

**CONSTITUTION**  
for  
**VICTORIAN ENDURANCE RIDERS ASSOCIATION INC**

**Incorporations No A0008959W**

*(In line with Associations Incorporation Reform Regulations 2012)*

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# Constitution for VICTORIAN ENDURANCE RIDERS ASSOCIATION

## Note

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

## PART 1—PRELIMINARY

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### 1. Name

The name of the incorporated association is Victorian Endurance Riders Association Incorporated – referred to in this document as VERA.

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

### 2. Purposes

The purposes of the association are to:

1. conduct, promote, regulate and coordinate with any other affiliated incorporated body Endurance events within Victoria as defined by the AERA handbook.
2. promote and foster the highest ideals of sportsmanship and horsemanship and the spirit of Endurance Riding as embodied in the motto “to complete is to win”.
3. ensure that riding rules, ride procedures and veterinary procedures are observed in a manner that provides protection for the welfare of horses ridden in affiliated Endurance Events.
4. oversee the conduct of the Tom Quilty Gold Cup Endurance Ride when agreed upon with the Australian Endurance Riders Association (AERA).
5. oversee an annual Victorian Championship Endurance Ride to be over a distance of not less than 160 kms within a maximum elapsed time of 24 hours.
6. submit complete and accurate records of the results of Endurance Rides conducted in the Victorian Division to the AERASPACE and where directed by the membership to conduct an annual point score competition and to maintain an archive for the sport.
7. educate, examine and accredit members to be stewards and officials to assist in the efficient conduct of Endurance Events and to maintain registries of such accredited members.
8. encourage and assist members to compete in national and international Endurance Riding competitions and to select team members to represent the Victorian Division when necessary.
9. provide information and education on all aspects of Endurance Riding.
10. encourage the breeding of superior horses for the sport of Endurance Riding.
11. encourage the conduct of research into, and to disseminate information collected in relation to the performance, training, feeding, husbandry, diseases, physiology, injuries and genetics of horses in the sport of Endurance Riding.
12. encourage competition which is free of prohibited drug use in both horse and rider.

### 3. Financial year

The financial year of the Association is each period of 12 months ending on 30<sup>th</sup> September.

### 4. Registered Address

The Registered address of VERA shall be determined by the Management Committee from time to time

### 5. Definitions and Interpretations

**AERA** – *Australian Endurance Riders Association*

**AERASPACE** – *the AERA national data base*

**AERA riding rules** – *rules, guidelines, policies and procedures as adopted by the AERA as amended from time to time*

**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 11(3)

**association rules** – *those rule, policies and procedures governing the association and include any riding rules policies and procedures formulated and introduced by the committee from time to time. Any such documents shall not contravene the AERA rule book*

**chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 48

**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 rule 51

**disciplinary appeal meeting** means a meeting of the members of the Association convened under rule 24(3)

**disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 23

**disciplinary subcommittee** means the subcommittee appointed under rule 21

**disciplinary panel** means the pane appointed annually at AGM under rule 21

**endurance event** a horse riding or driving event affiliated with and run by or under the auspices of the association as defined by the AERA rulebook

**financial year** means the 12 month period specified in rule 3; for purposes of the Association financial auditing

**general meeting** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting

***grievance officer*** is a person appointed annually at the AGM for the purposes of administering section 3

***horse*** – includes all members of the genus equidae

***intellectual property*** – means all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to VERA or an activity conducted, promoted or administered by VERA

***member*** means a member of the Association as described in part 3, section 1

***member entitled to vote*** means a member who under rule 11(1&5) is entitled to vote at a general meeting

***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 proxy, to vote in favour of the resolution

***the Act*** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act

***the Registrar*** means the Registrar of Incorporated Associations

## **Interpretations**

- a reference to a function includes a reference to a power, authority and duty.
- a reference to the exercise of a function includes; where the function is a power, authority or duty, a reference to the performance of the duty.
- the purposes in the powers in part 2 are not in any particular order and are not to be construed so that any purpose or power is more important than any other purpose or power. In addition, any purpose or power which is specified in detail is no more important than any purpose or power which has not been specified in detail.

## **Enforceability**

To the extent that any Rule shall be in whole or in part invalid or unenforceable, the Rule shall be read down so it is valid and enforceable. If the Rule cannot be read down, the Rule shall be severed to the extent of the invalidity or unenforceability and the remaining provisions of the Constitution shall apply and be enforceable.

## **PART 2—POWERS OF ASSOCIATION**

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### **6. Powers of Association**

- 1) VERA shall comply with all AERA rules and regulation to maintain affiliation
  - a) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
  - b) Without limiting sub rule (1), the Association may
    - i. acquire, hold and dispose of real or personal property;
    - ii. open and operate accounts with financial institutions;

- iii. invest its money in any security in which trust monies may lawfully be invested;
  - iv. raise and borrow money on any terms and in any manner as it thinks fit;
  - v. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - vi. appoint agents to transact business on its behalf;
  - vii. enter into any other contract it considers necessary or desirable.
  - viii. Accept any gift whether subject to any special trusts or not
- c) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.
- i. including such acts and things as are incidental conducive or subsidiary to all or any of the purposes of VERA
- 2) Develop, create, licence and otherwise exploit, use and protect such intellectual property, including but not limited to logos, trademarks, copyright and manes in any product, publication or event of VERA.
- 3) take legal proceedings of any nature
- 4) take and effect any insurance

## **7. Not for profit organisation**

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

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

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

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### **Section 1—Membership**

#### **8. Minimum number of members**

The Association must have at least 5 members.

#### **9. Who is eligible to be a member**

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

## 10. Membership Year

The membership year of the Association is each period of 12 months ending on 31<sup>st</sup> December.

## 11. Classes of Membership

The membership of the Association may include;

1. Ordinary Members
2. Junior member
3. Associate member
4. Training Ride / Intermediate member
5. Honorary Life Member
6. Day Member
7. Such other classes of members as defined but the management committee from time to time
  - i. With rights, privileges and obligations as are determined applicable even if this may alter or extinguish rights, privileges or obligations of any existing class of member

Note: the committee of the Association has the right to choose membership classes from this list and may not include all classes of membership

- 1) Ordinary membership
  - a) Must be 18yrs and over.
  - b) A member attaining 18 years of age during the membership year shall be deemed to be an ordinary member for that entire year .
  - c) Entitled to vote at any general meeting, including the election of the committee of the Association.
  - d) Be considered a member as defined by the riding rules of AERA.

An ordinary member of the Association who is entitled to vote has the right

- a) to compete in affiliated endurance events subject to the Association rules
- b) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules
- c) to submit items of business for consideration at a general meeting
- d) to attend and be heard at general meetings
- e) to vote at a general meeting
- f) to have access to the minutes of general meetings and other documents of the Association as provided under rule 76;
- g) to inspect the register of members

An ordinary member is entitled to vote if;

- a) More than 10 business days have passed since he/she became a member of the Association; and
  - b) The member's membership rights are not suspended for any reason.
- 2) Junior membership
- a) Shall attain 17 years of age or less in the membership year and shall not be entitled to vote in the affairs of the association
  - b) A junior member is eligible to take part in affiliated endurance events subject to the Association rules.
- 3) Associate Membership
- a) An Associate Member is a person whose intention is not to ride
  - b) Who is subsequently allowed to ride only in training rides and upon payment of day membership.
  - c) An Associate Member is not entitled to vote.
- 4) Training Ride/Intermediate Membership
- a) A Training Ride Member shall, upon payment of the prescribed fee, be entitled to compete in Training and Introduction Rides only
  - b) Shall not be entitled to vote at General Meetings of VERA.
- 5) Honorary Life Membership
- a) An Honorary Life Member is a member who has been recognised by VERA as having provided special services to the sport of Endurance Riding in Victoria and is nominated and approved as an Honorary Life Member at an Annual General Meeting of VERA.
  - b) A nomination for Honorary Life Membership shall be made by at least two Members in writing, served on VERA at least 28 Days before the Annual General Meeting of VERA, and shall appear in the notices of motion provided to Members prior to the Annual General Meeting.
  - c) An Honorary Life Member shall not be required to pay a membership fee to VERA, but shall have voting rights as an Ordinary Member
  - d) Shall be considered a member as defined by the riding rules of VERA
- 6) Day Membership
- a) A Day member shall be eligible to take part in a training ride or introductory ride as defined by the AERA rule book
  - b) They shall be subject to the rules of the association only on the date for which the day membership is valid
  - c) A Day member shall not be entitled to vote on the affairs of the Association



## **12. Responsibilities of Membership**

- 1) Members acknowledge and agree that:
  - a) These Rules constitute a contract between each of them and VERA and that they are bound by the Rules and the By-Laws of both VERA and AERA;
  - b) They shall comply with and observe these Rules, the By-Laws and any policy, determination or resolution which may be made or passed by the Management Committee or any duly authorised committee;
  - c) By submitting to these Rules and the By-Laws they are subject to the jurisdiction of VERA;
  - d) The Rules and By-Laws of both VERA and AERA are necessary and reasonable for promoting the purposes of VERA; and
  - e) They are entitled to all benefits, advantages, privileges and services of their membership as determined by the Management Committee.
- 2) Members may by virtue of membership of VERA:
  - a) Express in writing or otherwise their views and opinions to the Management Committee and in any meeting in respect of which they are entitled to participate in accordance with these Rules;
  - b) Engage and participate in any activity approved, sponsored or recognised by VERA; and
  - c) Conduct any activity approved by VERA.
- 3) A right, privilege or obligation of a person by reason of their membership of VERA:
  - a) Is not capable of being transferred or transmitted to another person; and
  - b) Terminates upon the cessation of membership whether by death, resignation or otherwise

## **13. Application for membership**

- 1) To apply for membership of VERA, the individual seeking membership must:
  - a) Apply in writing by submitting to the Membership Secretary or appointed delegate a signed application form stating that the person—
    - i. wishes to become a member of the Association; and
    - ii. supports the purposes of the Association; and
    - iii. agrees to comply with these Rules.
  - b) Submit the signed and completed form with the appropriate fee or fees.

An application for day membership may be approved by a Ride Secretary and shall be reported to the Association within 7 days of the application

**Note** The fee (if any) determined by the Association under rule 12(3).

- 2) If the application for membership is approved, the Membership Secretary shall
  - a) Determine the appropriate class of membership.
  - b) Allocate a unique Membership Number as supplied by AERASPACE
  - c) Enter the applicant's name on the AERASPACE register
  - d) Upon the name of the applicant being so entered, the applicant becomes a Member.
  - e) As soon as practicable, notify the applicant in writing of these details
- 3) If the Membership Secretary forms a view that an application for membership should not be approved, for any reason relevant to rule 12. The Membership Secretary shall, as soon as practicable refer the application to the Management Committee for a decision. Upon such decision the Membership the committee Secretary shall notify the applicant in writing of that decision.

#### **14) New membership**

- 1) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - a) The Committee approves the person's membership; or
  - b) The person pays the joining fee.

#### **15 Annual subscription fee**

- 1) The committee of the Association must determine—
  - a) The amount of the annual subscription (if any) for the each membership year; and
  - b) The date for payment of the annual subscription
- 2) The Association may determine that a lower annual subscription is payable by other classes of membership as determined in rule 11.

The Association 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 Association.
- 3) The rights of a member (including the right to vote) who has not paid the annual subscription within 30 days of the end of the membership year are suspended until the subscription is paid.

#### **16 Rights not transferable**

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

## 17. Ceasing membership

- a) The membership of a person ceases on resignation, expulsion or death, does not renew application of membership with appropriate fee within one month if it being due.
- b) If a person ceases to be a member of the Association, the official delegate must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

## 18. Resigning as a member

- 1) A Member of VERA who has paid all amounts due and payable to VERA may resign from VERA by first giving notice (being not less than 1 month) in writing to the Membership Secretary of such intention to resign and, upon the expiration of the period of notice, the Member ceases to be a Member.
- 2) Expiration of Notice Period. Upon the expiration of a notice given under Rule 9.1 and in every other case where a Member ceases to be a Member, an entry, recording the date on which the Member ceased to be a Member and the reason for cessation, shall be recorded in the Register by the Membership Secretary.
- 3) Forfeiture of Rights. A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon VERA and its property including Intellectual Property.
- 4) Refund. The Management Committee may at its absolute discretion refund part of the paid membership fee to a member upon resignation.

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

## 19. Register of members

- 1) The Secretary or approved delegate must keep and maintain a register of members on AERASPACE that includes for each current member
  - a) The member's name;
  - b) The address for notice last given by the member;
  - c) The date of becoming a member;
  - d) The class of membership
  - e) Any other information determined by the Committee; and
  - f) For each former member, the date of ceasing to be a member.
- 4) Any member may, at a reasonable time and free of charge, inspect the register of members.

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

## **Section 2—Disciplinary Action**

### **20. Grounds for taking disciplinary action**

- 1) The Association may take disciplinary action against a member in accordance with this section if it is determined that the member has;
  - a) Breached, failed, refused or neglected to comply with a provision of the AERA rules, these Rules, the By Laws or any other resolution or determination of the Management Committee or duly authorised committee; or
  - b) Has acted in a manner unbecoming of a Member.
  - c) Has acted in a manner prejudicial to the objects and interests of the Association or Endurance Riding.
  - d) Has brought VERA or Endurance Riding into disrepute.
  - e) The Member's Horse has injured or damaged or put any person Horse or property at unnecessary or unreasonable risk.
  - f) Allegations must be in writing and shall not be vexation, trifling or frivolous.

Such grounds do not constitute a grievance and rule 27 does not apply.

### **2) Submission to Jurisdiction**

All Members will be subject to, and submit unreservedly to the powers, procedures, penalties and appeal mechanisms of VERA set out in Part 3, section 2.

### **3) Ongoing participation**

- a) A member has the right to participate in VERA affiliated events up until the disciplinary hearing unless the Management Committee decides that the allegations requires immediate suspension of membership rights.
- b) Such suspension of a Member while investigatory or disciplinary proceedings are taking place, is not subject to appeal.

## **21. Disciplinary subcommittee**

Once 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.

The members of the disciplinary subcommittee—

- a) Five Members shall be elected at the Annual General Meeting as the Disciplinary Panel (DP).
- b) Should a disciplinary subcommittee be required, 3 members of the DP shall be drawn by ballot and must not be biased against or in favour of the member under investigation.
- c) The disciplinary subcommittee shall elect one of their number as chair.
- d) Any of the balloted members may declare themselves ineligible on any terms.
- e) The committee may disqualify a member of the DP from acting on a particular matter if the committee determines by majority decision that the DP member has a conflict of interest relating to the matter.

- f) Following formation of the disciplinary subcommittee, this committee shall
  - i. Determine the appropriate time for the hearing, meeting requirements of notification as determined by rule 22.2
  - ii. Investigate the complaint

If for any reason a disciplinary subcommittee of three is unable or unwilling to be formed from the DP the committee shall constitute itself as the disciplinary subcommittee and have all powers associated with this subcommittee.

## 22 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;
  - 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 they 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.
  - f) All parties involved in the discipline hearing shall not be entitled to legal representation at the meeting, but the member in question may have a support person of their choosing present.
  - g) Should the member in question refuse to attend or provide a written submission, the disciplinary subcommittee may hold a disciplinary hearing in their absence and any resolution determined at that hearing shall be binding.
2. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## 23 Decision of Disciplinary 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.
  - c) Consider any other relevant evidence.
2. After complying with sub rule (23)(1), the disciplinary subcommittee may
  - a) Take no further action against the member, or

- b) Reprimand the member,
  - c) Suspend the membership rights of the member for a specified period,
  - d) Place restrictions on the membership rights of the member for a specified period,
  - e) Expel the member from the Association.
  - f) The disciplinary subcommittee may not fine the member.
- 3) The suspension or alteration of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.
- 4) Written advice of this ruling will be forwarded by the Association secretary within 5 working days of the vote.

## **24 Appeal rights**

- 1) A person whose membership rights have been altered or suspended or who has been expelled from the Association under rule 23 may give notice to the effect that they she wishes to appeal against the disciplinary action.
- 2) The notice must be in writing and given;
- a) To the disciplinary subcommittee immediately after the vote of disciplinary action.
  - b) Or, to the Secretary not later than 48 hours after the vote.
  - c) And must be accompanied by an appeal fee of \$500 (or as determined by the committee).
  - d) The appeal fee is refundable if the appeal is upheld.
- 3) If a person has given notice under sub rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 28 days, after the notice is received. This will be treated as a Special General Meeting and must meet requirements of rule 32.
- 4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
- 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 members present must vote on whether the disciplinary decision should be upheld or revoked.

## **25. Conduct of disciplinary appeal meeting**

- 1) At a disciplinary appeal meeting—
- a) No business other than the question of the appeal may be conducted; and

- b) The Committee must state the grounds for the disciplinary decision against the member and the reasons for taking that action; and
  - c) The person against whom the action has been taken must be given an opportunity to be heard.
- 2) After complying with sub rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the disciplinary action should be upheld or revoked.
- 3) A member may not vote by proxy at the appeal meeting.
- 4) The decision is upheld if not less than three quarters of the members voting at the appeal meeting vote in favour of the decision.

### **Section 3—Grievance procedure**

#### **26. Application**

- 1) The grievance procedure set out in this Section applies to disputes under these Rules between—
- a) A member and another member;
  - b) A member and the Committee;
  - 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.

#### **27 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.

#### **28 Actions of Grievance Officer**

- 1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 27, the parties must within 10 days—
- a) Notify the Committee of the dispute; and
  - b) Contact the Grievance Officer, and
  - c) Attempt in good faith to settle the dispute by mediation.
- 2) The grievance officer must be—
- a) A person agreed to by both parties, or
  - b) In the absence of agreement—
    - i) If the dispute is between a member and another member—an person appointed by the Committee; or
    - ii) If the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

## **29. Grievance process**

- 1) The Grievance Officer 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 Grievance Officer must not determine the dispute.

## **30. Failure to resolve dispute by Grievance process**

If the grievance 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**

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### **31. 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 sub rule 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 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;
  - d) Elect members of the Disputes Panel,
  - e) Elect the Grievance Officer
  - f) Elect Honorary Life Members if any proposed
- 5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.



### **32. 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.
- 3) No business other than that set out in the notice under rule 34 may be conducted at the meeting.

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

### **33. 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 sub rule (2) by at least the twice the number of members presently on the management committee plus 1 of the total number of members.
- 2) A request for a special general meeting must—
  - a) Be in writing; and
  - b) State the business to be considered at the meeting and any resolutions to be proposed; and
  - c) Include the names and signatures of the 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 sub rule (3)—
  - a) Must be held within 3 months after the date on which the original request was made; and
  - b) My 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 sub rule (3).

### **34. Notice of general meetings**

- 1) The Secretary (or, in the case of a special general meeting convened under rule 33(3), the members convening the meeting) must give to each member of the Association at least 21 days' notice of a general meeting
- 2) The notice must—
  - a) Specify the date, time and place of the meeting; and
  - b) Indicate the general nature of each item of business to be considered at the meeting; and
  - c) If a special resolution is to be proposed—

- i) State in full the proposed resolution; and
  - ii) State the intention to propose the resolution as a special resolution; and
  - d) Comply with rule 35(5).
- 3) A member desiring to bring any business before a general meeting shall give at least 28 days notice in writing of that business to the secretary.
- a) The secretary shall include that business in a notice calling the next general meeting after the receipt of the notice.
  - b. Motions must be moved and seconded by voting members
- 4) This rule does not apply to a disciplinary appeal meeting.

**Note** Rule 24(4) sets out the requirements for notice of a disciplinary appeal meeting.

### **35. Proxy Voting**

- 1) A voting member may appoint another voting member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- 2) The appointment of a proxy must be in writing and signed by the voting member making the appointment.
- 3) The voting member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the voting member in any matter as they sees fit.
- 4) If the Committee has not approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the voting member's proxy and that has been signed by the voting member.
- 5) Notice of a general meeting given to a member under rule 34 must—
  - a) State that a voting member may appoint another voting member as a proxy for the meeting; and
  - b) Include a copy of any form that the Committee has approved for the appointment of a proxy.
- 6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

### **36. Postal Voting**

- a) Postal voting may be held from time to time in such instances as the management committee may determine and shall be held in accordance with rule 40.

### **37. Use of technology**

- 1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

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

### **38. 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 (physically or as allowed under rule 36) shall be twice the number of member on the current management committee plus 1.

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 33—the meeting must be dissolved;

**Note** If a meeting convened by, or at the request of, members is dissolved under this sub rule, the business that was to have been considered at the meeting is taken to have been dealt with.

If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 33.

b) In any other case—

i) The meeting must be adjourned to the same day in the next week at the same time and at the same place.

ii) If the meeting is to be held at an alternate venue written notice shall be given by the secretary to all members as soon as practicable.

4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub rule (3)(b), the members present at the meeting (if not fewer than 7) may proceed with the business of the meeting as if a quorum were present.

### **39. 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 sub rule (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.

**Example** The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 34.

#### **40. Voting at general meeting**

- 1) On any question arising at a general meeting—
  - a) Subject to rule part 3 (rule 11), each member who is entitled to vote has one vote
  - b) Members may vote personally (including rule 37), by postal vote or by proxy, but no member may hold more than 5 proxies, and
  - c) Except in the case of a special resolution, the question must be decided on a majority of personally present votes; and
  - d) Except in the case of the election of management committee members, in which case the vote must be give personally(and rule 37) or received by postal vote (subject to rule 36).
  - e) Members not entitled to vote may attend and participate in debate at any general meeting, but shall not vote on any resolution.
- 2) If votes are divided equally on a question, the question shall be deemed to be decided in the negative. The Chairperson of the meeting shall not have 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 25.

#### **41. 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 proxy) vote in favour of the resolution.

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

- (a) to remove a committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

#### **42. Determining whether resolution is carried**

- 1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - a) Carried; or
  - b) Carried unanimously; or
  - c) Carried by a particular majority; or
  - d) Lost

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- 2) If a poll (where votes are cast in writing) is demanded by 1/5 of the voting members present on any question—
  - a) The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - b) The Chairperson must declare the result of the resolution on the basis of the poll.

- 3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **43. 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) Proxy forms given to the Chairperson of the meeting under rule 35(6); and
  - c) The financial statements submitted to the members in accordance with rule 31(4)(b)(ii); and
  - d) The certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - e) Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### **PART 5—COMMITTEE**

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#### **Section 1—Powers of Committee**

#### **44. 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;
  - b) Establish subcommittees consisting of members with terms of reference in writing it considers appropriate.
    - i. Subcommittees shall exercise delegated powers that conform to any direction or by-law that may be prescribed by the management committee
    - ii. Proceedings of any subcommittee what be the same as that applicable to meetings of the management committee (rule 47)

- iii. Within 7 days of any meeting of any subcommittee the subcommittee shall send a copy of the minutes and any supporting documents to the SMC secretary

#### **45. 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.

### **Section 2—Composition of Committee and duties of members**

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#### **46. Composition of Committee**

The Committee consists of the Executive Officers

- a) a President; and
- b) a Vice-President; and
- c) a Secretary; and
- d) a Treasurer; and

Up to 10 ordinary members as elected under rule 55.

#### **47. 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.

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

6) In addition to any duties imposed by these rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **48. President and Vice-President**

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

2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—

a) In the case of a general meeting—a member elected by the other members present; or

b) In the case of a committee meeting—a committee member elected by the other committee members present.

#### **49. Secretary**

1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

##### **Example**

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

2) The Secretary must—

a) Ensure that a register of members is maintained in accordance with rule 19; and

b) Keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 72(3), all books, documents and securities of the Association in accordance with rules 74 to 77; 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 his or her appointment within 14 days after the appointment.

#### **50. Treasurer**

1) The Treasurer must—

a) Receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

b) Ensure that all moneys received are paid into the account of the Association in a timely fashion; and

- c) Make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - d) Ensure cheques are signed by at least 2 committee members.
  - e) Ensure any funds transferred electronically are authorised by the Committee and accounted for
- 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 their certification by the Committee prior to their submission to the annual general meeting of the Association.
- 3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

### **Section 3—Election of Committee members and tenure of office**

#### **51. 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.

#### **52. Positions to be declared vacant**

- 1) This rule applies to—
- a) The first annual general meeting of the Association after its incorporation; or
  - b) Any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- 2) The Chairperson of the meeting must declare all available positions on the Committee vacant as per rule 57 and hold elections for those positions in accordance with rules 53 to 56.

#### **53. Nominations**

- 1). Nominations of candidates for election as members of the Management Committee shall be:
- a). Made in writing, signed by two (2) voting members of the Association and accompanied by the written consent of the nominee on the approved form, and
  - b) Delivered to the Secretary of VERA not less than 28 Days before the date fixed for the holding of the Annual General Meeting.
- 2) A candidate may be nominated for more than one vacancy on the Management Committee, but if voted into the first vacant position the second nomination automatically lapses.



3) If insufficient nominations are received to fill all vacancies on the Management Committee the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

4) If the number of nominations received is equal to the number of vacancies to be filled in any position, the persons nominated shall be deemed to be elected. There shall be no further nomination called for that position at the AGM

#### **54. Election of Executive**

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

a) President;

b) Vice-President;

c) Secretary;

d) Treasurer.

2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

3) If more than one member is nominated, a ballot must be held in accordance with rule 56.

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

#### **55. Election of ordinary members**

1) Election of ordinary members is according to rule 56.

2) A single election may be held to fill all of those positions.

3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 56.

#### **56. Ballot**

1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

2) The returning officer must not be a member nominated for the position.

3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.

4) The election must be by secret ballot.

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

a) Each member present in person; and

- 6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 7) If the ballot is for more than one position—
  - a) The voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - b) The voter must not write the names of more candidates than the number to be elected.
- 8) Ballot papers that do not comply with sub rule (7)(b) are not to be counted.
- 9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 11) If the returning officer is unable to declare the result of an election under sub rule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - a) Conduct a further election for the position in accordance with sub rules (4) to (10) to decide which of those candidates is to be elected; or
  - b) With the agreement of those candidates, decide by lot which of them is to be elected.

#### **Examples**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

### **57. Term of office**

- 1). All committee members shall be elected for a 2 year term.
- 2) Subject to sub rule (4) and rule 58, a committee member holds office until their position is declared vacant at the second succeeding annual general meeting following the date of their election.
- 3) A committee member may be re-elected.
- 4) A member of the Management committee cannot hold a committee position for more than four (4) consecutive years and must retire for a minimum of one (1) year before they will be eligible for re-election to any Committee of Management position**
- 5) A general meeting of the Association may—
  - a) By special resolution remove a committee member from office; and
  - b) Elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- 6) A member who is the subject of a proposed special resolution under sub rule (4)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

7) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

## **58. Vacation of office**

- 1) A committee member may resign from the Committee by written notice addressed to the Committee.
- 2) A person ceases to be a committee member if he or she—
  - a) Ceases to 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 69; or
  - c) Becomes an insolvent under administration within the meaning of the incorporations law
  - d) Dies or becomes of unsound mind, or a person who's personal estate is liable to be dealt with any way under the law relating to mental health
  - e) Is prohibited from being a director of a company under the incorporation law
  - f) Otherwise ceases to be a committee member by operation of section 78 of the Act.

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

## **59. 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 58; or
  - b) Was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- 3) Any committee member appointed by the Committee under sub rule (1) or (2) shall only have a term of office until the next annual general meeting.
- 4) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if their number is reduced below the number fixed by these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number, but for no other purpose.
- 5) The Committee may continue to act despite any vacancy in its membership.

## **Section 4—Meetings of Committee**

### **60. Meetings of Committee**

- 1) The Committee must meet at least once every two calendar months to exercise its functions 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 President or by the Secretary on the requisition in writing, signed by not less than one third of the SMC members
  - i. Clearly stating the reasons the special meeting is being convened and the nature of the business to be transacted

## **61. Notice of meetings**

- 1) Written notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting, unless all SMC members agree to holding a meeting at shorter notice.
- 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.
- 5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

## **62. Urgent meetings**

- 1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 61 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.

## **63. Procedure and order of business**

- 1) At meetings of the Management Committee:
  - a) The President shall preside; and
  - b) If the President is absent or unwilling to act, the Vice President shall preside; and
  - c) If the Vice President is absent or unwilling to act, the Management Committee shall appoint one of its members to preside for the meeting
- 2) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- 3) The order of business may be determined by the committee members present at the meeting.

#### **64. Use of technology**

- 1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- 2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **65. 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 64) of one less than half the members elected and/or appointed to the Management Committee as at the close of the last Annual General Meeting, rounded up to the next whole number, shall constitute a quorum.
- 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 same time on the same day in the following week of the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 61.
  - c) And if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the commencement of the meeting, the members present (being no less than 4) shall be a quorum.

#### **66. Voting**

- 1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
  - a) Voting shall be determined by a show of hands or
  - b) If demanded by a member by a poll taken in a manner as decided by the chair
- 2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- 3) Sub rule (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 result shall be deemed to be decided in the negative. The Chairperson of the meeting shall not have a second or casting vote.
- 5) Voting by proxy is not permitted.

#### **67. Conflict of interest**

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

2) The member—

- a) Must not be present while the matter is being considered at the meeting; and
- b) Must not vote on the matter.

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

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

- a) That exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- b) That the member has in common with all, or a substantial proportion of, the members of the Association.

## **68. 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.

## **69. Leave of absence**

1) Grant of Leave of Absence

The Management Committee shall grant a leave of absence to a Management Committee member for a period not exceeding 3 months, (subject to subrule 2) on the submission of a written application.

2) Discretion as to Leave of Absence

The Management Committee may, in its discretion, grant leave of absence to a Management Committee member for such period as it sees fit following consideration of an application submitted in writing, provided:

- a) If such period is less than 1 year, the Management Committee may appoint a temporary replacement from amongst the Ordinary Members;
- b) If such period is 1 year or more, that Management Committee member is taken to have resigned their position, but shall be entitled to seek re-election at the next Annual General Meeting at which the term of office would otherwise have concluded; and

- c) In no circumstances shall the leave of absence exceed the remaining term of office of the Management Committee member.
- 3) 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**

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### **70. Source of funds**

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

### **71. 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) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 4) All 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 as soon as practical after receipt.
- 6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **72. 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 his or her custody, or under his or her control—
  - a) The financial records for the current financial year; and
  - b) Any other financial records as authorised by the Committee.

### **73. 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 sub rule (1), those requirements include—
  - a) The preparation of the financial statements
  - b) If required, the review or auditing of the financial statements
  - c) The certification of the financial statements by the Committee
  - d) The submission of the financial statements to the annual general meeting of the Association
  - e) The lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7—GENERAL MATTERS**

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### **74. 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
  - b) A document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members
  - c) The common seal must be kept in the custody of the Secretary.

### **75. 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 email or facsimile transmission.
- 2) Sub rule (1) does not apply to notice given under rule 62.
- 3) Any notice required to be given to the Association or the Committee may be given—
  - a) By sending the notice by post to the registered address; or
  - b) By email to the email address of the Association or the Secretary;

### **76. Custody and inspection of books and records**

- 1) Except as otherwise delegated, the Executive Officers shall keep in their custody or control all books, documents and securities of VERA.



- 2) Members may electronically view free of charge—
  - a) The register of members;
  - b) The minutes of general meetings;
  - c) Subject to sub rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

#### **Note**

See note following rule 18 for details of access to the register of members.

- 3) 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.
- 4) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 5) Subject to sub rule (2), a member may make a copy of any of the other records of the Association referred to in this rule.
- 6) For purposes of this rule **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
  - a) Its membership records
  - b) Its financial statements
  - c) Its financial records
  - d) Records and documents relating to transactions, dealings, business or property of the Association.

### **77. 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.

### **78. Alteration of Rules**

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

A motion for such a special resolution must be determined by the management committee to be consistent with the AERA rules prior to being put to members for voting.

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

