

RULES
Australian Alpine Club Falls Creek Inc.
(formerly known as Falls Creek Huette Inc.)

TABLE OF PROVISIONS

MAY 2014

	<i>Page</i>
PART 1—PRELIMINARY	3
1 Name	3
2 Purposes	3
3 Financial year	4
4 Definitions	4
PART 2—POWERS OF ASSOCIATION	5
5 Powers of Association	5
6 Not for profit organisation	5
PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	5
Division 1—Membership	5
7 Minimum number of members	5
8 Who is eligible to be a member	5
9 Application for membership	5
10 Consideration of application	6
11 New membership	6
12 Debentures	6
13 Transfer of Debentures	7
14 Annual subscription and levies	8
15 Joining fee	9
16 General rights of members	9
17 Associate members	10
18 Honorary life members	10
19 Rights not transferable	10
20 Ceasing membership	10
21 Resigning as a member	10
22 Defaulting member and forfeiture	10
23 Register of members	11
Division 2—Disciplinary action	11
24 Grounds for taking disciplinary action	11
25 Disciplinary subcommittee	11
26 Notice to member	11
27 Decision of subcommittee	12
28 Appeal rights	12
29 Conduct of disciplinary appeal meeting	13
Division 3—Grievance procedure	13
30 Application	13
31 Parties must attempt to resolve the dispute	13
32 Appointment of mediator	13
33 Mediation process	14
34 Failure to resolve dispute by mediation	14
PART 4—GENERAL MEETINGS OF THE ASSOCIATION	14
35 Annual general meetings	14
36 Special general meetings	15
37 Special general meeting held at request of members	15

38	Notice of general meetings	15
39	Proxies	16
40	Use of technology	16
41	Quorum at general meetings	16
42	Presiding at general meetings	17
43	Adjournment of general meeting	17
44	Voting at general meeting	17
45	Special resolutions	17
46	Determining whether resolution carried	18
47	Minutes of general meeting	18
PART 5—COMMITTEE		18
Division 1—Powers of Committee		18
48	Role and powers	18
49	Delegation	19
Division 2—Composition of Committee and duties of members		19
50	Composition of Committee	19
51	General Duties	19
52	President and Treasurer	20
53	Secretary	20
54	Treasurer	20
Division 3—Election of Committee members and tenure of office		21
55	Who is eligible to be a Committee member	21
56	Positions to be declared vacant	21
57	Nominations	21
58	Election of committee members	21
59	Ballot	21
60	Office Holders	22
61	Term of office	22
62	Vacation of office	23
63	Filling casual vacancies	23
Division 4—Meetings of Committee		23
64	Meetings of Committee	23
65	Notice of meetings	23
66	Urgent meetings	24
67	Procedure and order of business	24
68	Use of technology	24
69	Quorum	24
70	Voting	24
71	Conflict of interest	25
72	Minutes of meeting	25
73	Leave of absence	25
PART 6—FINANCIAL MATTERS		25
74	Source of funds	25
75	Management of funds	25
76	Financial records	26
77	Financial statements	26
PART 7—GENERAL MATTERS		26
78	Common seal	26
79	Registered address	26
80	Notice requirements	27
81	Custody and inspection of books and records	27
82	Winding up and cancellation	27
83	Alteration of Rules	28
84	Indemnity	28

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is Australian Alpine Club Falls Creek Incorporated.

2 Purposes

The purposes of the association, interested in the encouragement and development of skiing and alpine sports are:

- (1) To operate, maintain, construct, hire, lease, mortgage, purchase, sell and otherwise deal with all classes of real and personal property and in particular ski lodges, ski lifts, vehicles, plant and equipment for the purpose of encouraging and developing skiing and alpine sports;
- (2) To operate a premises at Falls Creek Alpine Village as a ski lodge or otherwise for the benefit of the members of the Association;
- (3) To maintain affiliation as an Affiliated Project of the Australian Alpine Club;
- (4) To establish, promote or assist in establishing or promoting and to subscribe, to amalgamate with or become a member of any other association or club whose objects are similar or in part similar to the objects of the Association or the establishment or promotion of which may be beneficial to the Association;
- (5) To conduct ski races and provide trophies for successful entrants in the said races;
- (6) To hire and employ such persons as deemed necessary from time to time by the committee; and to pay them and to other persons in return for services rendered to the Association, salaries, wages, gratuities and pensions determined by the Committee;
- (7) To enter into any arrangements with any Government or local authority or any club, company or person which may seem to be conducive to the objects of the Association and to acquire or obtain from any such Government or authority, club, company or person any charters, decrees, rights, privileges, licences and concessions which may be conducive to any such objects and accept, make payments under, carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges, licences and concessions;
- (8) To invest the monies of the Association upon such securities as may from time to time be determined;
- (9) To borrow or raise and give security any money in such manner as the Association shall think fit including (but not limited to) the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage or charge upon all or any part of the property of the Association both present and future;
- (10) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association;
- (11) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise;
- (12) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, associations or clubs with which the Association is authorised to amalgamate;
- (13) To transfer all or any part of the property, assets, liabilities or engagements of the Association to any one or more companies, associations or clubs with which the Association is authorised to amalgamate;

- (14) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association;
- (15) From time to time to subscribe or contribute to any patriotic or charitable, benevolent or useful object of a public character;
- (16) To do all such other things as are incidental or conducive to the attainment of the above purposes.

3 Financial year

The financial year of the Association is each period of 12 months ending on 31 December.

4 Definitions

In these Rules—

affiliated project means an affiliated project of the Australian Alpine Club;

Australian Alpine Club means the incorporated association constituted under the name Australian Alpine Club Inc.

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

associate member means a member referred to in rule 17(1);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 52;

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;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 28(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 27;

disciplinary subcommittee means the subcommittee appointed under rule 25;

financial member means a member who has paid the annual subscription for the current year and is not under suspension or in default of any other obligation to the Association;

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 member of the Association and includes an associate member;

member entitled to vote means a member who under rule 16(2) is entitled to vote at a general meeting;

month means calendar month;

prescribed relation means a spouse, bona fide de facto partner, grandparent, parent, brother, sister, child or grandchild (including stepchildren and adopted children);

Rules means these Rules as altered or added to from time to time;

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

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

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

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

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

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

9 Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to a committee member stating that the person—
 - (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 applicant; and
 - (b) may be accompanied by the joining fee and applicable debenture payment; and
 - (c) must be nominated in writing by two financial members of the Association

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.
- (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, or a representative delegated in accordance with rule 49, 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 person becomes a member of the Association and, subject to rule 16(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Committee approves the person's membership; or
 - (b) the person pays the joining fee and applicable debenture amounts.
- (3) A person becomes an associate member of the Association if they satisfy the requirements of subrule(2); and
 - (a) do not yet hold a debenture; or
 - (b) are under the age of 18

12 Debentures

- (1) Subject to the Act and these Rules the committee shall issue debentures to every member upon such terms and conditions which they may determine except that they shall not be redeemable and shall not bear interest.
- (2) The committee may determine the value of each debenture each 3 years or such other times as it determines. The value shall be obtained by dividing the value of the assets of the Association as estimated by the committee by the number of debentures which are on issue at the date of the determination. The committee may engage such person or persons as it sees fit to provide valuations of the assets to assist the committee.
- (3) A member may apply for associate membership for a child of the member. The committee may, in its discretion, offer a payment plan whereby an initial discounted joining fee is required for a child and further payments towards the full joining fee and debenture purchase may be delayed

until specified conditions or milestones are met (for example, the total joining fee may not be payable until a child turns 17 or 25).

- (4) The committee may offer a payment plan for debentures for new members but is not obliged to do so. Until a person has completed his or her payments he or she will remain an associate member.

13 Transfer of Debentures

- (1) A member shall not assign his debenture to any person unless he does so in accordance with these Rules.
- (2) A member who wishes to assign his debenture to any person shall notify the committee forthwith.
- (3) A debenture may not be assigned until any outstanding obligations owed to the Association by the assigning member have been met
- (4)
 - (a) A member may assign his debenture to a prescribed relation who has been approved for admission as a member in accordance with these rules.
 - (b) The legal personal representative of a member who has died may assign the deceased member's debenture to a prescribed relation of the deceased member or such other person who may be approved by the Committee from time to time and who has been approved for admission as a member in accordance with these rules. In these circumstances, the legal personal representative of the deceased member must notify the committee of his intention to assign the said debenture to the prescribed relation within 12 months of the death of the deceased member.
- (5) If a person to whom a member wishes to assign his debenture in accordance with subrule (2) is not a prescribed relation of that member, then the committee may within two months after a member has notified it as aforesaid, approve a person selected by the committee who has:
 - (a) applied for admission as a member; and
 - (b) been nominated in accordance with rule 9 (2) (c); and
 - (c) paid the joining fee (if required by these Rules).as an assignee of that member's debenture.
- (6) If the committee has not approved an assignee of a member's debenture in accordance with the Rules then the member shall be entitled to assign his debenture to any person who has:
 - (a) applied for admission as a member; and
 - (b) been nominated in accordance with Rule 9 (2)(c) ; and
 - (c) paid the joining fee (if required by these Rules); and
 - (d) been approved by the committee upon the terms and conditions which the committee may, in its discretion, determine.
- (7) If the committee has cancelled a defaulting member's debenture in accordance with rule 22 or resigning member's debenture in accordance with rule 20 (3) the committee may issue a new debenture in place of the cancelled debenture.

- (8) Any money received by the Association for the issue of the replacement debenture shall be applied first to any money owing to the Association by the defaulting member, second to any costs incurred by the Association by reason of the forfeiture of the said membership or by reason of the cancellation of the debenture and issue of the replacement debenture. Any balance thereafter will be used or distributed at the discretion of the committee.
- (9) If the legal personal representative of a deceased member does not notify the committee of his intention to seek to assign the deceased members debenture in accordance with subrule 13 (4)(b) then the deceased member's debenture shall be deemed to have been cancelled.
- (10) The Association through the Committee may, but shall not be under any obligation to do so, sell or cancel and reissue to new members any debenture registered in the name of a member who wishes to resign or has resigned in accordance with rule 21 and the net proceeds shall be applied in or towards satisfaction of the debts and liabilities of the member to the Association and the residue (if any) shall be paid to the member or his or her legal representative. The associated procedures and conditions will be determined by the committee from time to time. For the avoidance of doubt, this procedure may be informally known as the “wait to sell list”.

14 Annual subscription and levies

- (1) At each annual general meeting, the Association must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year
- (2) The annual subscription is required to be paid by 31 January or such later date as determined by the committee from time to time. If a member has not paid the annual subscription by the due date as above, the member will not be a financial member until the annual subscription, all arrears due to the Association and any administration fee as determined by the committee are paid.
- (3)
 - (a) The Committee may determine that a lower annual subscription is payable by associate members. For the avoidance of doubt, the Committee may create different classes of associate members. Different classes of associate members may have different annual subscriptions, levies and fees.
 - (b) The Committee may determine that a lower annual subscription is payable by members unable to use the lodge for extended periods of time, subject to approval of a written application to the Committee. Associated conditions and procedures may be determined by the Committee from time to time. When members pay lower subscriptions pursuant to this subrule 14(3)(b), they will be deemed to be suspended and have no rights of members.
- (4) The committee may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription, based on the remaining part of the financial year; or
 - (c) a fixed amount, determined by the Committee from time to time; or
 - (d) some other amount, which may be nil.
- (5) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
- (6) If a member does not pay the annual subscription for two consecutive years (and any administration fees as determined by the committee) the committee may determine that the member is a defaulting member and class him or her as such and treat him or her in accordance with rule 22.

- (7) In accordance with rule 2(9), the Association may approve a charge or levy upon all members and/or associates. If a member or associate does not make payments in accordance with the dates and amounts approved by the Association, the committee may determine that the member is a defaulting member and class him or her as such and treat him or her in accordance with rule 22.
- (8) Any member who has resigned or whose membership has been forfeited shall remain liable to pay to the Association all outstanding subscriptions and subscription administration charges.
- (9) If a member is unable to pay the annual subscription due to financial hardship, and makes written application for suspension to the committee within 30 days of receipt of the subscription renewal notice, the committee may suspend the member's membership for one year on the following terms:
 - (a) the member shall pay a reduced fee to cover administration of the request, being not less than 35% of the annual subscription; and
 - (b) while the membership is suspended the member shall not have any membership rights; and
 - (c) any such other conditions as the committee deems appropriate.
- (10) The application for suspension shall contain all relevant information to assist the committee to make its decision, and the member shall provide additional information as requested by the committee. The committee has an absolute discretion in regard to all applications for suspension and the committee's decision is final.

15 Joining fee

- (1) Subject to these Rules every person who has applied for admission as a member and whose application has been approved by the committee shall pay a joining fee as determined by the committee from time to time.
- (2) Joining fees paid are not refundable once a new member is entered into the register of members in compliance with rule 11(1) (b)
- (3) A prescribed relation of a financial member who has been assigned a debenture in accordance with rule 13 (4) (a) and has been approved for membership by the committee shall not be required to pay a joining fee.

16 General rights of members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; 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 vote 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 81; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

17 Associate members

- (1) An associate member of the Association is—
 - (a) any member who does not hold a debenture; or
 - (b) any member under the age of 18 years; or
 - (c) any other category of member as determined by the committee.
- (2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.
- (3) For the avoidance of doubt, an Associate member cannot assign a proxy.

18 Honorary life members

- (1) The committee may admit any person (whether or not a member) as an honorary life member
- (2) An honorary life member will not be liable to pay the annual subscription;
- (3) An honorary life member will be entitled to all the rights and privileges of a member.

19 Rights not transferable

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

20 Ceasing membership

- (1) The membership of a person ceases on resignation, forfeiture, expulsion, or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
- (3) The member's debenture shall be deemed to have been cancelled once membership ceases, subject to the provisions of rule 13 (4)(b).

21 Resigning as a member

- (1) A member may resign by notice in writing given to the Committee.
- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 13 months in arrears; subject to rule 14 (6); or
 - (b) where no annual subscription is payable when:
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.
 - (c) a member may indicate in writing their desire to resign pending the cancellation and reissue of their debenture in accordance with rule 13 (10) and retain all member privileges for as long as they remain financial members.

22 Defaulting member and forfeiture

- (1) In accordance with rule 14 (6) & (7), a member who has failed to pay annual subscriptions or other charges approved by the Association may be declared by the committee to be a defaulting member. For the avoidance of doubt, declaration of a member as a defaulting member is not a disciplinary measure but a direct consequence of non-payment of monies owed.
- (2) A defaulting member is suspended and not entitled to the rights and privileges of a member.

- (3) The committee may serve a notice on a defaulting member setting out that person's outstanding subscriptions, levies, administration fees or other monies owed (as fixed by the Committee from time to time).
- (4) If the defaulting member fails to pay all outstanding subscriptions and administration fees within 30 days of service of the notice, the committee by resolution may forfeit the defaulting member's membership and cancel his or her debenture.

23 Register of members

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

Division 2—Disciplinary action

24 Grounds for taking disciplinary action

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

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association; or
- (d) has failed to act in accordance with the Lodge Rules in force at the Association's lodge at the time of their stay. Lodge Rules may be amended and approved by the Committee from time to time; or
- (e) has failed to adequately supervise guests of the member staying at the Lodge (whether or not the member was in attendance at the time)

25 Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the 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 concerned.

26 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- (a) stating that the Association proposes to take disciplinary action against the member; 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 that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 28.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

27 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
- (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
- (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
 - (iv) seek to recover any costs incurred by the Association by reason of that member's conduct
 - (v) place restrictions or conditions on the member's use of the lodge for a specified period
- (3) The disciplinary subcommittee may not fine the member.
- (4) A member who has been suspended is not entitled to the rights and privileges of a member for the period of suspension.
- (5) The suspension of membership rights, the expulsion of a member or restriction on lodge use by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

28 Appeal rights

- (1) A person whose membership rights have been suspended, or whose Lodge use has been restricted or who has been expelled from the Association under rule 27 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
- (a) to the disciplinary 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 subrule (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.

29 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 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 subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot 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 half of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

30 Application

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

31 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.

32 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 31, 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 and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

33 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.

34 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

35 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) The Committee may determine the date, time and place of the annual general meeting.
- (3) 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.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

36 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 38 may be conducted at the meeting.

37 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (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.

38 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 37(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; and
 - (c) if a special resolution is to be proposed—

- (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 39(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

39 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 38 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.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

40 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 subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

41 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 40) of 5% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 37— the meeting must be dissolved;
 - (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 subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

42 Presiding at general meetings

- (1) The President, or in the President's absence, the Treasurer, shall preside at each general meeting of the Association.
- (2) If the President and the Treasurer are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside at the meeting

43 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (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.
- (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 38.

44 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 29.

45 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

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

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

46 Determining whether resolution carried

- (1) Subject to subrule (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by 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.

47 Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 39(6); and
 - (c) the financial statements submitted to the members in accordance with rule 35(3)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

48 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.

49 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

50 Composition of Committee

The Committee consists of at least 5 committee members elected under rule 58, including—

- (a) a President; and
- (b) a Treasurer; and
- (c) at least three ordinary members

51 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.
- (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.

52 President and Treasurer

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

53 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 23; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 76(3), all books, documents and securities of the Association in accordance with rule 81; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

For the avoidance of doubt, any committee member may be appointed as Secretary for the purposes of the Act. This may or may not be the Administrative Secretary. The Secretary within the meaning of the Act may hold other office on the committee.

54 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 or electronic payments are signed or confirmed 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

55 Who is eligible to be a Committee member

A member is eligible to be elected or appointed as a committee member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

56 Positions to be declared vacant

- (1) This rule applies to—
 - (a) any 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 57 to 59.

57 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) A 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.

58 Election of committee members

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year and thus the total number of committee members to be elected.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 59.

59 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

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

60 Office Holders

- (1) The officers of the Association shall be -
 - (a) a President;
 - (b) a Treasurer;
 - (c) a Secretary, who may hold other office on the committee;
 - (d) an Administrative Secretary; and
 - (e) other positions as deemed necessary from time to time by the Committee
- (2) The Committee shall elect the officers from the members of the committee at the first meeting after the election of the committee.
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

61 Term of office

- (1) Subject to subrule (3) and rule 62, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.

- (4) A member who is the subject of a proposed special resolution under subrule (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.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

62 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 73; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act; or
 - (d) is not a financial member, or is a defaulting or suspended member; or
 - (e) is precluded from being an officer of an incorporated association by the operation of law.

63 Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
 - (a) has become vacant under rule 62; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 61 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

64 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.

65 Notice of meetings

- (1) Notice of each committee meeting must be given to 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.

66 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 65 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.

67 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.

68 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 subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

69 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 68) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special 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 65.

70 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

71 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

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

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

72 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 71.

73 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period as specified by the committee. For the avoidance of doubt, the period would not exceed 3 meetings except in exceptional circumstances.
- (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

74 Source of funds

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

75 Management of funds

- (1) The Association must open one or more accounts with financial institutions 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) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments and electronic payments must be signed by or confirmed by 2 committee members.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt and acceptance of funds.
- (5) 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.

76 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.

77 Financial statements

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

PART 7—GENERAL MATTERS

78 Common seal

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

79 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.

80 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 66.
- (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.

81 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (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.

82 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, an amount equivalent to the value of the debentures (as determined by the Committee) will be returned to debenture holders, and then the surplus assets of the Association must not be distributed to any members or former members of the Association, but shall be given or transferred to the Australian Alpine Club, if the Association, at the time of the winding up, is a member of the Australian Alpine Club
- (3) If the Australian Alpine Club does not exist or the Association is not a member of the Australian Alpine Club, then the surplus assets must be distributed to or transferred to any other association having objects similar to the objects of the Association subject to the Act and any court order made under section 133 of the Act,
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

83 Alteration of Rules

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

84 Indemnity

- (1) The Association shall indemnify any committee member, Secretary or other person which the committee or the Association in general meeting has authorized or appointed to do anything on behalf of the committee or the Association against any legal liability incurred by him or her while he or she was acting as aforesaid.
 - (2) The indemnity given is in addition to and shall not limit any indemnity which any of those persons may otherwise be entitled to.
-