



Shelford

ALUMNAE

RULES

OF

SHELFORD GIRLS' GRAMMAR ALUMNAE ASSOCIATION
INCORPORATED

Reg No. A0126777K

8 April 2025

Approved by special resolution: 7 April 2025

OFFICIAL

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PART 1 – PRELIMINARY

1 Name

The name of the incorporated association is Shelford Girls' Grammar Alumnae Association Incorporated.

2 Purposes

The purpose of the Association is to support ongoing connections between Alumnae of Shelford Girls' Grammar (the School) which includes:

- a. honouring the history and legacy of the School;
- b. promoting the achievements and life journey of Alumnae;
- c. providing events and activities designed to foster a community of engaged Alumnae;
- d. any other activity designed to be conducive to achievement of the Association's purpose as determined by the Committee of the Association.

3 Financial year

The Financial Year of the Association is each period of 12 months ending on 31 December.

4 Definitions

In these Rules, unless the contrary intention appears:

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);

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

Alumnae means past students of Shelford Girls' Grammar;

Annual General Meeting means a General Meeting convened in accordance with rule 28;

Appeal Meeting means a meeting of the Committee convened for the purposes of rule 21;

Appeal Subcommittee means the subcommittee appointed under rule 21;

Associate Member means a Member who has the rights set out in rule 12;

Association means The Shelford Girls' Grammar Alumnae Association Inc;

CGAI means the Caulfield Grammarians' Association Incorporated;

Chairperson, of a General Meeting or Committee Meeting, means the person chairing the meeting as required under rule 44;

Committee means the Committee having management of the business of the Association;

Committee Meeting means a meeting of the Committee convened in accordance with Division 4 and includes a Special Committee Meeting and an Urgent Committee Meeting;

Committee Member means a Member who is a member of the Committee elected or appointed under Division 3 of Part 5;

Disciplinary Action means the actions taken against a Member in accordance with Division 2 of Part 3;

Disciplinary Meeting means a meeting of the Committee convened for the purposes of rule 20;

Disciplinary Subcommittee means the subcommittee appointed under rule 18;

Financial Year means the 12-month period specified in rule 3;

General Meeting means a general meeting of the Members of the Association convened in accordance with Part 4 and includes an Annual General Meeting and a Special General Meeting, but does not include a Disciplinary Meeting or Appeal Meeting;

Member means a person who is a member of the Association as described in Part 3 of these Rules;

President means the person, being a Member of the Association, elected as President of the Association at an Annual General Meeting;

Proxy means a Member appointed by another Member to vote and speak on its behalf at a General Meeting in accordance with rule 32;

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

Registrar means the Registrar of Incorporated Associations;

School means Shelford Girls' Grammar;

Secretary means the person, being a Member of the Association, elected as Secretary of the Association at an Annual General Meeting and has the same meaning as given to "secretary" in section 3 of the Act;

Special Committee Meeting means a Committee Meeting convened in accordance with Division 4 of Part 5;

Special General Meeting means a General Meeting, other than an Annual General Meeting, convened in accordance with Part 4;

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 a Proxy, to vote in favour of the resolution;

Treasurer means the person, being a Member of the Association, elected as Treasurer of the Association at an Annual General Meeting;

Urgent Committee Meeting means a meeting of the Committee convened in accordance with rule 58.

PART 2 – POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its Members.
- (2) Subrule (1) does not prevent the Association from paying a Member:
 - (a) reimbursement for expenses properly incurred by the Member; or
 - (b) for goods or services provided by the Member

if this is done in good faith on terms no more favourable than if the Member was not a Member.

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7 Minimum number of Members

The Association must have at least five Members.

8 Who is eligible to be a Member

Any Alumnae of the School are eligible to be Members of the Association.

9 Conferral of membership

Alumnae of the School are automatically conferred membership of the Association.

10 Funding

- (1) At each Annual General Meeting, the Association must determine:
 - (a) the expected funding to be provided by CGAI for the following Financial Year;
 - (b) the process for setting the amount of the annual subscription (if any) for the following Financial Year; and
 - (c) the anticipated date for payment of the funds specified in (a) and the required date for payment of the funds specified in (b).
- (2) The Association may determine that a lower annual subscription is payable by Associate Members.
- (3) 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;
 - (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.
- (4) The rights of a Member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

11 General rights of Members

- (1) A Member of the Association who is entitled to vote has the right to:
 - (a) receive notice of General Meetings and of proposed Special

- Resolutions in the manner and time prescribed by these Rules;
- (b) submit items of business for consideration at a General Meeting;
- (c) attend and be heard at General Meetings;
- (d) vote at a General Meeting;
- (e) have access to the minutes of General Meetings and other documents of the Association as provided under rule 73; and
- (f) inspect the register of Members.

- (2) A Member is entitled to vote if:
 - (a) the Member is a Member other than an Associate Member; and
 - (b) the Member's membership rights are not suspended for any reason.

12 Associate Members

- (1) Associate Members of the Association are any other category of member as determined by Special Resolution at a General Meeting.
- (2) An Associate Member may not vote but may have other rights as determined by the Committee or by resolution at a General Meeting.

13 Rights not transferrable

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

14 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a Member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of Members.

15 Resigning as a Member

- (1) A Member may resign their membership by notice in writing given to the Association.
- (2) A Member is taken to have resigned if:
 - (a) the Member's annual subscription is more than 12 months in arrears;
or
 - (b) where no annual subscription is payable:
 - i the Secretary has made a written request to the Member to confirm that the Member wishes to remain a Member; and

- ii the Member has not, within three months after receiving that request, confirmed in writing that the Member wishes to remain a Member.

16 Register of Members

- (1) The Secretary must keep and maintain a register of Members that, to the extent reasonably practicable, includes:
 - (a) for each current Member:
 - i the Member's name;
 - ii the address for notice last given by the Member;
 - iii the date of becoming a Member;
 - iv if the Member is an Associate Member, a note to that effect;
 - v any other information determined by the Committee; and
 - (b) for each former Member, the date of ceasing to be a Member.
- (2) Any Member may, at a reasonable time and free of charge, inspect the register of Members.

Division 2 – Disciplinary Action

17 Ground for taking Disciplinary Action

- (1) The Association may take Disciplinary Action against a Member in accordance with this Division if it is determined that the Member has done one or more of the following:
 - (a) failed to comply with these Rules;
 - (b) refused to support the purposes of the Association; or
 - (c) engaged in conduct prejudicial to the Association or the interests of the Association.

18 Disciplinary Subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking Disciplinary Action against a Member, the Committee must appoint a Disciplinary Subcommittee consisting of three Members to hear the matter and determine what action, if any, to take against the Member.
- (2) Subject to subrule (3), the Committee may appoint any Member to a Disciplinary Subcommittee.
- (3) A Member must not be appointed to a Disciplinary Subcommittee if there are any grounds upon which a real or perceived conflict of interest arises. This

includes, but is not limited to, a situation where it may be alleged that a Member holds a bias towards, or a prejudice against, the Member whose conduct is under consideration.

19 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;
 - (c) specifying the date, place and time of the Disciplinary Meeting at which the Disciplinary Subcommittee intends to consider the Disciplinary Action;
 - (d) advising the Member that the Member may do one or both of the following:
 - i attend the Disciplinary Meeting and address the Disciplinary Subcommittee at that meeting;
 - ii give a written statement to the Disciplinary Subcommittee at any time before the Disciplinary Meeting; and
 - (e) setting out the Member's appeal rights under rule 21.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

20 Decision of subcommittee

- (1) At the Disciplinary Meeting, the Disciplinary Subcommittee must:
 - (a) give the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by the Member.
- (2) After complying with subrule (1), the Disciplinary Subcommittee may decide to:
 - (a) take no further action against the Member; or
 - (b) subject to subrule (3), take one or more of the following actions:
 - i reprimand the Member;
 - ii suspend the membership rights of the Member for a specified period; or
 - iii expel the Member from the Association.
- (3) The Disciplinary Subcommittee may not fine the Member.

- (4) The suspension of membership rights or the expulsion of a Member by the Disciplinary Subcommittee under this rule takes effect immediately after the vote is passed.

21 Appeal rights

- (1) A Member:
 - (a) who has been reprimanded, and/or
 - (b) whose membership rights have been suspended; or
 - (c) who has been expelled from the Association under rule 22;

may give notice to the effect that the Member (or former Member, as the case may be) wishes to appeal against the suspension or expulsion.

- (2) The notice must be in writing and given:
 - (a) to the Disciplinary Subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) the Secretary not later than seven days after the vote.
- (3) Where a notice under subrule (2) has been given, the Committee must appoint 3 Members to an Appeal Subcommittee to hear and determine the appeal.
- (4) Subject to subrule (5), the Committee may appoint any Member to an Appeal Subcommittee.
- (5) A Member must not be appointed to an Appeal Subcommittee if the Member:
 - (a) was appointed to the Disciplinary Subcommittee to hear and determine the matter of the Member concerned;
 - (b) has a personal interest in the dispute; or
 - (c) if there are any grounds upon which a real or perceived conflict of interest arises, including but not limited to a situation where it may be alleged a Member holds a bias towards or a prejudice against the Member whose conduct is under appeal.
- (6) The Committee must convene an Appeal Meeting to be attended by the Appeal Subcommittee as soon as practicable and no later than 21 days after the notice of the appeal is received.
- (7) Notice of the Appeal Meeting must be given to each Member of the Appeal Subcommittee and the Member concerned as soon as practicable and must:
 - (a) specify the date, time and place of the Appeal Meeting; and

- (b) state:
 - i the name of the Member against whom the Disciplinary Action has been taken;
 - ii the grounds for taking that action; and
 - iii that at the Appeal Meeting the Appeal Subcommittee Members present must vote on whether the decision to reprimand, suspend or expel the Member should be upheld or revoked.

22 Conduct of Appeal Meeting

- (1) At an Appeal Meeting:
 - (a) no business other than the question of the appeal may be conducted;
 - (b) the Appeal Subcommittee must state the grounds for the Disciplinary Subcommittee's decision to reprimand, suspend or expel the Member and its reasons for taking that action; and
 - (c) the Member or former Member who is the subject of the Appeal Meeting must be given an opportunity to be heard.
- (2) After complying with subrule (1) the Appeal Subcommittee must, within 21 days of the Appeal Meeting, provide a written statement of its decision to uphold or set aside the Disciplinary Subcommittee's determination. The written statement must set out the evidence and reasoning used to reach its appeal decision.
- (3) A Member may not vote by proxy at the Appeal Meeting.
- (4) Where the Appeal Subcommittee's decision by vote is not reached unanimously, the majority vote prevails.

Division 3 – Grievance procedure

23 Application

- (1) The grievance procedure set out in this division applies to disputes under these Rules between:
 - (a) a Member and another Member;
 - (b) a Member and the Committee; or
 - (c) a Member and the Association.
- (2) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a Disciplinary Action until the disciplinary procedures set out in Division 2 have been completed.

24 Parties must attempt to resolve the dispute

The parties to any dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

25 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 24, the parties must within ten days:
 - (a) notify the Committee of the dispute;
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - i if the dispute is between two or more Members, a person appointed by the Committee;
 - ii if the dispute is between a Member and the Committee or a Member and the Association—a Registered Mediator.
- (3) Subject to subrules (2) and (4), the Committee may appoint any person as a mediator.
- (4) The Committee must not appoint a person as a mediator if the person:
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of, or prejudiced against, any party.

26 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must:
 - (a) give each party every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.
- (3) Any costs of mediation are to be paid:
 - (a) if an agreement as to costs is reached between the parties—in

accordance with that agreement

(b) if there is no such agreement—by the Committee

27 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

28 Annual General Meeting

- (1) The Committee must convene an Annual General Meeting of the Association to be held within five months after the end of each Financial Year.
- (2) Despite subrule (1), the Association may hold its first Annual General Meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the Annual General Meeting.
- (4) The ordinary business of the Annual General Meeting is as follows:
 - (a) to confirm the minutes of the previous Annual General Meeting and of any 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;
 - 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 Committee Members;
 - (d) to determine the process for setting the amounts (if any) of the annual subscription and joining fee.
- (5) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

29 Special General Meetings

- (1) Any General Meeting of the Association, other than an Annual General 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 31 may be conducted at the Special General Meeting.

30 Special General Meeting held at request of Members

- (1) The Committee must convene a Special General Meeting if a request to do so is made in accordance with subrule (2) by at least 20 Members.

- (2) A request for a Special General Meeting must:
 - (a) be in writing;
 - (b) state the business to be considered at the Special General Meeting and any resolutions to be proposed;
 - (c) include the names and signatures of the Members requesting the Special General Meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a Special General Meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the Special General Meeting.
- (4) A Special General Meeting convened by Members under subrule (3):
 - (a) must be held within three months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under subrule (3).

31 Notices of General Meetings

- (1) The Secretary (or, in the case of a Special General Meeting convened under rule 30(3), the Members convening the meeting) must give to each Member of the Association:
 - (a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the General Meeting; or
 - (b) at least 14 days' notice of a General Meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the General Meeting;
 - (b) indicate the general nature of each item of business to be considered at the General Meeting;
 - (c) if a Special Resolution is to be proposed:
 - i state in full the proposed resolution;
 - ii state the intention to propose the resolution as a Special Resolution; and
 - (d) comply with rule 32(6).
- (3) For the avoidance of doubt, this rule does not apply to Disciplinary Meetings or Appeal Meetings.

32 Proxies

- (1) A Member may appoint another Member as the Member's Proxy to vote and speak on the Member's behalf at a General Meeting.
- (2) The appointment of a Proxy must be in writing and signed by the Member making the appointment.
- (3) A Member cannot appoint more than one Proxy and a Proxy cannot hold more than one Member's proxy vote.
- (4) The Member appointing the Proxy may give specific directions as to how the Proxy is to vote on the Member's behalf, otherwise the Proxy may vote on behalf of the Member in any matter as the Proxy sees fit.
- (5) If the Committee has approved a form for the appointment of a Proxy, the Member may use any other form that clearly identifies the person appointed as the Member's Proxy and that has been signed by the Member.
- (6) Notice of a General Meeting given to a Member under rule 33 must:
 - (a) state that each Member may appoint another Member as its Proxy for the General Meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a Proxy.
- (7) A form appointing a Proxy must be given to the Chairperson of the General Meeting before or at the commencement of the General Meeting.
- (8) 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 General Meeting.

33 Use of technology

- (1) A General Meeting may be held and Members may take part by the use of technology that allows Members to clearly and simultaneously communicate with each other participating Member.
- (2) For the purposes of this Part, a Member participating in a General Meeting as permitted under subrule (1) is taken to be present at the General Meeting and, if the Member votes at the General Meeting, is taken to have voted in person.

34 Quorum at General Meetings

- (1) No business may be conducted at a General Meeting unless a quorum of Members is present.

- (2) The quorum for a General Meeting is the presence (physically, by Proxy or as allowed under rule 33) of 20 Members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - a. in the case of a General Meeting convened by, or at the request of, Members under rule 30—the General Meeting must be dissolved; or
 - b. in any other case
 - i. the General Meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - ii. notice of the date, time and place to which the General Meeting is adjourned must be given at the General Meeting and confirmed by written notice given to all Members as soon as practicable after the General Meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under subrule (3)b, the Members present at the General Meeting (if not fewer than three) may proceed with the business of the General Meeting as if a quorum were present.

35 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 General Meeting, adjourn the General Meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a General Meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned General Meeting other than the business that remained unfinished when the General Meeting was adjourned.
- (4) Notice of the adjournment of a General Meeting under this rule is not required unless the General Meeting is adjourned for 14 days or more, in which case notice of the General Meeting must be given in accordance with rule 31.

36 Voting at General Meeting

- (1) On any question arising at a General Meeting:

- (a) subject to subrule (3), each Member who is entitled to vote has one vote;
 - (b) Members may vote personally or by Proxy; and
 - (c) except in the case of a Special Resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the General Meeting has a second or casting vote.
 - (3) If the question is whether or not to confirm the minutes of a previous General Meeting, only Members who were present at that General Meeting may vote.
 - (4) For the avoidance of doubt, this rule does not apply to voting at a Disciplinary Meeting or an Appeal Meeting.

37 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.

38 Determining whether resolution carried

- (1) Subject to subrule (2), the Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (a) carried;
 - (b) carried unanimously;
 - (c) carried by a particular majority; or
 - (d) lost

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

- (2) If a count is demanded by three or more Members on any question:
 - (a) the count must be taken at the General Meeting in the manner determined by the Chairperson of the General Meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the count.
- (3) A count demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A count demanded on any other question must be taken before the close of the General Meeting at a time determined by the Chairperson.

39 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 General 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 General Meeting;
 - (b) the financial statements submitted to the Members in accordance with rule 28(4)(b)ii;
 - (c) the certificate signed by 2 committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

40 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 of the Association; and
 - (b) establish subcommittees consisting of Members with terms of reference it considers appropriate.

41 Delegation

- (1) The Committee may delegate to a Committee Member, a Member, a subcommittee member, Association employees, a member or employee of an affiliated Association, including but not limited to CGAI, any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of Committee Members

42 Composition of the Committee

- (1) The Committee consists of:
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) ordinary Members (if any) elected under rule 51.

43 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 the Member's powers and discharge the Member's 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;to gain an advantage for themselves or any other person or to cause detriment to the 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.

44 President and Vice President

- (1) Subject to subrule (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 Vice-President are both absent, or are unable to preside, the Chairperson of the General 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.

45 Secretary

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

- (2) The Secretary must:
 - (a) maintain the register of Members in accordance with rule 16;
 - (b) keep custody of the common seal (if any) of the Association and except for the financial records referred to in rule 68(3), books, documents and securities of the Association in accordance with rules 70 and 73;
 - (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 their appointment within 14 days after the appointment.

46 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;
 - (b) ensure that all moneys received are paid into the account of the Association within five working days after receipt;
 - (c) make any payments authorised by the Committee or by a General Meeting of the Association from the Association's funds
 - (d) ensure cheques are signed by at least two Committee Members;
 - (e) ensure that the financial records of the Association are kept in accordance with the Act;
 - (f) coordinate the preparation of the financial statements of the Association and the Association's certification by the Committee prior to the Association's submission to the Annual General Meeting of the Association; and
 - (g) ensure that all other Committee Members have access to the accounts and financial records of the Association

Division 3—Election of Committee Members and tenure of office

47 Who is eligible to be a Committee Member

- (2) 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.

48 Positions to be declared vacant

- (1) At the first Annual General Meeting of the Association after its incorporation, the Chairperson of the General Meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 49 to 52.
- (2) At any subsequent Annual General Meeting of the Association, after the annual report and financial statements of the Association have been received, the Chairperson of the General Meeting must declare at least half of the positions on the Committee vacant and hold elections for those positions in accordance with rules 49 to 52. The positions which shall be declared vacant pursuant to this subrule (2), must be those positions which have, in their current term, been held by an individual Committee Member for the longest period of time.

49 Nominations

- (1) Prior to the election of each vacant position, the Chairperson of the General Meeting must call for nominations to fill that position:
- (2) An eligible Member of the Association may:
 - (a) nominate themselves; or
 - (b) with the Member's consent, be nominated by another Member.
- (3) A Member who is nominated for a vacant position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

50 Election of President etc

- (1) At the Annual General Meeting, separate elections must be held for each of the following positions. where such position has been declared vacant in accordance with rule 48:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary; and
 - (d) Treasurer.
- (2) It is anticipated that only two of the positions listed in subrule (1) above, be declared vacant each year, in order to provide for terms of office lasting two years, with an overlap between two new and two continuing Committee Members holding these four positions in any one Financial Year.
- (3) If only one Member is nominated for the vacant position, the Chairperson of the Annual General Meeting must declare the Member elected to the position.

- (4) If more than one Member is nominated, a vote must be held in accordance with rule 52.
- (5) On the President's election, the new President may take over as Chairperson of the Annual General Meeting.

51 Election of ordinary Committee Members

- (1) The Annual General Meeting must by resolution decide the number of ordinary Committee Members (if any) it wishes to hold office for the next year.
- (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 Members is less than or equal to the number to be elected, the Chairperson of the Annual General 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 52.

52 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the Annual General 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 the candidate's election.
- (4) The election must be by secret ballot either:
 - (a) in person, following the procedures set out in subrule (5) below; or
 - (b) in the case of an Annual General Meeting at which technology is used to facilitate attendance by some or all Members, an alternative procedure for recording and collecting votes secretly via technology, as determined by the Chairperson.
- (5) If the election is held in person, the procedure is as follows:
 - (a) The returning officer must give a blank piece of paper to:
 - (i) each Member present in person; and
 - (ii) each Proxy appointed by a Member.
 - (b) 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.

- (c) If the ballot is for more than one position:
 - (i) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (ii) the voter must not write the names of more candidates than the number to be elected.
 - (d) Ballot papers that do not comply with subrule (5)(c)(ii) are not to be counted.
 - (e) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (6) 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.
- (7) If the returning officer is unable to declare the result of an election under subrule (6) because two or more candidates received the same number of votes, the returning officer must:
- (a) conduct a further election for the position in accordance with subrules 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.

53 Term of office

- (1) Subject to subrule (4) and rule 54, a Committee Member holds office for a two year term. An exception is made for the first year of the Association's existence, during which two of the four positions of President, Vice President, Secretary and Treasurer and half of the Ordinary Committee Member positions shall only be held for a one year term.
- (2) Subject to subrule (3), a Committee Member may be re-elected any number of times.
- (3) Unless agreed by Special Resolution, a Member may only hold the office of President for a maximum of three consecutive two year terms.
- (4) 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.

- (5) A Member who is the subject of a proposed Special Resolution under subrule 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.
- (6) 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 General Meeting at which the Special Resolution is to be proposed.

54 Vacation of office

- (1) A Committee Member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a Committee Member if the person:
 - (a) ceases to be a Member of the Association;
 - (b) fails to attend three consecutive Committee Meetings (other than special or urgent Committee Meetings) without leave of absence under rule 65; or
 - (c) otherwise ceases to be a Committee Member by operation of section 78 of the Act.

55 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 54; 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 person to the position within 14 days after the vacancy arises.
- (3) Rule 53 applies to any Committee Member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

56 Meetings of Committee

- (1) The Committee must meet at least four times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first Committee Meeting must be determined

by the Committee Members as soon as practicable after the Annual General Meeting at which the Committee Members were elected.

- (3) Special Committee Meetings may be convened by the President or by any four Committee Members.

57 Notice of meetings

- (1) Subject to the exception for Urgent Meetings in rule 58, notice of each Committee Meeting must be given to each Committee Member no later than seven days before the date of the Committee Meeting.
- (2) Notice may be given of more than one Committee Meeting at the same time.
- (3) The notice must state the date, time and place of the Committee 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 Committee Meeting is the business for which the Committee Meeting is convened.

58 Urgent meetings

- (1) In cases of urgency, an Urgent Committee Meeting can be held without notice being given in accordance with rule 57 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- (2) Any resolution made at an Urgent Committee Meeting must be passed by an Absolute Majority of the Committee.
- (3) The only business that may be conducted at an Urgent Committee Meeting is the business for which the Urgent Committee Meeting is convened.

59 Procedure and order of business

- (1) The procedure to be followed at a Committee Meeting must be determined from time to time by the Committee.
- (2) For the purposes of this Part, a Committee Member participating in a Committee Meeting as permitted under subrule (1) is taken to be present at the Committee Meeting and, if the Member votes at the meeting, is taken to have voted in person.

60 Use of technology

- (1) A Committee Meeting may be held by the use of technology that allows Committee Members to clearly and simultaneously communicate with each

other participating Member.

- (2) For the purposes of this Part, a Committee Member participating in a Committee Meeting as permitted under subrule (1) is taken to be present at the Committee Meeting and, if the Member votes at the meeting, is taken to have voted in person.

61 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 60) of a majority of the Committee Members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting:
 - (a) in the case of a Special Committee Meeting—the meeting lapses; or
 - (b) in any other case—the Committee Meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the Committee Meeting is adjourned must be given in accordance with rule 57.

62 Voting

- (1) On any question arising at a Committee Meeting, each Committee Member present at the Committee Meeting has one vote.
- (2) A motion is carried if a majority of Committee Members present at the Committee Meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an Absolute Majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the Committee Meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

63 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 Committee Member referred to in subrule (1):
 - (a) must not be present while the matter is being considered at the Committee Meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest that:
 - (a) exists only because the Member belongs to a class of persons for whose benefit the Association is established; or
 - (b) the Member has in common with all, or a substantial proportion of, the Members of the Association.

64 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 Committee Members in attendance at the Committee Meeting;
 - (b) the business considered at the Committee Meeting;
 - (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed under rule 63.
- (3) Minutes of Committee Meetings shall not be available to Members of the Association unless the Committee resolves otherwise.

65 Leave of absence

- (1) The Committee may grant a Committee Member leave of absence from Committee Meetings for an agreed period not exceeding six months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

PART 6- FINANCIAL MATTERS

66 Source of funds

The funds of the Association shall be derived from funding by CGAI, joining fees, subscriptions, donations, grants, interest and such other sources as the Committee determines.

67 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 two Committee Members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt.
- (6) Despite subrule (1), the Committee may authorise the Treasurer to maintain a petty cash fund for minor and incidental expenses of the Association.
- (7) The Treasurer must record the withdrawal or deposit of an amount from the petty cash fund at the time of the transaction.

68 Financial records

- (1) The Association must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and outcomes; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for seven years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in the Treasurer's custody, or under the Treasurer's control:

- (a) the financial records for the current Financial Year; and
- (b) any other financial records as authorised by the Committee.

69 Financial statements

- (1) For each Financial Year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include:
 - (a) the preparation of the financial statements;
 - (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; and
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 – OTHER MATTERS

70 Common seal

- (1) The Association does not have a common seal.

71 Registered address

The registered address of the Association is:

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

72 Notice requirements

- (1) Any notice required to be given to a Member or a Committee Member under these Rules may be given by:
 - (a) by handing the notice to the Member personally;
 - (b) by sending it by post to the Member at the address recorded for the Member on the register of Members;
 - (c) email to the Member at the email address recorded for the Member on the register of Members.
- (2) Any notice required to be given to the Association or the Committee may be given by:
 - (a) handing the notice to a Committee Member;
 - (b) sending the notice by post to the registered address of the Association;
 - (c) leaving the notice at the registered address of the Association; or
 - (d) email to the address of the Association or the Secretary.
- (3) Any notice given to a Member who is the subject of Disciplinary Actions must be sent by:
 - (a) registered post to the Member at the address recorded for the Member on the register of members, or;
 - (b) email to the Member at the email address recorded for the Member on the register of Members.

73 Custody and inspection of books and records

- (1) Members may on request inspect free of charge:
 - (a) the register of Members;

- (b) the minutes of General Meetings; and
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association.
- (2) The Committee may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial, disciplinary or legal matters or where to do so may be prejudicial to the interests of the Association.
 - (3) The Committee must on request make copies of these Rules available to Members free of charge.
 - (4) Subject to subrule (2), a Member may request a copy of, or make a copy of, any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
 - (5) For purposes of this rule:

relevant document means 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) a membership records
- (b) a financial statement;
- (c) a financial record; or
- (d) any other record or document relating to transactions, dealings, business or property of the Association.

74 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) Surplus assets will be distributed to CGAI in accordance with subrule (3).

75 Amendments to Rules

These Rules may only be altered by Special Resolution of a General Meeting of the Association.