



**Recreational Fishing Alliance Of NSW  
Incorporated  
Constitution and Rules**

Accepted for registration by the Department of Fair Trading  
3<sup>rd</sup> January 2008

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## **OBJECTS OF RECREATIONAL FISHING ALLIANCE OF NSW INCORPORATED**

- to encourage and promote the sport of sustainable recreational fishing in NSW
- to allow the members to confer and make submissions and representations on matters of state and national importance to recreational fishing
- to assist or make representations and submissions on behalf of members in the furtherance of these objects and for the benefit of recreational fishing
- to promote liaison and co-operation between state recreational fishing organisations
- to promote and sponsor the study of recreational fishing
- to promote sustainable fishing practices throughout NSW
- to represent the interests of angling in NSW
- to gain equitable representation in the management of the state's fishery
- to encourage the participation in recreational fishing, of children in particular
- to pursue and secure the rights of recreational anglers to fish NSW waters
- to encourage recreational fishers and the community to become involved in the well being of the fishery
- to promote consultation and communication between NSW Fisheries and the state's fishers
- to promote and sponsor the scientific study, conservation and management of fish, their environment and ecology
- to open and maintain communication and discussion with relevant Commonwealth, State and Local Governments, departments and agencies and with scientific institutions and allied organisations within Australia and internationally
- to disseminate information and knowledge of scientific work on recreational fishing and fish to members, governments, scientific bodies and the general public
- to co-operate with national and international organisations with similar or allied interests
- to participate and assist in the collection, preparation and analysis of any information relevant to recreational fishing
- to represent where appropriate, in Australia and overseas, its members at meetings, conferences, or seminars relating to fishing as a sport or recreation or relating to the utilisation and management of fish species
- to encourage member organisations and their individual members to participate, where appropriate, in programs or scientific projects related to recreational fishing and fisheries
- to promote legal and ethical recreational fishing
- to receive gifts, grants and subscriptions for the functioning or furtherance of the objects of the Alliance in any way whatsoever, to assist members to do all such acts, deeds and things, including such legal action as may from time to time be necessary for the furtherance of these objects and to do all such things and acts that may be deemed necessary to achieve the foregoing objects.

**Rules for Associations incorporated under the  
Associations Incorporation Act, 1984**

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## PART 1 PRELIMINARY

### 1. Definitions

(1) In these rules:

**Association** means the Recreational Fishing Alliance of NSW Inc.

**Full Member** means a fishing organisation, representative body or industry supplier which is recognised as a member of the Association in accordance with rule 2.1.(a).

**Delegate** means a person appointed by a Full Member to attend, debate and vote on behalf of an organisation at general meetings of the Association in accordance with these rules.

**Individual Member** means an individual person who is recognised as a member of the Association by virtue of his / her:

- (a) joining through an Affiliated Club; or
  - (b) affiliating directly with the Association
- in accordance with rule 6(3).

**Secretary** means

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

**Special general meeting** means a general meeting of the Association other than an annual general meeting.

**Director-General** means the Director-General of the Department of Fair Trading

**The Act** means the Associations Incorporation Act 1984.

**The Regulation** means the Associations Incorporation Regulation 1999.

(2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

## **PART 2 MEMBERSHIP**

### **2. Classes of Members**

- (1) The Members of the Association shall consist of:
  - (a) Full Members, which subject to these rules, shall be represented by their Delegate(s) who shall have the right to be present, debate and exercise the single vote of the full member at general meetings of the Association;
  - (b) Individual Members, who subject to these rules, may attend general meetings, but have no right to debate or vote at general meetings;
  - (c) Life Members, who subject to these rules, may attend and debate at general meetings, but have no right to vote at general meetings, unless acting in the capacity of a Delegate of a Full Member;
  - (d) Such new classes of Members created by the committee of management under rule 3.

### **3. Creation of New Categories**

- (1) The committee of management has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights.

### **4. Life Members**

- (a) The committee of management may recommend to the annual general meeting that any natural person who has rendered distinguished service to the Association, where such service is deemed to have assisted the advancement of the Association be appointed as a Life Member.
- (b) A resolution of the annual general meeting to confer life membership (subject to clause (3)) on the recommendation of the committee of management must be a special resolution.
- (c) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the register, and from the time of entry on the register the person shall be a Life Member.

## 5. Founding Members

The Recreational Fishing Alliance of New South Wales was formally established on March 12th, 2000 following a meeting of recreational fishing organisation delegates from around the state at the South Sydney Amateur Fishing Association rooms at Chifley, NSW. The NSW Branch of the Australian Sportfishing Association, the NSW Council of Freshwater Anglers, the NSW Branch of Australian Underwater Federation, the Anglers Action Group- Northside and the Australian Fishing Tackle Association were present at that initial meeting. The NSW Fishing Clubs Association were invited to attend subsequent meetings.

## 6. Affiliation

### (1) Application for Affiliation

An application for affiliation by a member ("applicant") must be:

- (a) in writing on the form prescribed from time to time by the committee of management, from the applicant or its nominated representative and lodged with the committee of management of the Association
- (b) accompanied by the appropriate fee, if any.

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### (2) Discretion to Accept or Reject Application

- (a) The committee of management of the Association may accept or reject an application whether the applicant has complied with the requirements in clause (1) or not and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the committee of management of the Association ratifies such acceptance, the applicant shall become a member. The committee of management shall amend the register of members accordingly as soon as practicable.
- (c) Where the committee of management of the Association rejects an application the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

### (3) An application for affiliation as an Individual Member or Ordinary Member must be:

- (a) in writing on the form prescribed from time to time by the committee of management, from the applicant or its nominated representative and lodged, with the Association directly and

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(b) accompanied by the appropriate fee, if any.

**(4) Discretion to Accept or Reject Application**

(a) The committee of management of the Association may accept or reject an individual's application whether the individual applicant has complied with the requirements in clause (2.1. (b)) or not and shall not be required or compelled to provide any reason for such acceptance or rejection.

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(b) Where the committee of management of the Association accepts an application, The committee of management shall amend the register of Members accordingly as soon as practicable.

(c) Where the committee of management of the Association rejects an application the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

**(5) Deeming Provisions**

(a) All persons who were individual members prior to the time of approval of these rules under the Act, shall be deemed Individual Members from the time of approval of these rules under the Act, and will be entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.

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(b) All members prior to the time of approval of these rules under the Act, shall be deemed members from the time of approval of these rules under the Act, and will be entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.

**(6) Membership Renewal**

In order to remain Full Members and Individual Members must:

(a) renew their membership with the Association annually;

(b) pay the annual fees prescribed by the committee of management of the Association from time to time (if any) to the Association

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**7. Effect Of Membership**

Members acknowledge and agree that:

(a) These rules constitute a contract between each of them and the Association and that they are bound by these rules and the Association's by-laws;

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- (b) they shall comply with and observe these rules and the Association's by-laws and any determination, resolution or policy which may be made or passed by the committee of management or any duly authorised committee;
- (c) by submitting to these rules they are subject to the jurisdiction of the Association;
- (d) these rules are made in pursuit of a common object, namely the mutual and collective benefit of the Association, the Members and the sport of fishing;
- (e) these rules and the Association's by-laws are necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of the sport of fishing; and
- (f) they are entitled to all benefits, advantages, privileges and services of Association membership.

**8. Cessation Of Membership**

A person or organisation ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association.

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**9. Membership Entitlements Not Transferable**

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

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**10. Resignation Of Membership**

- (a) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- (b) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the membership registrar written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (c) If a member of the Association ceases to be a member under rule 10(b), and in every other case where a member ceases to hold membership, the membership registrar must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

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## 11. Register of members

- (a) The Secretary of the Association must establish and maintain a register of members of the Association specifying the name and address of each person or organisation who or which is a member of the Association together with the date on which the person became a member.
- (b) The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (c) A member of the Association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

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## 12. Fees and subscriptions

- (a) A member of the Association must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (b) In addition to any amount payable by the member under rule 12(a), a member of the Association must pay to the Association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
- except as provided by paragraph (b), before 1 July in each calendar year, or
  - if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

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## 13. Members' liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 12.

## 14. Resolution of internal disputes

- (a) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- (b) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that

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are in dispute between them and supply copies to the mediator.

## 15. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the Association:

(a) \_\_\_\_\_ has persistently refused or neglected to comply with a provision or provisions of these rules, or

(b) \_\_\_\_\_ has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

- (2) On receiving such a complaint, the committee:

(a) must cause notice of the complaint to be served on the member concerned; and

(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and must take into consideration any submissions made by the member in connection with the complaint.

- (3) The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 16.

- (5) The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 16(5),

(c) whichever is the later.

## 16. Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the committee under rule 15, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

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- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under rule 16(1), the secretary must notify the committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Association convened under rule 16(3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

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### PART 3 THE COMMITTEE

#### 17. Powers of the committee

The committee is to be called the committee of management of the Association and, subject to the Act, the Regulation and these rules:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

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#### 18. Constitution and membership

(1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:

- (a) the office-bearers of the Association, and
- (b) 3 ordinary members,

each of whom is to be elected at the annual general meeting of the Association under rule 19.

(2) The office-bearers of the Association are to be:

- (a)          the president

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(b) \_\_\_\_\_ the vice-president

(c) \_\_\_\_\_ the treasurer, and

(d) \_\_\_\_\_ the secretary

- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

## 19. Election of members

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee:
  - (a) must be made in writing, signed by a member of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the Association at least 6 weeks before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

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## 20. Secretary

- (1) the Secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.

- (2) It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the committee,
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

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## 21. Treasurer

It is the duty of the treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

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## 22. Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the Association, or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 23, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

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## 23. Removal of member

- (1) The Association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in rule 23(1) relates makes representations in writing to the secretary or president (not

exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### 24. Meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 7 days (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under rule 24(3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
  - (a) \_\_\_\_\_ the president or, in the president's absence, the vice-president is to preside, or
  - (b) \_\_\_\_\_ if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

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#### 25. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

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## 26. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 24(5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## PART 4 GENERAL MEETINGS

### 27. Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (2) The Association must hold its first annual general meeting:
  - (a) \_\_\_\_\_ within the period of 18 months after its incorporation under the Act, and
  - (b) \_\_\_\_\_ within the period of 6 months after the expiration of the first financial year of the Association.
- (3) Rules 27(1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

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### 28. Annual general meetings – calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to rule 27, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) \_\_\_\_\_ to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) \_\_\_\_\_ to receive from the committee reports on the activities of the Association during the last preceding financial year,
  - (c) \_\_\_\_\_ to elect office-bearers of the Association and ordinary members of the committee,
  - (d) \_\_\_\_\_ to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

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### 29. Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The committee must, on the requisition in writing of at least 3 members convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting under rule 29(2):

- | (a) must state the purpose or purposes of the meeting, and
  - | (b) must be signed by the Delegates making the requisition, and
  - | (c) must be lodged with the secretary at least 6 weeks prior to the intended meeting date, and
  - | (d) may consist of several documents in a similar form, each signed by one or more of the Delegates making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of Delegates for the meeting is lodged with the secretary, any one or more of the Delegates who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a Delegate or Delegates as referred to in rule 29(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any Delegate who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

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**30. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 30 days before the date fixed for the holding of the general meeting, give a notice to members specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 30 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under rule 29(1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 28(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from member .

**31. Procedure**

- (1) No item of business is to be transacted at a general meeting unless a quorum of Delegates entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (3) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 4) is to constitute a quorum.

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**32. Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- (2) If the president and the vice-president are absent or unwilling to act, the Delegates present must elect one of their number to preside as chairperson at the meeting.

**33. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Delegates present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in rule 33(1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

**34. Making of decisions**

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 Delegates present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;

(a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### 35. Special resolution

A resolution of the Association is a special resolution:

(a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person via their Delegate or by proxy at a general meeting of which at least 30 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or

(b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Director-General.

### 36. Voting

- (1) On any question arising at a general meeting of the Association each member has one vote only.
- (2) All votes must be given personally by the member (via their Delegates) or by proxy.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a casting vote.

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- (4) A Delegate is not entitled to vote at any general meeting of the Association unless all money due and payable by the member which appointed the Delegate to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

**37. Appointment of proxies**

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 1 to these rules.

**PART 5 MISCELLANEOUS**

**38. Insurance**

The Association must effect and maintain appropriate insurance.

**39. Funds – source**

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

**40. Funds – management**

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the Association, being members or employees authorised to do so by the committee.

**41. Alteration of objects and rules**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

**42. Common seal**

- (1) The common seal of the Association must be kept in the custody of the public officer.

- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

**43. Custody of books**

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

**44. Inspection of books**

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

**45. Service of notices**

(1) For the purpose of these rules, a notice may be served on or given to a member:

- (a) by delivering it to the member personally, or
- (b) by sending it by pre-paid post to the address of the member, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the member for giving or serving the notice.

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(2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date

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**46. Distribution of property on winding up**

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some other body or bodies, having objects similar to the objects of the Association and which prohibit the distribution of its or their income and property

among its or their Members to an extent at least as great as is imposed on the Association by these rules. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

**APPENDIX 1**

(Rule 37(2))

**FORM OF APPOINTMENT OF PROXY**

I,.....of .....  
(full name) (address)

being the Delegate of

.....  
(name of member n)

hereby appoint ..... of .....  
(full name of proxy) (address)

being a delegate of that member, as my proxy to vote for and on behalf of the member at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....  
(month and year)

and at any adjournment of that meeting.

- The proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....  
Signature of member appointing proxy

Date.....

Position.....

\* To be inserted if desired