association is, subject to the Act and to Rules 31.1 - 31.3 inclusive, to be convened on such date and at such place and time as the Committee thinks fit.

Business at annual general meetings

31.5 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year;
- (c) if required, to vote on the appointment of the office-bearers of the Association;
- (d) if required, to elect Committee Members of the Committee; and
- (e) to receive and consider the statement which is required to be submitted to members under section 30(3) of the Act.

31.6 An annual general meeting must be specified as such in the notice convening it.

32 Special general meetings

32.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association.

32.2 The Committee must, on the requisition in writing of:

- (a) at least 5 per cent of the total number of members; or
- (b) the Sponsoring Dealer,

convene a special general meeting of the Association.

32.3 A requisition of members for a special general meeting:

- (a) must state the purpose or purposes of the meeting;
- (b) must be signed by the members making the requisition;
- (c) must be lodged with the Secretary, and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

32.4 If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition for the meeting is lodged with the Secretary, any one or more of the members or the Sponsoring Dealer (as the case may be) who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

32.5 A special general meeting convened in the manner referred to in Rule 32.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

33 Notice

- 33.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 33.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Rule 33.1, the intention to propose the resolution as a special resolution.
- 33.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Rule 31.5.
- 33.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

34 Procedure of general meeting

- 34.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 34.2 Five members present in person (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 34.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 34.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

35 Presiding member

- 35.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.

- 35.2 If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

36 Adjournment

- 36.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 36.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 36.3 Except as provided in Rules 36.1 and 36.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

37 Making of decisions

- 37.1 A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 37.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- 37.3 If a poll is demanded at a general meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.
- 37.4 Subject to any resolution required by law, the Sponsoring Dealer must approve in writing any resolution which the Committee proposes to be put to any general meeting of the Association.

38 Special resolution

- 38.1 A resolution of the Association is a special resolution:
- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or

- (b) where it is made to appear to the Registrar that it is not practicable for the resolution to be passed in the manner specified in Rule 38.1(a), if the resolution is passed in a manner specified by the Registrar.

39 Voting

- 39.1 Subject to Rules 39.2 and 39.3, on any question arising at a general meeting of the Association a member has one vote only.
- 39.2 No Individual Member may vote on any resolution to change the name of the Association.
- 39.3 All votes must be given personally or by proxy but no member may hold more than 2 proxies.
- 39.4 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting or the Sponsoring Dealer is entitled to exercise a second or casting vote.
- 39.5 An Individual Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Individual Member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

40 Appointment of proxies

- 40.1 Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 40.2 The notice appointing the proxy is to be in the form set out in Appendix 2 to these Rules.

41 No postal ballots

- 41.1 No resolution of the Association may be voted on by means of a postal ballot.

42 Insurance

- 42.1 The Association may effect and maintain insurance.

43 Funds

Source of funds

- 43.1 The funds of the Association are to be derived from entrance fees and annual subscriptions of Individual Members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- 43.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

- 43.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

Management of funds

- 43.4 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- 43.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 authorised signatories of the Association.

Dissolution or winding up

- 43.6 Upon the dissolution or winding up of the Association, the assets of the Association should be realised and the funds of the Association, subject to the payment of all debts and liabilities, will be disposed of by being donated to charitable organisations in Australia, with such charitable organisations to be decided by the members in a general meeting.

44 Alteration of objects and Rules

- 44.1 The statement of objects and these Rules may be altered, rescinded or added to only by a special resolution of the Association.
- 44.2 No alteration, rescission or addition of the statement of objects or these Rules will take effect unless and until it is approved by the Registrar in accordance with section 22 of the Act.
- 44.3 Notwithstanding any other provision of these Rules, the Rules of the Association must not be amended, rescinded or added to without the prior written consent of the Sponsoring Dealer.

45 Common seal and execution of documents

- 45.1 If the Association is required by law to have a common seal or if the Committee otherwise determines that the Association will have a common seal, the common seal must be kept in the custody of the public officer.
- 45.2 If the Association has a common seal the common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be witnessed by two authorised signatories of the Association.
- 45.3 If permitted by law, the Association may execute a document without using a common seal if the document is signed by two authorised signatories of the Association.
- 45.4 The Association may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Rule 45.2 or, if permitted by law, Rule 45.3.
- 45.5 The person holding the office of public officer of the Association from time to time is, by virtue of that office, an authorised signatory of the Association. The Committee may from time to time appoint additional authorised signatories from among such of the Committee Members as are ordinarily resident in Australia and may at any time revoke such an appointment.

46 Custody of books

- 46.1 Except as otherwise provided by these Rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

47 Inspection of books

- 47.1 The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

48 Service of notices

- 48.1 For the purpose of these Rules, a notice may be served on or given to a person:
- (a) by delivering it to the person personally;
 - (b) by sending it by pre-paid post to the address of the person; or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 48.2 For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
- 48.3 A notice required to be given to the Committee is deemed to be properly given if it is given to the Secretary in accordance with this Rule 48.

49 Invalid or unenforceable provisions

- 49.1 If any Rule or part thereof is invalid or unenforceable in a jurisdiction:
- (a) it is to be read down or severed in that jurisdiction to the extent of the invalidity or unenforceability; and
 - (b) it does not affect the validity or enforceability of:
 - (i) that Rule or part thereof in another jurisdiction; or
 - (ii) the remaining Rules.

Appendix 1

Application for Membership of Association

(Rule 7.1)

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

.....Incorporated

(incorporated under the Associations Incorporation Act 1981)

I,.....

(full name of applicant)

of.....

(address)

.....

(occupation)

hereby apply to become a member of the above-named incorporated Association. In the event of my admission as a member, I agree to be bound by the Rules of the Association for the time being in force.

.....

Signature of applicant

.....

Date

I,..... a member of the Association,

(full name)

nominate the applicant, who is personally known to me, for membership of the Association.

.....

Signature of proposer

.....

Date

I,..... a member of the Association,

(full name)

second the nomination of the applicant, who is personally known to me, for membership of the Association.

.....

Signature of seconder

.....

Date

Appendix 2

Form of Appointment of Proxy

(Rule 40.1)

FORM OF APPOINTMENT OF PROXY

I,.....

(full name)

of

(address)

being a member of

(name of incorporated Association)

hereby appoint

(full name of proxy)

of

(address)

being a member of that incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on theday of..... *(month and year)* and at any adjournment of that meeting.

- My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).
- to be inserted if desired.

.....

Signature of member appointing proxy

.....

Date

NOTE: A proxy vote may not be given to a person who is not a member of the Association.