

CELTIC CLUB INCORPORATED

ABN 84 059 085 350

RULES

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Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

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

1 Name

The name of the incorporated Association is "Celtic Club Incorporated" (ABN 84 059 085 250).

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:

- (a) Cultural Celebration: to establish and maintain a Club whose members support and celebrate pride in Irish heritage and culture as well as that of the broader Celtic community;
- (b) Facilities and Resources: To provide a suitable venue, facilities and other resources for the benefit, education and enjoyment of members and guests;
- (c) Promotion of Gaelic and Irish Culture: To promote and encourage the Gaelic language, Irish music, art and culture;
- (d) Celtic Library and Meeting Spaces: To establish and maintain a library of Celtic literature, cultural artefacts and related material and provide rooms for meetings of Celtic heritage groups from all over Victoria, embracing modern technologies and techniques;
- (e) Charitable Contributions: To make donations out of the funds of the Association or otherwise to such public or private charitable, benevolent, patriotic, educational or cultural institutions and causes as the Board or members by resolution in a general meeting may from time to time determine;
- (f) Licensing: To apply for, obtain, retain, and renew any and all licences and permits necessary or desirable for the carrying out these purposes from time to time.

3 Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

4 Definitions

In these Rules:

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

Board means the board having management of the business of the Association (being the entity known as the “Committee” for the purposes of the Act);

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

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

Chairperson of a general meeting or Board meeting, means the person chairing the meeting as required under rule 48;

disciplinary appeal meeting means a meeting of the Board convened for the purposes of rule 23;

disciplinary officer means the officer appointed under rule 23;

financial year means the 12 month period specified in rule 3;

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

member means a member of the Association;

member entitled to vote means a member who under rule 15(2) 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; and

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF THE ASSOCIATION

5 Powers of the Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-rule (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) 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

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

9 Membership categories

(1) The categories of membership of the Association shall be:

- a) full member;
- b) life member; and
- c) veteran member.

(2) ***Full member***

Full membership shall be open to all natural persons who have attained 18 years of age and who apply for membership in accordance with the provisions of rule 10.

A full member is entitled to all the rights and privileges of the Association.

(3) ***Life member***

Life membership may, on the recommendation of the Board and following a vote of the Board at which at least 75% of the whole Board voted in favour, be conferred upon any full member who, in the opinion of the Board has rendered exceptional service to the Association, by the votes of a majority of those financial members present and voting in that regard at an annual general meeting.

A life member shall be entitled to all the rights and privileges of the Association provided that all annual subscriptions becoming payable after the commencement of life membership shall, for the purpose of these Rules, be deemed to have been paid.

Life members may have their life membership rescinded if they engage in any conduct which in the opinion of the Board is detrimental to the Association. Rescission must follow the same procedures set out in Division 2 for the removal or expulsion of members.

(4) ***Veteran members***

Veteran members are members who have had 30 years continuous full membership of the Association (including years of membership of the unincorporated Celtic Club) and on attainment of the 30 years apply to the Board for veteran member status which can be granted by a simple majority vote of any scheduled meeting of the Board.

A veteran member shall be entitled to all the rights and privileges of the Association provided that all annual subscriptions becoming payable after the commencement of veteran membership shall, for the purpose of these Rules, be deemed to have been paid.

(5) **Full Member Pre 12 November 2017: Transitional Arrangement**

Any person who was a “Full Member Pre 12 November 2017” under the Rules which were in force immediately before this clause was added to the Rules shall be deemed to be a full member on and from the date this clause was added until the next date for renewal of that full membership. If such a person then wishes to renew their full membership, the person does not have to pay any joining fee.

(6) **Affiliate social membership: Transitional Arrangement**

Any person who was an “associate social member” under the Rules which were in force immediately before this clause was added to the Rules shall be deemed to be a full member on and from the date this clause was added until the next date for renewal of that full membership. If such a person then wishes to renew their full membership, the person must pay the equivalent of the joining fee charged to new full members at that time unless the person was an “affiliate social member” for a minimum of 5 consecutive years immediately prior to date this clause being added to the Rules.

10 Application for membership

(1) An application for membership shall be:

- a) fully completed in writing or electronically in the format determined by the Board from time to time;
- b) proposed by a financial member and seconded by a financial member;
- c) forwarded to the office for the time being of the Association;
- d) accompanied by the first annual subscription; and,
- e) accompanied by the non-refundable joining fee for all new Full Member applications.

(2) **Joining Fee**

- a) The joining fee shall be \$10.00 or such other amount as may subsequently be set by the Board from time to time.
- b) The Board may waive payment of the joining fee in part or full.

11 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (4) The Board is not required to give a reason for the rejection of an application.

12 Rights, privileges and obligations of members

- (1) A person who is admitted to membership of the Association shall:
 - a) be deemed to have approved of and shall be bound by these Rules and the Statement of Purposes, as adopted by the Board from time to time;
 - b) have their name entered into the members' register.
- (2) A right, privilege or obligation of a person by reason their membership:
 - a) is not capable of being transferred to another person; and
 - b) terminates upon the cessation of their membership whether by death or resignation or otherwise.

13 Annual subscription

- (1) The annual subscription for each financial year shall be \$50.00 or such other amount as may subsequently be set by the Board from time to time.
- (2) The annual subscription for each financial year must be paid by the 30th June immediately preceding the start of that financial year or by such other date as may subsequently be set by the Board from time to time.
- (3) The Board 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 Board.
- (4) The Board may waive payment of the annual subscription in part or full.
- (5) The rights of a member (including the right to vote) who has not paid the annual subscription by two months after the due date are suspended until the subscription is paid.

14 Membership renewals and financial membership

Membership renewal requests with the annual subscription are due to be paid by the 30th June of the relevant year.

15 General rights of members

- (1) A member who is entitled to vote has the right:
 - a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
 - b) to submit items of business for consideration at a general meeting;
 - c) to attend and be heard at general meetings;

- d) to vote at a general meeting;
 - e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 78; and
 - f) subject to rule 19 to inspect the members' register at any reasonable time and free of charge.
- (2) A member is entitled to vote if:
- a) the member is a member; and
 - b) is a member on the roll as determined by the Returning Officer for the relevant meeting; and
 - c) the member's membership rights are not suspended for any reason.

16 Rights not transferable

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

17 Ceasing membership

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

18 Resigning as a member

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

Note:

Rule 77 sets out how notice may be given to the Association. It includes by post or by handing the notice to a Board member.

- (2) A member is taken to have resigned if:
 - a) the member's annual subscription is unpaid by the due date under rule 14; or
 - b) where no annual subscription is payable:
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a member.

19 Members' register

- (1) The Secretary must keep and maintain a members' register that includes:
 - a) for each current member:
 - (i) the member's name;

- (ii) the address for notice last given by the member;
 - (iii) the email address last given by the member (if available);
 - (iv) the date of becoming a member;
 - (v) any other information determined by the Board;
 - 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 (but may not take a copy of the register without the prior written consent of the Board).

Note

Under section 59 of the Act, access to the personal information of a person recorded in the members' register 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 members' register.

Division 2—Disciplinary action

20 Grounds for taking disciplinary action

- (1) An allegation that a member has
 - a) Wilfully infringed any Rule or Bylaw of the Club;
 - b) Been convicted of an indictable offence;
 - c) Behaved in an unbecoming or dishonourable manner inside or outside Club premises (including but not limited to threatening or aggressive behaviour, fighting and/or swearing); or
 - d) Acted in a manner which in the opinion of the Board is or may be prejudicial and/or contrary to the interests and objectives of the Club

may be received by the President (or that person's delegate) and then referred to a disciplinary officer appointed by the Board for that purpose unless the President (or that person's delegate) determines that the allegation is vexatious, frivolous or unsubstantiated."

- (2) The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:
 - a) has failed to comply with these Rules; or
 - b) refuses to support the purposes of the Association; or
 - c) has engaged in conduct prejudicial to the Association.

21 Disciplinary officer

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary officer to hear the matter and determine what action, if any, to take against the member.
- (2) The disciplinary officer:
 - a) may be a board member, or anyone else; and
 - b) must not be biased against, or in favour of, the member concerned.

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;
 - c) specifying the date, place and time of the meeting at which the disciplinary officer intends to consider the disciplinary action (the disciplinary meeting);

- d) advising the member that he or she may do one or both of the following:
 - (i) attend the disciplinary meeting and address the disciplinary officer at that meeting;
 - (ii) give a written statement to the disciplinary officer at any time before the disciplinary meeting; and
 - e) setting out the member's appeal rights under rule 24.
- (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 officer

- (1) At the disciplinary meeting, the disciplinary officer must:
- a) give the member an opportunity to be heard; and
 - b) consider any written statement submitted by the member.
- (2) After complying with sub-rule (1), the disciplinary officer may, by giving written notice to the member, resolve to:
- a) take no further action against the member; or
 - b) subject to sub-rule (3):
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary officer may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary officer under this rule takes effect immediately after the written notice is given to the member.

24 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 23 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
- a) to the disciplinary officer immediately after the decision to suspend or expel the person is made; or
 - b) to the President not later than 48 hours after the written notice of the disciplinary officer's decision is given to the member.
- (3) If a person has given notice under sub-rule (2), a disciplinary appeal meeting must be

convened by the Board as soon as practicable, but in any event not later than 21 days after the notice is received.

- (4) Notice of the disciplinary appeal meeting must be given to each Board member as soon as practicable and must:

- a) specify the date, time and place of the meeting;
- b) state:
 - (i) the name of the person against whom the disciplinary action has been taken;
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the Board must vote on whether the decision to suspend or expel the member 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;
 - b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub-rule (1), the Board must vote on the question of whether the decision to suspend or expel the member should be upheld or revoked.
- (3) A Board member may not vote by proxy at the meeting.
- (4) A Board member who has acted as the disciplinary officer in relation to the matter under appeal may not vote at the meeting.
- (5) The decision is upheld if a majority of the Board members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

26 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 Board; and
 - 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 Appointment of mediator

- (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 Board 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 a member and another member, a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Board or the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (2) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who:
 - a) has a personal interest in the dispute; or
 - b) is biased in favour of or against any party.

29 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must:

- a) give each party every opportunity to be heard; and
- b) allow due consideration by all parties of any written statement submitted by any party;
and
- c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

30 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

31 Annual General Meetings

- (1) The Association shall in each calendar year convene an annual general meeting of its Members.
- (2) The annual general meeting shall be held on a day not later than the 30th of November in each year as the Board determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:
 - a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - b) to receive from the Board reports upon the activities of the Association during the last preceding financial year;
 - c) to receive and consider the financial statements required to be submitted by the Association in accordance with the Act.
 - d) to receive the Returning Officer's report (if any);
 - e) to appoint the Returning Officer;
 - f) to appoint the Auditor; and
 - g) to consider any item of general business of which proper notice has been given under Rule 33.3.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

32 Special General Meetings

- (1) Any general meetings of the Association other than the annual general meeting shall be called special general meetings.
- (2) The Board may, whenever it thinks fit, convene a special general meeting.
- (3) The Board shall, on the requisition in writing of not less than whichever is the greater of following two numbers:
 - a) 10% of the full members of the Association at the time of lodgment of the requisition; and
 - b) 100 full members of the Association,convene a special general meeting.
- (4) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

- (5) If the Board does not cause a special general meeting to be convened within one month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (6) A special general meeting convened by Members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board, including use of the Association's premises and facilities, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

33 Notice of meetings

- (1) The Secretary shall, at least 14 days or, if a special resolution has been proposed, at least 21 days before the date fixed for holding a general meeting, cause to be sent to each Member at his or her address appearing in the members' register, a notice by prepaid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. The notice will include a proxy form in the form of or to the effect of Appendix A which forms part of these Rules.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any item of general business before a meeting may give 28 days notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

34 Proceedings at meetings

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (2) Twenty-five members personally present (being members entitled under the Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 20) shall be a quorum.
- (4) The President, or in the President's absence, the Vice President, shall preside as Chairperson at each general meeting.
- (5) If the President or the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
- (6) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (7) Where a meeting is adjourned for 14 days or more, like notice of the adjournment

meeting shall be given as in the case of the general meeting.

- (8) Except as provided in sub-rule (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjournment meeting.
- (9) A question arising at a general meeting shall be determined on a show of hands and unless before or on the declaration regarding the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minutes shall be evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (10) Upon any question arising at a general meeting, a member has one vote only:
 - i. all votes shall be given personally or by proxy; and
 - ii. in the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (12) If at a meeting, a poll on any question is demanded by not less than three members, it shall be taken at that meeting by division and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (13) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the next item of business on the agenda is transacted by division.

35 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the Chairperson as proxy must give specific directions as to how the proxy is to vote on his or her behalf, otherwise if any other member is appointed the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) The proxy form allows for two types of proxy, directed and undirected. A directed proxy will always appoint the Chairperson of the respective meeting and will indicate whether the member votes in favour against or abstains on each particular matter listed as an Agenda item for the meeting. No direction given on any particular agenda item will be taken as abstaining. The proxy will be valid providing at least one valid direction is made notwithstanding how many agenda items may be contained on the proxy form.
- (5) The Chairperson must vote all proxies received and must vote them as directed by the member giving the proxy and only on the matters so directed. The proxy is not valid for any other matters that may arise during the meeting such as voting on procedural matters.
- (6) An undirected proxy appoints another member (other than the Chairperson) and allows the member so appointed to vote, including abstaining, each proxy received as they see fit for agenda items and any other matters that may arise during the meeting that

require a vote to be taken. If the member so appointed as an undirected proxy is not in attendance for any part of the general meeting, the proxy cannot therefore be exercised and will lapse for all or part of the meeting as appropriate.

- (7) If the Board 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 member's proxy and that has been signed by the member.
- (8) Notice of a general meeting given to a member under rule 33 must:
 - a) state that the member may appoint another member as a proxy for the meeting; and
 - b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (9) A form appointing a proxy sent by post, courier, FAX or electronically is of no effect unless it is received by the Association no later than 48 hours before the commencement of the meeting.

36 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.

37 NOT USED

38 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 Board 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 33.

39 Voting at general meeting

- (1) On any question arising at a general meeting:

- a) subject to sub-rule (3), each member who is entitled to vote has one vote; and
 - 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 meeting has a second or casting vote.
 - (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

40 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 Board member from office; or*
- b) *to alter these Rules, including changing the name or any of the purposes of the Association; or*
- c) *under rule 80 regarding winding up of the association*

41 Determining whether resolution 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 a division is called) is demanded by three or more members on any question:
 - a) the poll must be taken at the meeting by division; 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.

42 Minutes of general meeting

- (1) The Board 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;
 - b) proxy forms given to the Chairperson of the meeting under rule 35(6);
 - c) the financial statements submitted to the members in accordance with rule 31;
 - d) the certificate signed by two Board 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—BOARD
Division 1—Powers of Board

43 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board 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 Board may appoint and remove staff;

44 Sub-committees

The Board:

- (1) must appoint a Finance, Audit and Risk Management sub-committee to assist the Board in relation to the financial management, auditing and risk management of the Association with such terms of reference as the Board considers appropriate.;
- (2) may establish other sub-committees consisting of members with terms of reference it considers appropriate.

45 Delegation

- (1) The Board may, by resolution, delegate to a Board member, a sub-committee or staff, any of its powers and functions other than:
 - a) this power of delegation; or
 - b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, by resolution and in writing, revoke a delegation wholly or in part.

Division 2—Composition of Board and duties of members

46 Composition of Board

The Board shall consist of nine members comprising:

- (1) four Officers of the Association being:
 - a) the President;
 - b) the Vice President;
 - c) the Secretary;
 - d) the Treasurer; and
- (2) five ordinary board members.

47 General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual Board members comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board 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) Board members and former Board members must not make improper use of:
 - a) their position; or
 - b) information acquired by virtue of holding their positionso as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 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 Board 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 Board 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 Board meeting, a Board member elected by the other Board 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) maintain the members' register in accordance with rule 19;
 - b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 73, all books, documents and securities of the Association in accordance with rules 72 and 75;
 - c) subject to the Act and these Rules, provide members with access to the members' register, 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;
 - 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 Board or by a general meeting of the Association from the Association's funds;
 - d) ensure cheques and electronic funds payments are authorised by such Board Members or staff of the Association as the Board nominates from time to time;
 - 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 their certification by the Board prior to their submission to the annual general meeting of

- the Association;
- g) cooperate with the auditor in relation to the annual audit;
 - h) attend all meetings of the Finance, Audit and Risk Management sub-committee;
 - i) prepare financial statements for each Board meeting; and
 - j) prepare a draft budget annually for consideration by the Board.
- (2) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.
- (3) The Treasurer may be a member of the Finance, Audit and Risk Management sub-committee or any other sub-committee of the Association. This clause does not derogate from the ability of any other Officer or Board member or person to be a member of any sub-committee of the Association.

Division 3—Election of Board members and tenure of office

51 Who is eligible to be a Board member

A member is eligible to be elected or appointed as a Board member if the member is entitled to vote at a general meeting.

52 Elections for the Board & Term of Office

(1) At the election to be held in 2025:

- a) there shall be a single election to fill all nine (9) positions on the Board;
- b) upon the Returning Officer's declaration of the poll, the members of the new Board shall determine by agreement between themselves which:
 - (i) five (5) of them are deemed to have been elected for a term of four (4) years [commencing upon the Returning Officer's declaration of that poll and ending upon the Returning Officer's declaration of the poll at the fourth annual general meeting thereafter]; and
 - (ii) four (4) of them are deemed to have been elected for a term of two (2) years [commencing upon the Returning Officer's declaration of that poll and ending upon the Returning Officer's declaration of the poll at the second annual general meeting thereafter];

provided that if the members of the new Board cannot agree upon who is to be deemed to have been elected for a term of four (4) years, then those members who wish to serve for that term shall "draw straws" to determine who is deemed to have been elected for that term and those members who have not been deemed to have been elected for a term of four (4) years shall be deemed elected for a term of two (2) years.

(2) Thereafter, there shall be elections every second year and at each such election:

- a) there shall be a single election to fill the four (4) positions or the five (5) positions [as the case may be] on the Board which are falling vacant at that election; and
- b) the members elected shall be elected for a term of four (4) years [commencing upon the Returning Officer's declaration of the poll and ending upon the Returning Officer's declaration of the poll at the fourth annual election thereafter];

53 Nominations for Candidature

- (1) Each year the Returning Officer will send out with the membership renewal forms a request for nominations for the positions on the Board to be filled at the next election.
- (2) Only those full members who are on the members' register as at the 31st August in the election year are able to nominate for or accept nomination to the Board.
- (3) The nomination form will also be available from the Returning Officer on request. The nomination must contain:
 - a) the names and signatures of two nominators who must be financial members; and

- b) the name and signature of the candidate accepting nomination.
- (4) The Returning Officer must advise the candidate immediately of the acceptance of a valid nomination or request rectification if the nomination is invalid in any way.
 - (5) Nominations will close at 5.00pm on the 31st August in the relevant year and no further nominations will be received.
 - (6) The Returning Officer's address will be the same as the Association's registered address.
 - (7) The Secretary, Manager and staff at the Association must ensure that all correspondence to the Returning Officer is handled safely and strictly confidentially.
 - (8) Following the close of nominations, the Returning Officer must prominently display on the Association's website a list of all those candidates who have nominated.
 - (9) Nominations must remain on display until the 30th September in the election year during which time a candidate may withdraw their acceptance, such withdrawal to be in writing to the Returning Officer.
 - (10) In the case of any such withdrawal, the Returning Officer must amend the public list accordingly.
 - (11) On the 30th September the Returning Officer must also remove from the candidates list any candidates who are not themselves financial or if either nominator is not financial.
 - (12) If the number of candidates is equal to the number of positions to be filled, then they are declared elected, with a formal declaration by the Returning Officer at the annual general meeting.
 - (13) If the number of candidates exceeds the number of positions to be filled at the next election, the Returning Officer must declare that an election is required for the number of contested positions.
 - (14) The Returning Officer will prepare ballot papers with the names of the candidates for election.
 - (15) The Returning Officer must invite candidates to submit a recent photograph and an election biography of strictly no more than 200 words, excess words being deleted, which will be printed and sent with the ballot paper.
 - (16) Election material sent to members will then consist of a single ballot paper, the candidate biographies and recent photograph with voting instructions, an envelope for the ballot paper and an envelope addressed to the Returning Officer.
 - (17) The member must complete the ballot paper by placing an "X" or a tick or another clear mark beside the name of each candidate for whom the member wishes to vote up to the maximum number of positions on the Board that are to fall vacant at the impending annual general meeting. That is, if five (5) positions are to fall vacant at the impending annual general meeting, then the member may place his or her marks against the names of up to five (5) candidates but if four (4) positions are to fall vacant at the impending annual general meeting, then the member may only place his or her marks against the names of up to four (4) candidates.
 - (18) The member must not vote for more candidates than the number to be elected.
 - (19) The member must place the completed ballot in the ballot paper envelope provided and

seal the envelope. The member will then place the envelope containing the ballot paper in the envelope addressed to the Returning Officer, complete their details as required on the inside flap of the envelope including signature, seal it and then either mail it or cause it to be delivered to the Returning Officer.

- (20) The Returning Officer must then check the member's details against the voting list, which will be the same as the mailing list, mark them as having voted and place the ballot paper unopened in a sealed ballot box.
- (21) The Returning Officer may also issue ballot papers to members who have not received or lost the postal ballot or who being entitled to have not otherwise participated in the election.
- (22) At 6.00 pm on the day of the election the poll will close for entry to all persons and no further votes will be included.
- (23) When all votes have been cast the Returning Officer will then allow entry to any appointed scrutineers who will confirm the integrity of the ballot box which will then be opened and the votes counted.
- (24) A candidate for the election or a staff member of the Association cannot be a scrutineer.
- (25) No other person except the Returning Officer, staff appointed by the Returning Officer as assistants and any scrutineers are permitted to either enter or remain in the designated polling place at this time.
- (26) Each candidate will be allowed to appoint one scrutineer for the purpose of overseeing the Returning Officer in counting the votes and compiling the results of the election. A scrutineer may act for more than one candidate if so appointed.
- (27) A clear mark against a candidate on a ballot paper shall be counted as a vote for that candidate (unless the member has voted for more candidates than there are positions vacant in which case that member's entire ballot shall be deemed and not counted).
- (28) The Returning Officer must declare elected the candidates who received the most votes.
- (29) If the Returning Officer is unable to declare the result of an election under subrule (28) because 2 or more candidates received the same number of votes, the Returning Officer must 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.

- (30) The Returning Officer, on completion of the count, will then declare the poll and post the results in a prominent public place in the Association and on the Association's website.
- (31) The Returning Officer will then, as the first item of business at the next annual general meeting, report the results to members after which time the new Board term of office will commence.

54 Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if he or she:

- a) ceases to be a member; or
- b) fails to attend three consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 68; or
- c) otherwise ceases to be a Board member by operation of section 78 of the Act.

Note

The Secretary must reside in Australia.

55 Filling casual vacancies

- (1) The Board must appoint an eligible member to fill a position on the Board 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 Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) The Board may continue to act despite any vacancy in its membership.

56 Determination of Officeholders

- (1) Upon the completion of the election of the new Board (or the new members of the Board), the Board shall determine by a vote which members of the Board are to be the four Officers of the Association being:
 - a) the President;
 - b) the Vice-President;
 - c) the Secretary;
 - d) the Treasurer,
 from that time until the completion of the next election.
- (2) A candidate for such an Office may participate in the vote by the Board members in relation to that Office.
- (3) The Board may, at any time during an Officer's term of office, vote to replace that Officer with another member of the Board for the balance of his or her term in that office.

56A Transitional Provisions: Existing Board

The term of office of any person who was a Board member (previously known as a committee member) and the role of any Officer who was an Officer immediately before this clause was added to the Rules (and of any person filling a casual vacancy for such office or role) shall continue until the Returning Officer's report of the poll at the annual general meeting to be held in 2025.

Division 4—Meetings of Board

57 Meetings of Board

- (1) The Board must meet at least six times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the Board as soon as practicable after the annual general meeting of the Association at which the Board members were elected.
- (3) Special Board meetings may be convened by the President or by any four Board members.

58 Notice of meetings

- (1) Notice of each Board meeting must be given to each Board member no later than seven days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board 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.

59 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.

61 Proceedings of the Board

- (1) Reasonable notice by mail, telephone, e-mail or other accepted practice shall be given to Board members of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting unless agreed by a present number equal to or exceeding a majority of the total number of those holding offices or positions on the Board.

- (2) At a meeting of the Board:
 - e) the President or in his absence the Vice-President; or
 - f) if the President and Vice-President are absent, such one of the remaining Board members as may be chosen by the members present shall preside.
- (3) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a division.
- (4) Each member present at a meeting of the Board or of any sub-committee (including the Chairperson) is entitled to one vote and in the event of any equality of votes on any question, the Chairperson presiding may exercise a second or casting vote.
- (5) The Board may act notwithstanding any vacancy on the Board.
- (6) The Board may delegate in writing any of its powers and/or functions to one or more of the Board members, sub-committees or staff.
- (7) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present at the meeting and in the event of any equality of voters the Chairperson shall have a second or casting vote.
- (8) All acts done in conformity with any meeting of the Board or of any sub-committee or by any person acting as a Board member or by any sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member or members of the Board or sub-committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or sub-committee.
- (9) A resolution in writing signed by all the Board members for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the said Board members.
- (10) Copies of minutes of each meeting of the Board shall be circulated to all Board members before or at the same time as the notice summoning the next meeting of the Board.
- (11) Such minutes shall be laid on the table at the next following meeting and be taken as read unless a majority of those present at such meeting desire the contrary and any amendments thereto moved and duly passed shall be incorporated into the minutes.
- (12) Board members, sub-committee members, , contractors and staff must not release information that the person knows, or should reasonably know, is confidential information regarding the proceedings of Board, particularly in respect of matters that are legally or commercially sensitive, with the exception that the Board must meet any requirements of relevant regulatory authorities.

62 Register of Interests

- (1) All Board members must complete a register of interests in the form or to the effect of Appendix B.

- (2) Such register must be completed by each Board member at the first Board meeting following the member's election to the Board and updated by 30 June each year or when the Board member becomes aware of a substantive change in the interests to be declared.
- (3) The Secretary is responsible for maintenance of the register of interests.
- (4) The register of interests may be inspected and copied by any member free of charge at any reasonable time.

63 Use of technology

- (1) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board member participating in a Board 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.

64 Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 63) of a majority of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
 - a) in the case of a special meeting—the meeting lapses;
 - b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 58.

65 Voting

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board 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 Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

66 Conflict of interest

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board prior to

the matter being considered.

(2) The Board 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, or may have, in common with all, or a substantial proportion of, the members.

67 Minutes of meeting

(1) The Board must ensure that minutes are taken and kept of each Board 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 66.

68 Leave of absence

(1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding three months.

(2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

69 Removal of a Board member

(1) At a general meeting, the Association may by resolution remove any Board member before the expiration of his or her term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.

(2) Where the member to whom a proposed resolution referred to in sub-rule (1) makes representations (not exceeding a reasonable length) in writing to the Secretary or President and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member or if they be not so sent, the member may

require that they be read out at the meeting.

70 Supply of liquor

- (1) No payment of any amount to an Officer or servant of the Association shall be made by way of commission or allowance from the receipts of the Association for the sale and disposal of liquor.
- (2) No visitor to any premises of the Association which are subject to a club licence under the *Liquor Control Reform Act 1998* (**Club Licensed Premises**) shall be supplied with liquor in or at those Club Licensed Premises unless the visitor is in the company of a member of the Association.
- (3) The Association must keep a register of guests of members of the Association at its Club Licensed Premises (if any) in such form as is determined by the Board from time to time.
- (4) No person may:
 - a) be admitted as an honorary or temporary member of the Association (if the Association has these types of membership); or
 - b) be exempted from the obligation to pay the ordinary subscription for membership of the Association,

unless the person is of a class specified in these Rules and the admission or exemption is in accordance with these Rules.

- (5) No person under the age of 18 years may be admitted to membership of the Association.
- (6) No liquor shall be sold or supplied to any person under 18 years of age.
- (7) No person under 18 years of age (except persons who are being trained as waiters or waitresses and are not allowed to serve behind the bar) shall be employed in the Association.
- (8) The facilities of the Association are provided and maintained from the joint funds of the Association and no person shall be entitled to derive any profit, benefit or advantage from the Association greater than that received by every member thereof other than an advantage from the Association greater than that received by every Member thereof other than a remuneration of honorarium approved by the Director of Liquor Licensing for work done by the Secretary, Treasurer or officer of the Association or salary or wages paid to the Manager or employees.

PART 6—FINANCIAL MATTERS

71 Source of funds

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

72 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, the Board may approve expenditure on behalf of the Association.
- (3) The Board 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 Board 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 such Board Members or staff of the Association as the Board nominates from time to time.
- (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) With the approval of the Board, 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.

73 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 seven 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 Board.

74 Financial statements

- (1) For each financial year, the Board 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 Board;
- d) the submission of the financial statements to the annual general meeting; and
- e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

75 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 resolution of the Board and the sealing must be witnessed by the signatures of two Board members; and
 - c) the common seal must be kept in the custody of the Secretary.

76 Registered address

The registered address of the Association is:

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

77 Notice requirements

- (1) Any notice required to be given to a member or a Board 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 members' register; or
 - c) by email to the member at the email address recorded for the member on the members' register.
- (2) Sub-rule (1) does not apply to notice given under rule 58.
- (3) Any notice required to be given to the Association or the Board may be given:
 - a) by handing the notice to a Board member; or
 - b) by sending the notice by post to the registered address; or
 - c) by leaving the notice at the registered address; or
 - d) if the Board determines that it is appropriate in the circumstances by email to the email address of the Association or the Secretary.

78 Custody and inspection of books and records

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

- b) subject to sub-rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

Note

See note following rule 19 for details of access to the members' register.

- (2) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Board must on request make copies of these Rules available to members and applicants for membership free of charge on the Association's website or by Email.
- (4) 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 and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) 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.

79 Indemnity

No member of the Board shall be liable for or in respect of (and each member of the Board shall be indemnified out of the money and other assets of the Association against) any claim, liability, cost, loss, damage or expense whatsoever (including the costs and expenses of defending any proceedings whether civil or criminal) incurred or arising in connection with any act, omission or mistake in connection with the Association or the exercise or performance (or non-exercise or non-performance as the case may be) of powers and/or duties vested in or imposed upon any such person by virtue of the office or position of member of the Board or otherwise associated with or related to such office or position generally except to the extent that such claim, liability, cost, loss, damage or expense is a result of an act, omission or mistake involving that person's own personal fraud or wilful misconduct, wilful neglect or wilful default.

80 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.

81 Alteration of Rules

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

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.

FORM OF APPOINTMENT OF PROXY

For the general meeting of the Association to be held on the

..... day of....., 20

and at any adjournment or postponement of that meeting

I, _____
(Name) of _____
(Address)

being a full member of the Celtic Club Incorporated HEREBY APPOINT

(Choice 1 Directed Vote)

The Chairperson of the general meeting

My proxy is authorised to vote as directed on the following resolutions:

(Resolutions as printed on the Proxy form accompanying the notice of meeting. Example.

Resolution 1: Accept Annual Report For/ Against/ Abstain

(Choice 2 Undirected Vote)

_____ as my proxy to vote on my behalf at the general meeting
(Name of Appointee)

My proxy is authorised to vote as he/she sees fit in all matters before the meeting. *(Named proxy must attend the meeting or proxy lapses)*

_____ Signature of Member

Date _____

**CELTIC CLUB
BOARD MEMBERS
REGISTER OF INTERESTS**

Full name	
Position on the Board	

Insert details of the interests you held as at the date of this return:

1.	The name of any company or other body in which you hold any office whether as director or otherwise.	
2.	The name or description of any company or body in which you hold a beneficial interest unless the total value of the interest does not exceed \$10,000 and the total value of issued shares of the company or body exceeds \$10 million.	
3.	Any other substantial interest (whether of a pecuniary nature or not) held by you or a member of your family of which you are aware and which you consider might appear to raise a material conflict between your private interest and your role on the Board.	

Signature of person making the return

Date

Signature of witness

Name of witness