

RULES

for the

**MATERNAL CHILD AND FAMILY
HEALTH NURSES AUSTRALIA INC.**



Rules Adopted: 23 April 2013

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MODEL RULES FOR AN INCORPORATED ASSOCIATION

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 "Maternal Child and Family Health Nurses Australia Inc."

Note

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

2 Purposes

The purposes of the association are to —

- (a) Provide a forum at a National level for the members to promote a united voice for maternal child and family health nursing.
- (b) Act as a consultative body on matters relating to maternal child and family health nursing.
- (c) Promote the clinical specialty of maternal child and family health nursing based on a primary health care model.
- (d) Encourage and support nursing research in maternal child and family health.
- (e) Facilitate cooperation between professional member associations in each State and Territory.
- (f) In consultation with State/Territory Groups, promote initiatives which have a national importance in maternal child and family health nursing.

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

associate member means a member admitted as an associate member under rule 14;

authorised nominated representative means an associate member authorised as its authorised representative at least annually by the Victorian State/Territory Group under paragraph 8(1)(h) or an associate member authorised as the representative of an incorporated State/Territory Group at least annually by that group on the signed authority of the President or Secretary of the that Group under sub-rule 13(3).

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

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

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

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

committee representative means an associate member nominated under sub-rule 49(3);

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

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

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

member means a State/Territory Group or its nominee representative as set out in Part 3;

member entitled to vote means a member who under rule 13(2) is entitled to exercise a voting entitlement at a general meeting;

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

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

the Registrar means the Registrar of Incorporated Associations;

voting entitlement means the entitlement to exercise the number of votes as provided by rule 38.

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 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;
 - (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) The income and property of the Association shall be applied solely towards the promotion of the purposes of the Association as set out in Rule (2).
- (3) 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 5 members.

8 Who is eligible to be a member

- (1) The following are eligible to be members of the Association—
 - (a) Child and Family Health Nurses Association Australian Capital Territory Inc;
 - (b) Child and Family Health Nurses Association (NSW) Inc;
 - (c) Northern Territory Child and Family Health Nurses Association Inc;
 - (d) Queensland Child and Family Health Nurses Association Inc;
 - (e) South Australian Child and Family Health Nurses Association Inc;
 - (f) Tasmanian College of Child and Family Health Nurses Inc;
 - (g) Community Health Nurses Western Australia Inc; and
 - (h) Two authorised nominated representatives of the Victorian Association of Maternal and Child Health Nurses (Special Interest Group of the Australian Nursing Federation, Victorian Branch) nominated and authorised annually by that group to represent that State/Territory Group; and subject to their agreement to comply with these Rules.

- (2) An incorporated State/Territory Group with membership of, and representative of, nurses registered and eligible to practice in the area of maternal child and family health nursing, having policies not inconsistent with those of the Association and which agrees to comply with these rules.

9 Application for membership

- (1) To apply to become a member of the Association, a State/Territory Group must submit a written application to the secretary stating that the State/Territory Group—
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.

- (2) The application—
 - (a) must be signed by the Secretary of the State/Territory Group; and
 - (b) must address the eligibility requirements of sub-rule 8(2); and
 - (c) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Association under rule 12(3).

- (3) For the avoidance of doubt the incorporated State/Territory Groups and the two nominees referred to in sub-rule 8(1) are continuing members of the Association and shall be deemed to be members on the date of the adoption of these rules.

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made. The Committee may seek further information from the applicant in respect of its application, its purposes, membership, activities and policies.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the Committee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A new State/Territory Group becomes a member of the Association and, subject to rule 13(2), is entitled to exercise its rights of membership from the date, whichever is the later, on which—
 - (a) the Committee approves the membership; or
 - (b) the payment of the joining fee.

12 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Association may determine the annual subscription payable by associate members.
- (3) The Association may determine that any new member or associate member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to exercise a voting entitlement) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights of members

- (1) A member of the Association who is entitled to exercise a voting entitlement has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to exercise a voting entitlement at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - (f) to inspect the register of members and associate members.
- (2) A member is entitled to exercise a voting entitlement if—
 - (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since the relevant State/Territory Group became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.
- (3) An incorporated State/Territory Group member shall exercise their rights and their voting entitlement at a General Meeting through two authorised nominated representatives authorised at least annually by the incorporated State/Territory Group on the signed authority of the President or Secretary of the incorporated State/Territory Group giving particulars for notices for the purposes of rule 74.
- (4) For the avoidance of doubt, the member authorised nominated representatives referred to in paragraph 8(1) (h) shall exercise the voting entitlement of the Victorian State Group.

14 Associate members

- (1) Individuals eligible to be associate members of the Association are—
 - (a) any maternal child and family health nurse who is a member of a State/Territory Group member, who is registered and eligible to practise in the Area of Maternal Child and Family Health Nursing and has been admitted to membership of a State/Territory Group in accordance with their respective rules; or (b) any other class of person as determined by special resolution at a general meeting;and who agrees to be bound by these rules.
- (2) An individual must not be admitted to associate membership unless—
 - (a) he or she applies for membership in accordance with sub-rules (3) and (4); and
 - (b) the admission as an associate member is approved by the committee.
- (3) An application by an individual for associate membership of the Association must—
 - (a) be made in writing substantially in the form set out in Appendix 1; and
 - (b) be lodged with the Secretary of the relevant State/Territory Group, who will lodge the application on his or her behalf with the Secretary of the Association.

- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.
- (5) The Committee must determine whether to approve or reject the application.
- (6) If the Committee approves the application for associate membership, the Secretary must, as soon as practicable—
 - (a) notify the applicant in writing of the approval for associate membership; and
 - (b) notify the secretary of the relevant State/Territory group and request payment within 28 days after the receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (7) The Secretary must upon payment of the amounts referable to in sub-rule (6), enter the applicant's name in the register of associate members.
- (8) Upon the name being so entered, the applicant becomes an associate member of the Association and is entitled to the benefits of associate membership when his or her name is entered in the register.
- (9) If the committee rejects an application, the committee must as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege, or obligation of an individual by reason of associate membership of the Association—
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership of the State/Territory Group on resignation or otherwise.
- (11) The entrance fee for associate membership is that which is determined by the Committee from time to time.
- (12) The annual subscription fee is payable in advance on or before 1 July in each year.
- (13) An associate member must not vote except for the purpose of exercising a voting entitlement of a member with the authority of the member, but may have other rights as determined by the Committee or by resolution at a general meeting.
- (14) The Committee shall from time to time develop and publish the services and benefits available to associate members
- (15) For the avoidance of doubt, each financial member of each State/Territory Group referred to in sub-rule 9(3) on the date of adoption of these rules, shall be deemed to be an associate member with all the rights of an associate member.

15 Rights not transferable

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

16 Ceasing membership

- (1) The membership of a State/Territory Group (or a nominee representative) ceases on resignation or expulsion or in the case of a nominee representative, the withdrawal of the persons nomination as representative.
- (2) If a State/Territory Group ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the State/Territory Group ceased to be a member in the register of members.

17 Resigning as a member or associate member

- (1) A member or associate member of the Association who has paid all moneys due and payable to the Association may resign from the Association by giving one month's notice in writing given to the Association.

Note

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

- (2) A member or associate member is taken to have resigned if—
 - (a) the member or associate 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 or associate member to confirm that they wish to remain a member; and
 - (ii) the member or associate member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.

18 Register of members, associate members and representatives

- (1) The Secretary must keep and maintain a register of members and associate members that includes—
 - (a) for each current member or associate member —
 - (i) the member's or associate member's name;
 - (ii) the address for notice last given by the member or associate member;
 - (iii) the date of becoming a member or associate member or associate member;
 - (iv) any other information determined by the Committee; and
 - (b) for each former member or associate member, the date of ceasing to be a member.
- (2) Any member or associate member may, at a reasonable time and free of charge, inspect the register of members and associate members.
- (3) The Secretary must keep and maintain a register of—
 - (a) authorised nominated representatives under paragraph 8(1)(h) and sub-rule 13(3).

Note

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

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

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

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

- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

20 Disciplinary subcommittee

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

21 Notice to member or associate member

- (1) Before disciplinary action is taken against a member or associate member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member or associate member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member or associate member that they may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member or associate member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member or associate member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member or associate member.
- (2) After complying with sub-rule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member or associate member; or
 - (b) subject to sub-rule (3)—
 - (i) reprimand the member or associate member; or

- (ii) suspend the membership rights of the member or associate member for a specified period; or
 - (iii) expel the member or associate member from the Association.
- (3) The disciplinary subcommittee may not fine the member or associate member.
- (4) The suspension of membership rights or the expulsion of a member or associate member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub-rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member or associate 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 members present and entitled to exercise a voting entitlement at the meeting must vote on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.

- (4) The decision is upheld if not less than seventy-five per cent of the voting entitlement of the members voting at the meeting is in favour of the decision.

Division 3—Grievance procedure

25 Application

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

26 Parties must attempt to resolve the dispute

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

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
- (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member or associate member and another member or associate member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member or associate member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or associate member or former member or associate 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.

28 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
- (a) give each party every opportunity to be heard; and

- (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

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

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite sub-rule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee;
 - (d) to confirm or vary 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.

31 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

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

32 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub-rule (2) by at least the number of members entitled to exercise a total voting entitlement of two thirds of the total voting entitlement of the members of the Association..
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the persons authorised to request the meeting on behalf of the members; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub-rule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) 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 sub-rule (3).

33 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting;
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5); and
 - (e) be simultaneously posted on the Association's website.
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

- (1) A member may appoint another authorised nominated representative as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member or Secretary of the State/Territory Group making the appointment in the form set out in Appendix 2.
- (3) 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 Committee has approved for the appointment of a proxy.
- (4) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (5) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35 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.

36 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed by rule 35) of authorised nominated representatives entitled to exercise at least two thirds of the total voting entitlement of the membership and authorised nominated representatives from at least five State/Territory Groups.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

Note

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

members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

(b) in any other case—

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

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

(4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule (3)(b), the authorised nominated representatives present at the meeting (if not fewer than the number entitled to exercise the entitlement to vote of fifty per cent of the total voting entitlement of the members and including authorised nominated representatives from at least four State/Territory Groups) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of general meeting

(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the members entitled to exercise a majority of the voting entitlement of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) Without limiting sub-rule (1), a meeting may be adjourned—

(a) if there is insufficient time to deal with the business at hand; or

(b) to give the members more time to consider an item of business.

Example

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

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

(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at general meeting

(1) On any question arising at a general meeting, subject to sub-rule (4), the number of votes that a member of the Association who is entitled to vote may cast at a general meeting is determined as follows—

(a) each State/Territory Group shall have two votes; and

(b) each State/Territory Group shall have one additional vote for each 100 members of the respective State/Territory Group who hold associate membership of the Association; however

(c) each State/Territory Group shall have a maximum of seven votes.

(d) members may vote through their authorised nominated representatives in person or by proxy; and

- (e) except in the case of a special resolution, the question must be decided on a majority of the voting entitlement of the members present and voting through their authorised nominated representatives.
 - (f) For the purposes of this rule the members of the Association who are the member nominee representatives of the Victorian State/Territory Group under paragraph 8(1)(h) shall be deemed to be a State/Territory Group who may between them (or if only one individually) exercise the voting entitlement of that Victorian State/Territory Group as determined under this rule) ; and
- (2) For the purposes of determining the number of votes a State/Territory Group may cast under sub-rule (1), a census of associate members will be conducted each year on 30 June and will be the basis for calculating votes for the following 12 months.
 - (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
 - (4) If the question is whether or not to confirm the minutes of a previous meeting, only representatives who were present at that meeting may vote.
 - (5) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 Special resolutions

A special resolution is passed if not less than two thirds of the voting entitlement of the members voting at a general meeting (whether in person or by proxy) is cast in favour of the resolution.

Note

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

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

40 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands accompanied by an indication of the voting entitlement being exercised, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—
 and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes in accordance with the voting entitlements of members are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.

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

41 Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members and their representatives attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 34(4); and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (4) The committee must ensure that the minutes of each general meeting are available to members and associate members through its website.

PART 5—COMMITTEE

Division 1—Powers of Committee

42 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

43 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.

- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

44 Composition of Committee

The Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) ordinary members declared elected under rule 53.

45 General Duties

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

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 committee member must perform any other duties imposed from time to time by resolution at a general meeting.

46 President and Vice-President

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

- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

47 Secretary

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

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 register of members and associate members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
 - (c) subject to the Act and these Rules, provide members and associate members with access to the register of members and associate 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.

48 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 committee members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.

- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office

49 Committee members

- (1) Each State/Territory Group member and the Victorian State/Territory Group will nominate two Committee Representatives to serve on the Committee.
- (2) Committee Representatives must be associate members to be eligible to be nominated for the Committee.
- (3) Each State/Territory Group will notify the President and Secretary and the Secretary of each other State/Territory Group of the names and contact details of their nominated Committee Representatives not less than 14 days prior to the Annual General Meeting or within such lesser time as may be subsequently approved by the Annual General Meeting.
- (4) An associate member shall be eligible for election to an office in the Association or membership of the Committee only if they have been nominated as a Committee Representative by their State/Territory Group in accordance with this rule.
- (5) An authorised nominated representative may also be nominated as a Committee representative.
- (6) In the event of a casual vacancy the relevant State/Territory Group may nominate an associate member to fill that vacancy by notice under sub-rule (3) prior to the decision of the Committee election to fill the vacancy.

50 Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Association after its incorporation or the adoption of these rules; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.
- (3) For the avoidance of doubt, the Committee members and office holders of the Association holding the office at the date of the adoption of these rules shall continue to hold office until the first Annual General Meeting after the adoption of these rules.

51 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position from eligible associate members nominated as Committee Representatives under rule 49.
- (2) An eligible associate member of the Association may—
 - (a) nominate himself or herself; or

- (b) with the associate member's consent, be nominated by a member or another associate member.
- (3) An associate member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one associate member is nominated for the position, the Chairperson of the meeting must declare the associate member elected to the position.
- (3) If more than one associate member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

53 Election of ordinary members

- (1) Following the election of the officers of the Association under rule 52 the Chairperson shall declare elected as ordinary committee members those associate members nominated as Committee Representatives by State/Territory Groups under rule 49 who have not been elected to a position under sub-rule 52(1).

54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a Committee Representative to act as returning officer to conduct the ballot.
- (2) The returning officer must not be an associate member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The returning officer must give a blank piece of paper to—
 - (a) each member's representative present in person; and
 - (b) each proxy appointed by a member.
- (5) 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 and the voting entitlement being cast in favour of that candidate.
- (6) The returning officer must declare elected the candidate who received the most votes from the voting entitlements..
- (7) If the returning officer is unable to declare the result of an election under sub-rule (6) because 2 or more candidates received the same number of votes, the returning officer must—

- (a) conduct a further election for the position in accordance with sub-rules (4) to (6) to decide which of those candidates is to be elected; or
- (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

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

55 Term of office

- (1) Subject to sub-rule (3) and rule 56, a committee member holds office for a period of two years until the positions of the Committee are declared vacant at the next annual general meeting, two years after the date of his or her election.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove an officer/ committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) An officer/committee member who is the subject of a proposed special resolution under sub-rule (3)(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 and their authorised nominated representatives.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association and all authorised nominated representatives or, if they are not so given, the committee member may require that they be read out at the meeting at which the special resolution is to be proposed.

56 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - (a) ceases to be an associate member of the Association; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

Note

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

57 Filling casual vacancies

- (1) The Committee may appoint an associate member of the Association nominated by a member under rule 49 as a Committee Representative to fill a position on the Committee that—
 - (a) has become vacant under rule 56; 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 an associate member nominated by a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under sub-rule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

58 Meetings of Committee

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

59 Notice of meetings

- (1) Notice of each committee meeting must be given to each member and each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 Procedure and order of business

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

62 Use of technology

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

63 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of Committee Representatives from at least five State/Territory Groups.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64 Voting

- (1) On any question arising at a committee meeting,
 - (a) each State/Territory Group shall have two votes.
 - (b) each Committee Representative present at the meeting may exercise one half of the voting entitlement of the State/Territory Group by whom he or she was nominated.
- (2) A motion is carried if a majority of the voting entitlement of the committee members present at the meeting is cast in favour of the motion.
- (3) Sub-rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is permitted in accordance with the requirements for proxy voting at General Meetings (Rule 34), subject to a proxy being signed by the committee member appointing another Committee Representative or a authorised nominated representative as proxy.

65 Conflict of interest

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

- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

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

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established or the member is a member or office holder of a State/Territory Group for whose benefit the matter in question is directed; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

66 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

67 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68 Source of funds

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

69 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.

- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

71 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—

- (a) the name of the Association must appear in legible characters on the common seal;
- (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
- (c) the common seal must be kept in the custody of the Secretary.

73 Registered address

The registered address of the Association is—

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

74 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the secretary of the member or the member personally; or
 - (b) by sending it by post to the member at the address recorded for that member on the register of members; or
 - (c) by sending it to the authorised nominated representative of the member authorised under sub-rule 13(3) by post, email or facsimile transmission; or
 - (d) by email or facsimile transmission.
- (2) Sub-rule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

75 Custody and inspection of books and records

- (1) Members and associate members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to sub-rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note

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

- (2) The Committee may refuse to permit a member or associate member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members, associate members and applicants for membership or associate membership free of charge.
- (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.

76 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or associate members or former members or associate members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

77 Alteration of Rules

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

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.

APPENDIX 1

APPLICATION FOR ASSOCIATE MEMBERSHIP OF MATERNAL CHILD AND FAMILY HEALTH NURSES, AUSTRALIA INC.

I, _____ of _____ desire to become an
(*name and occupation*) (address)

Associate member of Maternal Child and Family Health Nurses, Australia Inc.

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

Signature of Applicant

Date

I, _____, a member of the Association,
(*name*)
nominate the applicant, who is personally known to me, for membership of the Association.

Signature of Proposer

Date

I, _____, a member of the Association, second
(*name*)
the nomination of the applicant, who is personally known to me, for membership of the Association.

Signature of Secunder

Date

Note: This application form may be incorporated into a form of application for membership of a State/Territory Group

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I, *(name)*

of *(address)*

being an authorised nominated representative of a State/Territory Group of Maternal Child and Family Health Nurses, Australia Inc.

appoint *(name of proxy holder)*

of *(address of proxy holder)*

being another authorised nominated representative, as my proxy to vote on my behalf at the *annual/*special general meeting of the Association to be held on—

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote *in favour of/*against the following resolution: *[insert details of resolution]*

Signed

Date

*Delete if not applicable
