

**THE  
ROYAL SCOTTISH  
COUNTRY DANCE  
SOCIETY**

MELBOURNE AND DISTRICT BRANCH

INCORPORATED

RULES

May 2017

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# **Rules of The Royal Scottish Country Dance Society**

## **Melbourne and District Branch Incorporated**

### **Note**

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

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Branch and its members.

### **PART 1—PRELIMINARY**

#### **1. Name**

The name of the incorporated association is "The Royal Scottish Country Dance Society Melbourne and District Branch Incorporated" (in these Rules called the Branch).

#### **Note**

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

#### **2. Association with The Royal Scottish Country Dance Society**

- (1) The Branch is an autonomous body consisting of members of the Royal Scottish Country Dance Society (hereinafter called "the Society").
- (2) While it has similar objects to and associates with the Society under a formal Licence Agreement, it operates and carries out its administration and management independently of the Society and is referred to as a Local Association by the Society.

### **Note**

The Society no longer uses the term "Branch" because of the way the arrangement might be construed by UK tax authorities. The Society refers to these independent bodies which supports its purposes locally as a "Local Association".

#### **3. Purposes**

The purposes of the Branch are:

- (a) To be a Local Association of The Royal Scottish Country Dance Society of 12 Coates Crescent, Edinburgh ("the Society") with the authority of and subject to the Rules of the Society.
- (b) To provide, or join with other persons in providing, education or instruction in the practice and techniques of Scottish Country Dancing or the teaching of Scottish Country Dancing.
- (c) To teach, or provide instruction in, Scottish Country Dancing or the teaching of Scottish Country Dancing.
- (d) To sponsor and promote, or join with other persons in sponsoring and promoting, overseas or visiting teachers and instructors in Scottish Country Dancing and musicians, including the payment of the cost of travel and the remuneration of any such persons.
- (e) To hold, organise, conduct or convene, or join with other persons in holding, organising, conducting or convening classes, classes for teachers, examinations, schools, instructional activities, socials, dances and demonstrations of Scottish Country Dancing at any venue, whether in public or private and whether remunerated or without charge.

- (f) To hold, organise, conduct or convene meetings of persons engaged or interested in Scottish Country Dancing or for the administration of the Branch, sub-branches, groups or other related organisations, including the holding of General Meetings, at any venue, whether in public or private.
- (g) To collect, disseminate, buy, sell, give, publish, cause to be published and distribute information of interest to persons engaged in Scottish Country Dancing, including books, pamphlets, circulars, teaching manuals, teaching materials, diagrams, music and all forms of electronic and mechanical recording of music and voice.
- (h) To provide, or assist other persons in providing, venues for the holding, conducting or convening of classes, classes for teachers, examinations, schools, instructional activities, socials, dances and demonstrations of Scottish Country Dancing and for the teaching of Scottish Country Dancing and to defray expenses for the provision of such venues and other expenses by the charging of admission fees, the sale of goods and books and other fund-raising activities or the acceptance of donations or gratuities.
- (i) To join and co-operate with, and to co-ordinate the work and activities of, another person or other persons, organisations, bodies or associations, corporate or unincorporate engaged in the teaching of, instruction for or practice of Scottish Country Dancing.
- (j) To remunerate teachers, instructors, musicians and other persons engaged in the teaching or instruction of Scottish Country Dancing or its practices and techniques.
- (k) To remunerate persons engaged in the administration of the Branch or any of its activities, including the sale and publication of books and music.
- (l) To accept gifts, donations, subscriptions, distributions, payments or contributions from any person or persons, organisation, body or Branch, corporate or unincorporate and to make gifts, donations, subscriptions, distributions, payments or contributions to any person or persons, organisation, body or Branch, corporate or unincorporate, including the Society or in memory of past members of the Branch.
- (m) To expend such moneys of the Branch as may from time to time be necessary or desirable for the purposes of furthering or attaining its objects or any of them.
- (n) To pay all and any expenses of the formation, establishment and maintenance of the Branch, any insurance against any risk approved by the Committee and all or any of its operating and administration expenses.
- (o) To invest the moneys of the Branch not immediately required for its purposes upon such investments authorised by any law for the investment of trust moneys as may from time to time be determined by the Committee of the Branch.
- (p) To open, maintain, operate upon and close any bank account or bank accounts, including current accounts and to make, accept and endorse cheques and other negotiable instruments.
- (q) To do all and any such acts matters and things as are incidental or conducive to the foregoing objects or any of them or as may be considered necessary or desirable for the Committee or the Branch as furthering the teaching, instruction and practice of Scottish Country Dancing or all or any of the foregoing objects.

#### **4. Financial year**

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

## 5. Definitions

In these Rules—

***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);

***Branch*** means The Royal Scottish Country Dance Society Melbourne and District Branch Incorporated;

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 47;

***Committee*** means the Committee having management of the business of the Branch;

***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;

***country groups*** means an association of Scottish Country Dancers from a particular locality or church or other organisation which is recognised by the Branch and which is located outside the Melbourne metropolitan area or is otherwise identified by the Branch as a country group;

***Delegates meeting*** means the meeting constituted in accordance with Rule 71;

***disciplinary appeal meeting*** means a meeting of the members of the Branch convened under rule 24(3);

***disciplinary meeting*** means a meeting of the disciplinary subcommittee convened for the purposes of rule 23;

***disciplinary subcommittee*** means the subcommittee appointed under rule 21;

***financial year*** means the 12 month period specified in rule 4;

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

***Group*** means an association of Scottish Country Dancers from a particular locality or church or other organisation which is recognised by the Branch;

***Junior Associate member*** means a member referred to in rule 15(1);

***Local Association*** means an autonomous body consisting of members of the Royal Scottish Country Dance Society which operates under a formal licence agreement

***Management Board*** means the governing body of the Society;

***member*** means a member of the Branch;

***member entitled to vote*** means a member who under rule 14(2) is entitled to vote at a general meeting;

***Society*** means The Royal Scottish Country Dance Society of 12 Coates Crescent, Edinburgh, Scotland;

***Society Delegates*** means the persons appointed as delegates to the Society as referred to in Rule 73;

*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;

*teachers' panel* means members of the Branch who hold Teaching Certificates issued by the Society;

*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 BRANCH

### 6. Powers of Branch

- (1) Subject to the Act, the Branch has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Branch 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 Branch may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### 7. Not for profit organisation

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

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

#### Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.



## PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

### Division 1—Membership

#### 8. Minimum number of members

The Branch must have at least 5 members.

#### 9. Who is eligible to be a member

- (1) Any person who:
  - (a) supports the purposes of the Branch; and
  - (b) is a member of Society through a Local Association, other than the Branch, or at the time of applying for membership of the Branch applies to become a member of the Society with the support of the Branch;is eligible for membership including any such Life Member of the Society as shall indicate their wish to be considered a member of the Branch.
- (2) Classes of membership on the basis of age will be as operated by the Society from time to time
- (3) Any person who has not yet attained the age to be eligible to be a member of the Society is eligible to seek membership of the Branch as a Junior Associate member on such terms and conditions (not being inconsistent with the Constitution and Rules of the Society) and with such privileges as the Committee may determine from time to time.

#### 10. Application for membership

- (1) To apply to become a member of the Branch, a person must submit a written application to a committee member stating that the person—
  - (a) wishes to become a member of the Branch; and
  - (b) supports the purposes of the Branch; 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.

**Note**

The joining fee is the fee (if any) determined by the Branch under rule 13(1).

#### 11. Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee may decide by resolution to reject the application.
- (2) The Committee must notify the applicant in writing as soon as practicable after a decision has been made to reject an application.
- (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.

## **12. New membership**

- (1) If an application for membership is received by the Committee and unless it is refused under rule 11 the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Branch and, subject to rule 14(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on —
  - (a) the first day of July for the financial year applicable to the payment of the membership fee; or
  - (b) the day on which the person pays the membership fee if it has not been paid prior to the commencement of the financial year.

## **13. Annual subscription**

- (1) The Committee must determine—
  - (a) the amount of the annual subscription (if any) for the following financial year with reference paid to the amount as is fixed from time to time by the Society in General Meeting; and
  - (b) the date for payment of the annual subscription.
- (2) The Branch may determine that a lower annual subscription is payable by various classes of members including Junior Associate members and Life Members.
- (3) The Branch may determine that a lower annual subscription is payable by reference to the age of the member.
- (4) The Branch may determine that a lower annual subscription is payable if it is paid jointly by two members.
- (5) The Branch may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Branch.
- (6) The rights of a member who has not paid the annual subscription by the due date (including the right to vote) are suspended until the subscription is paid.

## **14. General rights of members**

- (1) A member of the Branch 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 Branch as provided under rule 81; and
  - (f) to inspect the register of members.

- (2) A member is entitled to vote if—
  - (a) the member has attained the age of 18 years; and
  - (b) more than 10 business days have passed since he or she became a member of the Branch; and
  - (c) the member's membership rights are not suspended for any reason.

### **15. Junior Associate members**

- (1) Junior Associate members of the Branch include—
  - (a) any member who has not yet attained the age to be eligible to be a member of the Society; and
  - (b) any other category of member as determined by special resolution at a general meeting.
- (2) A Junior Associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

### **16. Rights not transferable**

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

### **17. Ceasing membership**

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

### **18. Resigning as a member**

- (1) A member may resign by giving one month's notice in writing to the Branch.
- (2) The Secretary shall make in the Register of Members an entry recording the date on which the Member by whom the notice was given ceased to be a Member.
- (3) The Member so resigning shall not be entitled to receive any refund of subscriptions or other monies paid in advance.

#### **Note**

Rule 80(3) sets out how notice may be given to the Branch. It includes by post or by handing the notice to a member of the committee.

- (4) A member is taken to have resigned if—
  - (a) the member's annual subscription is more than two months in arrears; or
  - (b) where no annual subscription is payable—
    - (i) the Secretary has made a written request to the member to confirm that 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.

### **19. 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;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) the class of the member;
    - (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.

**Note**

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

## **Division 2—Disciplinary action**

### **20. Grounds for taking disciplinary action**

The Branch 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 Branch; or
- (c) has engaged in conduct prejudicial to the Branch.

### **21. 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 Branch or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

### **22. Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Branch 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 24.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### **23. Decision of 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) refer the matter in writing to the Management Board who shall decide whether or not to expel the member from the Branch.
- (1) The disciplinary subcommittee may not fine the member.
- (2) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

### **24. Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Branch under rule 23 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary 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 Branch 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.

## **25. Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; 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 three quarters of the members voting at the meeting vote in favour of the decision.

### **Division 3—Grievance procedure**

## **26. Application**

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

## **27. Parties must attempt to resolve the dispute**

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

## **28. Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 27, the parties must within 10 days—
  - (a) notify the 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 Branch— 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 Branch but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

### **29. Mediation process**

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

### **30. Failure to resolve dispute by mediation**

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

## **PART 4—GENERAL MEETINGS OF THE BRANCH**

### **31. Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Branch to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Branch may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Committee on the activities of the Branch during the preceding financial year; and
    - (ii) the financial statements of the Branch 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.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **32. Special general meetings**

- (1) Any general meeting of the Branch, 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 34 may be conducted at the meeting.

#### **Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 34 and the majority of members at the meeting agree.

### **33. 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.
- (5) The Branch must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **34. Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 33(3), the members convening the meeting) must give to each member of the Branch—
  - (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
- (3) This rule does not apply to a disciplinary appeal meeting.

**Note**

Rule 24(4) sets out the requirements for notice of a disciplinary appeal meeting.

**35. Proxies**

- (1) A member may not appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting.

**36. Use of technology**

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

**37. 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, or as allowed under rule 36) of 10% 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 33—the meeting must be dissolved;

**Note**

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 33.

- (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.

### **38. Adjournment of general meeting**

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

#### **Example**

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

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 34.

### **39. 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 postal vote; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) For postal voting the Branch Secretary shall prepare:
  - (a) ballot papers showing all positions vacant; and
  - (b) names of candidates for each position in alphabetical order; and
  - (c) instructions on how to vote for each position; and
  - (d) small envelopes marked “ballot paper” bearing a serial number on the outside; and
  - (e) a register in which he shall record the name of each applicant for a postal vote and the serial number of the ballot paper envelope allotted to the applicant.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (5) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 25.
- (6) Postal voting shall be available to all members and will be conducted in the following manner-
  - (a) A Member may apply in writing to the Branch Secretary for a postal vote and such application shall be lodged with the Branch Secretary at least 10 days prior to the Annual General Meeting.
  - (b) On satisfying himself that the applicant is qualified to vote by means of a postal vote the Branch Secretary shall forthwith forward to the applicant ballot papers, names of

candidates, instructions on how to vote and the small envelopes referred to in paragraph (2)(4) hereof.

- (c) The applicant member shall then mark the ballot paper in accordance with the instructions on how to vote, place the completed ballot paper in the numbered envelope which shall then be sealed by the applicant voter.
- (d) The sealed numbered envelope shall then be returned to the Branch Secretary in another sealed envelope not later than the closing date specified in the voting instructions.
- (e) The Branch Secretary shall check each ballot paper envelope against the serial number in the register referred to in paragraph (2)(e) hereof but shall not open the envelope which he shall deliver unopened to the returning officer.
- (f) The returning officer shall open the envelope and include the postal vote therein in the ballot to be counted at the Annual General Meeting.

(7) Proxy voting is not available to Members.

#### **40. Special resolutions**

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

#### **41. Determining whether resolution carried**

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

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

- (2) If a poll (where 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.

## **42. 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) the financial statements submitted to the members in accordance with rule 31(4)(b)(ii); and
  - (c) 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 Branch; and
  - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### **PART 5—COMMITTEE Division 1—Powers of Committee**

## **43. Role and powers**

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

## **44. 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.
- (4) The Committee shall delegate those of its powers relating to teaching to the Teacher's Panel comprising members of the Branch who hold Teaching Certificates issued by the Society. Members who have passed the teaching test Units 1-3 may also be associated with the panel, which will determine their roles. In particular the Committee will delegate to the Teachers' Panel responsibility for:
  - (a) maintaining and developing the standards of teaching of its members.
  - (b) preparation of candidates for the teaching examinations of the Society.

- (c) interpretation where considered by the Panel to be necessary or appropriate of the instructions for Scottish Country Dances.
  - (d) arranging appropriately qualified teachers to conduct Branch classes including weekend and other schools
  - (e) preparation of programmes of dances for all social functions held by the Branch including those at weekend and other schools.
  - (f) assessing the standard of dancing of individual members of the Branch prior to functions of Melbourne and District or other Branches at which teaching is provided and assigning them to suitably graded classes.
  - (g) liaison on teaching matters with other formal or informal groups of RSCDS teachers in Australia or other countries, or with the Society or any of its Branches, where the Panel considers this appropriate.
- (5) The Committee will maintain close liaison with the Teachers' Panel through the Panel representative on the Committee in connection with the issues listed above, and also in identifying and implementing action which is desirable to improve standards of dancing within the Branch and its associated Groups. Branch funds will be used to pay costs incurred in operating the Teachers' Panel to an appropriate level to be agreed annually by the Committee.

## **Division 2—Composition of Committee and duties of members**

### **45. Composition of Committee**

The Committee consists of—

- (a) a President: The President shall hold office for not more than two consecutive years if re-elected and shall not be eligible for re-election as President until they have been out of office for at least one year; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) an Assistant Secretary; and
- (e) a Treasurer; and
- (f) an Assistant Treasurer; and
- (g) ordinary members (if any) elected under rule 56; and
- (h) one member of the Branch, who holds the Teaching Certificate of the Society, who shall be elected annually by the Teachers' Panel. A substitute Representative shall be nominated at the same time.; and
- (i) one member of the Branch who shall be nominated annually by the Country Groups of the Branch and shall hold office in an advisory capacity only until the Annual General Meeting next after the date of their nomination. A substitute Member shall be nominated at the same time; and
- (j) the Immediate Past President.

## 46. 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 Branch 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 Branch; 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 Branch.

### Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

## 47. President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

## 48. Secretary

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

### Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 19; and
  - (b) keep custody of the common seal (if any) of the Branch and, except for the financial records referred to in rule 76(3), all books, documents and securities of the Branch in accordance with rules 78 and 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.
- (4) The Secretary may seek assistance from the assistant secretary in carrying out his/her role and duties.

#### **49. Assistant Secretary**

- (1) The Assistant Secretary must—
- (a) assist the Secretary in fulfilling his/her role and duties.

#### **50. Treasurer**

- (1) The Treasurer must—
- (a) receive all moneys paid to or received by the Branch and issue receipts for those moneys in the name of the Branch; and
  - (b) ensure that all moneys received are paid into the account of the Branch within 5 working days after receipt; and
  - (c) make any payments authorised by the Committee or by a general meeting of the Branch from the Branch's funds; and
  - (d) establish internet banking arrangements to require at least 2 Committee members to approve out-going payments from the Branch's bank accounts which have internet banking access; and
  - (e) ensure cheques are signed by at least 2 Committee members.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Branch are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Branch and their certification by the Committee prior to their submission to the annual general meeting of the Branch.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Branch.
- (4) The Treasurer may seek assistance from the Assistant Treasurer in carrying out his/her role and duties.

#### **51. Assistant Treasurer**

- (1) The Assistant Treasurer must—
- (a) assist the Treasurer in fulfilling his/her role and duties.

### **Division 3—Election of Committee members and tenure of office**

#### **52. 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.

#### **53. Positions to be declared vacant**

- (1) This rule applies to—
  - (a) the first annual general meeting of the Branch after its incorporation; or
  - (b) any subsequent annual general meeting of the Branch, after the annual report and financial statements of the Branch 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 53 to 57.

#### **54. Nominations**

- (1) Nominations of candidates for election as office bearers of the Branch or as ordinary members of the Committee;
  - (a) shall be made in writing, signed by two members of the Branch and the candidate; and
  - (b) shall be delivered to the Secretary of the Branch not less than 21 clear days before the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting from the floor.

#### **55. Election of President etc.**

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
  - (a) a President; and
  - (b) a Vice-President; and
  - (c) a Secretary; and
  - (d) an Assistant Secretary; and
  - (e) a Treasurer; and
  - (f) an Assistant Treasurer
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 57.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.



## **56. Election of ordinary 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.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member 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 57.

## **57. 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;
- (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.

### **Examples**

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

## **58. Term of office**

- (1) Subject to subrule (3) and rule 59, 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 Branch may—
  - (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Branch 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 Branch (not exceeding a reasonable length) and may request that the representations be provided to the members of the Branch.
- (5) The Secretary or the President may give a copy of the representations to each member of the Branch 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.

## **59. 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 Branch; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 70; or
  - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

### **Note**

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

## **60. Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Branch to fill a position on the Committee that—
  - (a) has become vacant under rule 59; 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 58 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**

### **61. Meetings of Committee**

- (1) The Committee must meet at least three 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 Branch 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.

## **62. 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.

## **63. Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 62 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.

## **64. 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.

## **65. 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.

## **66. 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 65) 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 62.

## **67. Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) Each member present at the meeting of the Committee is entitled to one vote excepting the Teachers' Panel Sub-Committee Representative and the Country Groups Representative or their substitutes who have no vote at meetings of the Committee.
- (3) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (4) 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.
- (5) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (6) Voting by proxy is not permitted.

## **68. 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 Branch is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Branch.

## **69. 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 68.

## **70. Leave of absence**

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

## **PART 6 – DELEGATES MEETING**

### **71. Composition**

There shall be a Delegates meeting which shall consist of:

- (1) The members of the Committee
- (2) Delegates appointed in accordance with Rule 71(3).
- (3) Members co-opted from time to time by the Delegates meeting on the recommendation of the Committee and serving until the next Annual General Meeting after their appointment but eligible for re-appointment

### **72. Proceedings and entitlements of the Delegates meeting**

- (1) The Delegates meeting shall meet at least three times in each calendar year at such place and at such time as the Committee may determine
- (2) The Committee members will provide reports to the Delegates meeting on the recent and planned activities of the Branch
- (3) The Delegates and co-opted Members may submit recommendations to the Committee for consideration
- (4) Each Group shall be entitled to be represented at a Delegates meeting by two financial members of the Branch
- (5) Members of the Branch may attend the Delegates meeting as observers and may submit recommendations through a Delegate.

## **PART 7—REPRESENTATION IN THE SOCIETY**

### **73. Representation of the Branch in the Society**

- (1) The Committee shall appoint a number of members of the Branch to be Society Delegates who shall act as delegates in accordance with Articles 6, 12 and 62 of the Society's Articles of Association.
- (2) The number of Society Delegates to be appointed must be in accordance with the Articles of Association of the Society.
- (3) A Society Delegate may attend a General Meeting of the Society and vote on motions, or may appoint a proxy to attend and vote in his/her place.

## **PART 8—FINANCIAL MATTERS**

### **74. Source of funds**

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

## **76. Financial records**

- (1) The Branch 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 Branch 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 Branch 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 Branch;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## PART 9—GENERAL MATTERS

### 78. Common seal

- (1) The Branch will deal with the common seal of the branch as follows—
  - (a) the name of the Branch must appear in legible characters on the common seal;
  - (b) the common seal of the Branch shall not be affixed to any instrument except by the authority of the Committee.
  - (c) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
  - (d) the common seal must be kept in the custody of the Secretary.

### 79. Registered address

The registered address of the Branch 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 63.
- (3) Any notice required to be given to the Branch 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 Branch or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Branch.

### 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 Branch, including minutes of Committee meetings.

#### Note

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

- (2) The Committee may refuse to permit a member to inspect records of the Branch that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Branch.
- (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 Branch referred to in this rule and the Branch 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 Branch 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 Branch.

## **82. Winding up and cancellation**

- (1) The Branch may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Branch, the surplus assets of the Branch must not be distributed to any members or former members of the Branch.
- (3) Subject to the Act and any court order made under section 133 of the Act:
  - (a) the surplus assets must be given to the Society to be held in a Branch suspense account for a period of 10 years (should there be a demand to form a new Branch in that period). After 10 years, the funds may be utilised at the discretion of the Management Board, or
  - (b) if the Society is no longer in existence a body that has similar purposes to the Branch and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

## **83. Alteration of Rules**

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

### **Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Branch is taken to have adopted its own rules, not the model rules.

