

# **Rules of Bicycle New South Wales Incorporated**

## **PURPOSE**

*More People Cycling More Often*

Incorporating amendments to 1 November 2008

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## PART 1 - PRELIMINARY

### 1. Objects

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The objects of the Association are:

- (a) to conserve and protect the natural environment through the promotion of bicycling as an environmentally beneficial means of transport;
- (b) to promote the use of the Bicycle as a key element of ecologically sustainable development practices;
- (c) to promote Bicycle transport as a means of reducing greenhouse gas emissions, improving air and water quality, reducing non-renewable energy consumption and improving land use;
- (d) to promote the use of the Bicycle as a healthy, environmentally sustainable means of recreation and tourism and enhancing accessibility and personal mobility in the community;
- (e) to promote education of bicyclists and other road users in the interest of road safety;
- (f) to advocate enforcement of the rights and obligations of bicyclists; and
- (g) to advocate engineering and equipment appropriate for the use of bicyclists.

### 2. Definitions and interpretation

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#### 2.1 Definitions

In these rules:

**"Annual General Meeting"** means the general meeting of the Association held each year in accordance with rule 28.

**"Appointed Member"** means a member of the Board appointed in accordance with rule 19.

**"Association"** means Bicycle New South Wales Incorporated.

**"Bicycle"** means a vehicle with 1 or more wheels that is built to be propelled by human power through a belt, chain or gears (whether or not it has an auxiliary motor), and:

- (a) includes a pedicab, penny-farthing, scooter, tricycle and unicycle; but
- (b) does not include a wheelchair, wheeled recreational device, wheeled toy, or any vehicle with an auxiliary motor capable of generating a power output over 200 watts (whether or not the motor is operating).

**"Board"** means the group of members elected and appointed to be members of the Board in accordance with rule 16, which governs and has the management of the Association.

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



**"Direct Vote"** means a vote on a resolution delivered following a determination by the Board under rule 38 and in accordance with that rule (including any regulations made by the Board under rule 38.2).

**"Elected Member"** means a member of the Board elected in accordance with rule 18.

**"General Meeting"** means a general meeting of the Association including an Annual General Meeting and a Special General Meeting.

**"Member"** means a person whose name is entered in the Register of Members as a member of the Association.

**"Office-bearer"** means each office described in rule 17.1.

**"Public Officer"** means the person who is for the time being appointed as the Public Officer of the Association under the Act, whether or not that person holds any other office of the Association.

**"Register of Members"** means the register maintained in accordance with rule 8.

**"Rules"** means these Rules of Bicycle New South Wales, as may be amended in accordance with rule 43.

**"Secretary"** means:

- (a) the person holding office under these rules as Secretary of the Association, or
- (b) if no such person holds that office—the Public Officer of the Association.

**"Special General Meeting"** means a general meeting of the Association other than an Annual General Meeting.

**"the Act"** means the *Associations Incorporation Act 1984* (NSW).

**"the Regulation"** means the *Associations Incorporation Regulation 1999* (NSW).

## 2.2 Interpretation

- (a) In these rules:
  - (i) a reference to a function includes a reference to a power, authority and duty; and
  - (ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (b) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

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## **PART 2 - MEMBERSHIP**

### **3. Membership qualifications**

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- 3.1 A person is qualified to be a Member of the Association if, but only if:
- (a) the person was a Member of the Association immediately before incorporation of the Association under the Act and has not ceased to be a Member of the Association at any time after incorporation of the Association, or
  - (b) the person is a natural person or body corporate:
    - (i) who applies for membership of the Association as provided by rule 4, and
    - (ii) who has been approved for membership of the Association in accordance with rule 4.2.

### **4. Application for membership**

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- 4.1 An application of a person for membership of the Association:
- (a) must be made to the Association in writing, in the form as the Board may approve from time to time;
  - (b) must be lodged with the Secretary of the Association, or any other person nominated by the Board; and
  - (c) must be accompanied by the sum payable under rule 9 (if required by the Board, either generally or in respect of a particular application).
- 4.2 As soon as practicable after receiving an application for membership, the Secretary, or any other person nominated by the Board, must refer the application to the Board or the Board's delegate, which must determine whether to approve or to reject the application.
- 4.3 As soon as practicable after the Board makes a determination under rule 4.2, the Secretary or any other person nominated by the Board must:
- (a) notify the applicant in writing that the Board approved or rejected the application (whichever is applicable);
  - (b) if the Board has approved the application, unless the relevant sum has already been paid under rule 4.1(c), request the applicant to pay (within the period of 28 days after receipt of the notification) the sum payable under rule 9; and
  - (c) if the Board has rejected the application, notify the applicant (within the period of 28 days of receipt of the application) and return any sum paid under rule 4.1(c) to the applicant.
- 4.4 If the Board has approved the application, the Secretary, or any other person nominated by the Board, must, on payment by the applicant of the amounts referred to in rule 4.3(b), enter the applicant's name in the Register of Members and, on the name being so entered, the applicant becomes a Member of the Association.



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## 5. Cessation of membership

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A person ceases to be a Member if the person:

- (a) dies;
- (b) resigns membership;
- (c) is expelled from the Association; or
- (d) fails to pay the Association the membership fee determined in accordance with rule 9.

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## 6. Membership entitlements not transferable

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A right, privilege or obligation which a person has by reason of being a Member:

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

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## 7. Resignation of membership

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- 7.1 A Member of the Association is not entitled to resign that membership except in accordance with this rule.
- 7.2 A Member may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as the Board may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- 7.3 If a Member of the Association ceases to be a Member under 7.2 and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the Register of Members recording the date on which the Member ceased to be a Member.

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## 8. Register of Members

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- 8.1 The Public Officer of the Association must establish and maintain a Register of Members of the Association specifying the name and address of each person who is a Member of the Association together with the date on which the person became a Member.
- 8.2 The Register of Members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any Member at the registered office of the Association between 9.00am and 4.00pm on any day other than a Saturday, Sunday or public holiday under the *Banks and Bank Holidays Act 1912 (NSW)*.
- 8.3 A Member may obtain a copy of any part of the Register of Members on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Board, that other amount.



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## 9. Fees and subscriptions

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- 9.1 A Member must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the Board, that other amount.
- 9.2 In addition to any amount payable by the member under rule 9.1, a Member must pay to the Association a membership fee of \$2 or, if some other amount is determined by the Board, that other amount:
- (a) on admission to membership; and
  - (b) on or before each anniversary of that person's admission to membership, or such other date as determined by the Board.

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## 10. Members' liabilities

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The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by rule 9

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## 11. Resolution of internal disputes

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- 11.1 Disputes between Members (in their capacity as members of the association), and disputes between Members and the Association, are to be referred to the Board in the first instance for mediation. If the dispute remains unresolved within 2 months of being referred to the Board, then the dispute must be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983 .
- 11.2 At least 7 days before a mediation session under rule 11.1 is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- 11.3 Each party must bear its own costs associated with the resolution of the internal dispute.

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## 12. Disciplining of members

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- 12.1 A complaint may be made to the Board by any person that a Member:
- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules, or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 12.2 On receiving such a complaint, the Board:
- (a) must cause notice of the complaint to be served on the Member concerned, and



- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
  - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- 12.3 The Board may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 12.4 If the Board expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under rule 13.
- 12.5 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under rule 13.5,
- whichever is the later.

### **13. Right of appeal of disciplined member**

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- 13.1 A Member may appeal to the Association at a General Meeting against a resolution of the Board under rule 12, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 13.2 The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- 13.3 On receipt of a notice from a Member under rule 13.1, the Secretary must notify the Board, which must convene a General Meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- 13.4 At a General Meeting of the Association convened under rule 13.3:
- (a) no business other than the question of the appeal is to be transacted;
  - (b) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.5 If at the General Meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.



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## 14. Affiliations

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- 14.1 The Board may require any entity or group of persons which states or proposes to state that it has any affiliation with the association (**Affiliate**) to be either:
- (a) a Member of the Association; or
  - (b) be comprised of Members of the Association in such proportion as the Board may decide from time to time.
- 14.2 The Board may require any Affiliate to comply with conditions in order to permit that Affiliate to state an affiliation with the Association. Such conditions may vary between each Affiliate and may be amended from time to time by the Board.

## PART 3 – THE BOARD

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## 15. Powers of the Board

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Subject to the Act, the Regulation, these rules and to any resolution passed by the association in general meeting, the Board:

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a General Meeting of Members of the Association; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association, including (without limitation) making regulations to give effect to these Rules. Any such regulations must be published on the Association's website and available to all Members for inspection at the Association's registered office between 9.00am and 4.00pm on any day other than a Saturday, Sunday or public holiday under the *Banks and Bank Holidays Act 1912* (NSW).

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## 16. Constitution and membership of the Board

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- 16.1 The Board is to consist of 9 members, of which:
- (a) 6 members will be elected at the Annual General Meeting of the Association under rule 18 (**Elected Members**); and
  - (b) 3 members will be appointed in accordance with rule 19 (**Appointed Members**).
- 16.2 Subject to these Rules, each Elected Member and Appointed Member shall retire at the third Annual General Meeting following the Board member's election or appointment under these Rules but shall be eligible for re-election or re-appointment (as applicable).
- 16.3 In the event of a casual vacancy occurring in the membership of the Board in relation to an Elected Member within three months of that Board member's election accordance with



rule 18, the casual vacancy is to be offered to the unsuccessful candidates (in the order of votes obtained) who were nominated for election as members of the Board at the most recent Annual General Meeting.

- 16.4 In the event that a casual vacancy of an Elected Member arises more than 3 months after that Board member's election, or otherwise cannot be filled in accordance with rule 16.3:
- (a) the Board may appoint a Member to fill the vacancy and the Member so appointed is to hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment; and
  - (b) the Members are to elect a Member to fill the vacancy at the Annual General Meeting next following the date of appointment in accordance with rule 16.4(a), and the Member so elected is to hold office, subject to these Rules, for the unexpired term of the Board member whose resignation caused the casual vacancy.
- 16.5 In the event of a casual vacancy occurring in the membership of the Board in relation to an Appointed Member, the Board may appoint a Member to fill the vacancy and the Member so appointed is to hold office, subject to these Rules, for the unexpired term of the Board member whose resignation caused the casual vacancy.

## **17. Office-Bearers**

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- 17.1 The Office-bearers of the Association are to be:
- (a) the President;
  - (b) the Vice-President; and
  - (c) the Secretary.
- 17.2 The Board must, at its first meeting after the Annual General Meeting each year, elect the Office-bearers.
- 17.3 Office-bearers must be elected from the existing members of the Board, other than the Secretary who need not be a member of the Board.
- 17.4 Office-bearers who cease to be Board members cease to be Office-bearers.
- 17.5 Office-bearers may be removed by resolution of the Board passed with at least 5 votes in favour.
- 17.6 The Board must, as soon as practicable, fill vacancies in Office-bearer positions for the remainder of the term.

## **18. Election of members of the Board**

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- 18.1 Two Board members must be elected each year in accordance with this rule and are to hold office in accordance with rule 16.2.



- 18.2 The Board or returning officer appointed under rule 20 must call for nominations of candidates for election as members of the Board by notice in writing to all Members entitled to vote at least 12 weeks before the Annual General Meeting.
- 18.3 Nominations must:
- (a) be made in writing, signed by 5 Members (none of whom is the candidate) and be accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) be delivered to the Secretary by 5.00pm on the last business day that is at least 8 weeks before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 18.4 Candidates nominated for election as members of the Board may provide a written statement supporting their nomination, which (subject to rule 18.5) will be published on the Association's website at least 21 days before the date on which the election is to take place.
- 18.5 The Board may resolve not to publish any statement under rule 18.4 if it is more than 1,000 words long or defamatory.
- 18.6 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations in the form prescribed in rule 18.3(a) are to be received at the Annual General Meeting.
- 18.7 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- 18.8 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 18.9 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 18.10 The ballot for the election of members of the Board is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

## **19. Appointment of members of the Board**

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- 19.1 One Board member must be appointed by the existing members of the Board as soon as possible after each Annual General Meeting and is to hold office in accordance with rule 16.2.

## **20. Returning Officer**

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- 20.1 The Board may appoint a returning officer on or before the time for giving notice of each Annual General Meeting.



- 20.2 The returning officer:
- (a) must not be a Board member or employee of the Association;
  - (b) is responsible for the conduct of the elections including the nomination process; and
  - (c) may decide all matters not provided for in these Rules relevant to the election of members of the Board.

## 21. Secretary

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- 21.1 The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her contact details, including address.
- 21.2 It is the duty of the Secretary to keep minutes of:
- (a) all appointments of Office-bearers and members of the Board;
  - (b) the names of members of the Board present at a Board meeting or a General Meeting; and
  - (c) all proceedings at Board meetings and General Meetings.
- 21.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the succeeding meeting.

## 22. Treasury Functions

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

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

## 23. Casual vacancies

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- 23.1 For the purposes of these Rules, a casual vacancy in the office of a member of the Board occurs if the member:
- (a) dies;
  - (b) ceases to be a Member of the Association;
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (CTH);
  - (d) resigns office by notice in writing given to the Secretary;
  - (e) is removed from office under rule 24;



- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Board from all meetings of the Board held during a period of 3 months.

23.2 Casual vacancies in the membership of the Board are to be filled in accordance with:

- (a) rule 16.3 and rule 16.4 where vacancies arise in relation to Elected Members; or
- (b) rule 16.5 where vacancies arise in relation to Appointed Members.

## **24. Removal of member**

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24.1 The Association in General Meeting may, by resolution, remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

24.2 If a member of the Board to whom a proposed resolution referred to in rule 24.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each Member of the Association or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **25. Meetings and quorum**

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25.1 The Board must meet at least 8 times in each period of 12 months at such place and time as the Board may determine.

25.2 Additional meetings of the Board may be convened by the President or by any member of the Board.

25.3 Board meetings may be held at two or more venues simultaneously using any technology that:

- (a) enables each Board member present at all places the meeting is held to clearly and simultaneously communicate with every other Board member; and
- (b) gives the Board members as a whole a reasonable opportunity to participate.

25.4 Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 7 days (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.

25.5 Notice of a meeting given under rule 25.4 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.



- 25.6 Any 5 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 25.7 No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 25.8 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 25.9 At a meeting of the Board:
- (a) the President or, in the President's absence, the Vice-President is to preside; or
  - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

## **26. Delegation by Board to sub-committee**

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



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## **27. Voting and decisions**

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- 27.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 27.2 Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 27.3 Subject to rule 25.6, the Board may act despite any vacancy on the Board.
- 27.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

## **PART 4 – GENERAL MEETINGS**

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### **28. Annual General Meetings—holding of**

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- 28.1 The Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- 28.2 An Annual General Meeting may be held at two or more venues simultaneously using any technology that:
- (a) enables each Member present at all places the meeting is held to clearly and simultaneously communicate with every other Member; and
  - (b) gives the Members of the Association, as a whole, a reasonable opportunity to participate.
- 28.3 Rule 28 has effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

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### **29. Annual General Meetings—calling of and business at**

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- 29.1 The Annual General Meeting of the Association is, subject to the Act and to rule 28, to be convened on such date and at such place and time as the Board thinks fit.
- 29.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;



- (b) to receive from the Board reports on the activities of the Association during the last preceding financial year;
- (c) to elect members of the Board;
- (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.

29.3 An Annual General Meeting must be specified as such in the notice convening it.

### **30. Special General meetings—calling of**

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30.1 The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

30.2 A Special General Meeting may be held at two or more venues simultaneously using any technology that:

- (a) enables each Member present at all places the meeting is held to clearly and simultaneously communicate with every other Member; and
- (b) gives the Members of the Association, as a whole, a reasonable opportunity to participate.

30.3 The Board must, on the requisition in writing of at least 50 members, convene a Special General Meeting of the Association.

30.4 A requisition of Members for a Special General Meeting:

- (a) must state the purpose or purposes of the meeting;
- (b) must be signed by the Members making the requisition;
- (c) must be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

30.5 If the Board fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

30.6 A Special General Meeting convened by a Member or Members as referred to in clause 30.5 must be convened as nearly as is practicable in the same manner as Special General Meetings are convened by the Board and any Member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

### **31. Notice**

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31.1 Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least 14 days before



the date fixed for the holding of the General Meeting, give a notice to each Member specifying the place, date and time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this) and the nature of the business (which may include general business) proposed to be transacted at the General Meeting.

- 31.2 If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each Member specifying, in addition to the matter required under rule 31.1, the intention to propose the resolution as a special resolution.
- 31.3 No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under rule 29.2.
- 31.4 A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

## **32. Procedure**

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- 32.1 No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 32.2 Twenty Members present in person (being Members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 32.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of Members, is to be dissolved; and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 32.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 9) is to constitute a quorum.

## **33. Presiding member**

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- 33.1 The President or, in the President's absence, the Vice-President, is to preside as chairperson at each General Meeting of the Association.
- 33.2 If the President and the Vice-President are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

#### **34. Adjournment**

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- 34.1 The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 34.2 If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 34.3 Except as provided in rule 34.1 and rule 34.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

#### **35. Making of decisions**

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- 35.1 A question arising at a General Meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 35.2 At a General Meeting of the Association, a poll may be demanded by the chairperson or by at least 3 Members present in person or by proxy at the meeting.
- 35.3 If a poll is demanded at a General Meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
- and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

#### **36. Special resolution**

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A resolution of the Association is a special resolution:



- (a) if it is passed by a majority which comprises at least three-quarters of such Members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

### **37. Voting**

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- 37.1 On any question arising at a General Meeting of the Association a Member has one vote only.
- 37.2 All votes must be given personally or by proxy but no Member (other than the President) may hold more than 5 proxies.
- 37.3 In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 37.4 A Member or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member or proxy to the Association in respect of that person's membership has been paid.

### **38. Direct Voting**

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- 38.1 The Board may determine that at any General Meeting of the Association, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to a Direct Vote in respect of that resolution.
- 38.2 If the Board determines that votes may be cast by Direct Vote, the Board may make such regulations as it considers appropriate for the casting of Direct Votes, including regulations for:
  - (a) the form, method and manner of voting by Direct Vote; and
  - (b) the time by which the votes of Members to be cast by Direct Vote must be received by the Company in order to be effective.



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### **39. Appointment of proxies**

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- 39.1 Each Member is to be entitled to appoint another Member as proxy by notice given to the Secretary no later than 72 hours before the time of the meeting in respect of which the proxy is appointed.
- 39.2 A form of appointment of proxy is valid if it is in accordance with the form set out in Appendix 1 to these Rules or in any form (including electronic) which the Board may prescribe or accept.
- 39.3 A notice of meeting may provide for electronic lodgment of proxies where permitted by the Act or the Regulation. A proxy lodged at the electronic address specified in the notice is taken to have been received at the registered office and validated by the Member if there is compliance with the requirements set out in the notice.

## **PART 5 - MISCELLANEOUS**

### **40. Insurance**

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The Association may effect and maintain insurance.

### **41. Funds—source**

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- 41.1 The funds of the Association are to be derived from fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- 41.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's account with a financial institution.
- 41.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **42. Funds—management**

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- 42.1 Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.
- 42.2 All cheques, authorisations for electronic funds transfers, drafts, bills of exchange, promissory notes and other negotiable instruments must be executed in accordance with the delegations of authority approved by the Board and set out in the "Delegation of Authority" document published on the Association's website, as may be amended from time to time.

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**43. Alteration of objects and rules**

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

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**44. Common seal**

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- 44.1 The common seal of the Association must be kept in the custody of the Public Officer.
- 44.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of 2 Members of the Board or of 1 member of the Board and of the Public Officer or Secretary.

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**45. Custody of books**

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

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**46. Inspection of books**

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The records, books and other documents of the Association must be open to inspection, free of charge, by a Member at the registered office of the Association between 9.00am and 4.00pm on any day other than a Saturday, Sunday or public holiday under the *Banks and Bank Holidays Act 1912* (NSW).

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**47. Service of notices**

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- 47.1 For the purpose of these Rules, a notice may be served on or given to a person:
- (a) by delivering it to the person personally;
  - (b) by sending it by pre-paid post to the address of the person; or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 47.2 For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the



transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

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#### **48. Surplus Property**

Unless Part 7 applies at the time, if there is a winding up or cancellation of the incorporation of the Association, the association in which the surplus property of the Association is to vest in accordance with section 53(2) of the Act is another association at least one of whose objects is similar to at least one of the Association's objects.

### **PART 7 – ADDITIONAL RULES APPLICABLE TO CHARITIES**

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#### **49. Application of this Part**

This Part applies where the Association holds an Authority to Fundraise for Charitable Purposes under the *Charitable Fundraising Act 1991* (NSW).

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#### **50. Payment etc of office bearers and members**

A member of the Board must not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth must be given by the Association to any member of the Board except:

- (a) repayment of out-of-pocket expenses;
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and
- (c) reasonable and proper rent for premises let to the Association.

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#### **51. Vacation of office**

Without limiting the operation of rule 23, the office of a member of the Board will become vacant if:

- (a) the member holds an office of profit in the Association; or
- (b) the member is directly or indirectly interested in any contract or proposed contract with the Association.

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#### **52. Surplus property**

At the Annual General Meeting at which these Rules are adopted or the first Annual General Meeting of the Association following adoption of these Rules, the Association must pass a special resolution nominating a charity holding an Authority to Fundraise for Charitable Purposes under the *Charitable Fundraising Act 1991* (NSW) or a charity



exempted from that Act, in which any surplus property of the Association is to be vested in the event of winding up or cancellation of the incorporation of the Association.

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### **53. Notification of Proposed Alteration of Rules**

A proposed alteration of the Rules, including to the statement of objects of the Association, must be notified to the Minister administering the *Charitable Fundraising Act 1991* (NSW), in the manner required by the regulations under that Act.

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### **54. Compliance with Charitable Fundraising Act 1991 (NSW)**

The Association must comply with such of the provisions of the *Charitable Fundraising Act 1991* (NSW) and the regulations thereunder as are applicable to it.

## **PART 8 – TRANSITIONAL ARRANGEMENTS**

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### **55. Previous rules superseded**

These Rules supersede the rules which were taken to be the rules of the Association in force immediately before the adoption of these Rules.

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### **56. Transitional**

- 56.1 Everything done under any previous rules of the Association shall continue to have the same operation and effect after the adoption of these Rules as if properly done under these Rules.
- 56.2 Every member of the Board appointed under the rules in effect immediately before the adoption of these Rules shall be taken to have been appointed in accordance with rule 16 and shall continue to hold office for the unexpired term, subject to these Rules.
- 56.3 At the first Annual General Meeting held after the adoption of these Rules, the Members of the Association must elect:
- (a) 2 members of the Board in accordance with rule 18, who shall hold office subject to these Rules and retire at the second Annual General Meeting following their election; and
  - (b) 2 members of the Board in accordance with rule 18, who shall hold office subject to these Rules and retire at the third Annual General Meeting following their election.
- 56.4 As soon as possible after the first Annual General Meeting following the adoption of these Rules, the members of the Board must appoint:
- (a) 1 member of the Board who shall hold office subject to these Rules and retire at the second Annual General Meeting following their appointment; and

- (b) 1 member of the Board who shall hold office subject to these Rules and retire at the third Annual General Meeting following their appointment.
- 56.5 At each of the second and third Annual General Meetings held after the adoption of these Rules, the Members of the Association shall elect 2 members of the Board in accordance with rule 18, who shall hold office subject to these Rules and retire at the third Annual General Meeting following their election.
- 56.6 As soon as possible after each of the second and third Annual General Meetings following the adoption of these Rules, the members of the Board must appoint 1 member of the Board, who shall hold office subject to these Rules and retire at the third Annual General Meeting following their appointment.

## Appendix 1

(Rule 35.2)

### FORM OF APPOINTMENT OF PROXY

I, of

(full name) (address)

being a member of

(name of incorporated association)

hereby appoint of

(full name of proxy) (address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the day of ,

(month and year)

and at any adjournment of that meeting.

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