



# **Rules of the Australian Badminton Association**

Badminton Australia  
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Badminton Australia is the trading name of the Australian Badminton Association Incorporated

AA 001 3521 W

## RULES OF THE AUSTRALIAN BADMINTON ASSOCIATION

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 As amended at AGM 23/10/94  
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 As amended at AGM 28/10/01  
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 As amended at AGM 26/10/2003  
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**NAME**

- 1 The name of the incorporated association is the “Australian Badminton Association Incorporated”, hereinafter referred to as the "Association".

**INTERPRETATION**

- 2 (1) In these rules, unless the contrary intention appears:

'Board'	Means the Board of Management of the Association.
'Financial Year'	means the year ending on June 30th.
'General Meeting'	means a general meeting of Members convened in accordance with Rules 9(1) and 11(1).
'Member'	means a member of the Association.
'Australia'	includes the whole of the Commonwealth of Australia and all Commonwealth territories.
'The Act'	means the Associations Incorporation Act 1981.
'The Regulations'	means regulations under The Act.
'State Association'	means each of the eight State or Territory Badminton associations which are members of the Australian Badminton Association Incorporated.

- (2) All references in these rules or in the ‘by laws’ to correspondence with the Association, to its officers or Board Members in a formal capacity and to be received by a due date shall be read to mean correspondence that is addressed to and received at the registered address of the National Office of the Association
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the provision of the Acts Interpretations Act 1958, and the Act as in force from time to time.

**TRANSITIONAL PROVISION**

The amendments made to this Constitution will come into effect in accordance with the Act (Victorian Incorporation Act). Upon coming into effect the position of the Secretary and Treasurer or Secretary/Treasurer will change to that of Board Member and notwithstanding the change of office there shall be no change to the date of expiry of the

term of office of the person formally holding the office of Secretary/Treasurer. Where three members will be required to be elected two will be elected for two years and the other, the person who is elected third in the ballot (that is the person elected with the highest tally of the three) will be elected for one year.

## **OBJECTS**

### **3**

- (1) To promote and expand and control the game of badminton throughout Australia, and to participate in any other athletic sports and pastimes.
- (2) To affiliate with the International Badminton Federation, and to represent Australia thereon, and to deal with the badminton associations of the various countries of the world for the advancement and control of badminton in the world.,
- (3) To arrange, sanction, regulate and control Australian championship and matches between individual states and territories, and other matters of whatever nature, over which amateur and non-amateur licensed and professional badminton players are engaged; and to approve and regulate the dates of the various state and territory championships in each year.
- (4) To uphold, maintain, and publish if necessary the Rules and Regulations for the time being in force for the game of badminton, and whether affecting international, interstate or other matches, and to decide all doubtful or disputed questions as to the Rules and Regulations which may arise between Members.
- (5) To do all such acts and things whether solely or in conjunction with any persons or associations or organisations as the Association may in its absolute discretion consider incidental or conducive to the Objects of the Association.
- (6) Authority to Trade:  
The Association is authorised to trade and gives the Board authority to trade on its behalf in accordance with the Victorian Associations Incorporation ACT 1981.
- (7) Source of Funds  
The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

## **MEMBERSHIP**

- 4 (1)** There shall be two classes of membership of the Association:
  - (a) Voting membership comprising the State members and such other members as may be admitted to this class from time to time pursuant to sub clauses (4)

- (b) All financial Members of Clubs and Associations affiliated with Voting Members whose names have been notified to the Association pursuant to Clause 5(3) of these Rules.
- (2) A nomination for Membership of the Association:
    - (a) shall be made in writing in the form set out in Appendix One (1); and
    - (b) shall be lodged with the Board.
  - (3) After receipt of the nomination, the Board shall refer the nomination to the next Annual General Meeting of the Association.
  - (4) Upon a nomination being referred to the Annual General Meeting the Annual General Meeting shall determine whether to approve or to reject the nomination.
  - (5) Upon the nomination being approved by the Annual General Meeting, the Board shall, with as little delay as possible, notify the nominee in writing that it is approved for Membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the first year's annual subscription.
  - (6) The Board shall, upon payment of the sum referred to in sub-clause (5), within the period referred to in that sub-clause, enter the nominee's name in the Register of Members kept by him and, upon the name being so entered, the nominee becomes a Member of the Association.

## **ANNUAL SUBSCRIPTIONS, CAPITATIONS AND LEVIES**

- 5**(1) Each Member shall pay such fees, subscriptions, capitations and levies that are fixed from time to time at Annual General Meetings or meetings called for the purpose of this clause.
- (2) All Members debts or monies owing to the Association shall be paid within six (6) weeks of notification.
- (3) Each Member shall by 31 March of each year, furnish the ABA with a complete list of its registered members/players financial and eligible to play in affiliated clubs and associations comprising First Name, Surname, Sex and DOB or other such indicator identifying age category, Junior, Ordinary or Senior/Veteran and provide monthly updates by the last day of each successive month of any new members/players.

(4) Annual subscriptions are determined as per the following table:-

	<b>2003</b>	<b>2004</b>	<b>2005</b>	<b>2006</b>	<b>2007</b>
<b>ACT</b>	\$2,275	\$2,486	\$2,705	\$2,759	\$2,814
<b>WA</b>	\$9,425	\$9,779	\$10,144	\$10,347	\$10,554
<b>SA</b>	\$5,525	\$5,801	\$6,086	\$6,208	\$8,443
<b>TAS</b>	\$6,825	\$7,127	\$7,439	\$7,588	\$8,443
<b>QLD</b>	\$3,575	\$3,812	\$4,058	\$4,139	\$4,925
<b>NSW</b>	\$4,875	\$5,304	\$5,748	\$7,243	\$9,147
<b>VIC</b>	\$31,850	\$31,161	\$30,432	\$29,661	\$24,625
<b>NT</b>	\$650	\$829	\$1,014	\$1,035	\$1,407
<b>TOT</b>	\$65,000	\$66,300	\$67,626	\$68,979	\$70,358
	<b>\$65,000</b>	<b>\$66,300</b>	<b>\$67,626</b>	<b>\$68,979</b>	<b>\$70,358</b>

\*With the 2003 base amount adjusted each year by the CPI

\*\* AGM 2007 determined that the 2007 allocations base amount for 2008 would be reset to \$82,000 for future Member payments.

- 6** (1) Any Member failing to pay to the Association by June 30 of any year, all subscriptions, capitations and levies or other debts due for that year, shall be:
- (a) ineligible to make any nominations for any positions to be filled at an Annual General Meeting.
  - (b) Ineligible to speak or vote at Annual General Meetings or at any election at those meetings.
  - (c) ineligible to make any proposals for or in the conduct of the Annual General Meeting.
- (2) Any Member may apply to the Association before June 30 of any year to have the time extended within which to pay subscriptions, capitations and levies or other debts due for that year and the Board may agree to such extension if the Board considers special circumstances exist
- (3) Where any outstanding subscriptions, capitations or levies or other debts as in Rule 5 still remain unpaid at the date of the Annual General Meeting, then the Association, at the Annual General Meeting, shall determine any further penalty.

## **REGISTER OF MEMBERS**

- 7** The Board shall keep and maintain a register of Members, in which shall be entered the full name, address, and date of entry of the name of each Member, and the register shall be available for inspection by Members at the address of the Public Officer.

- 8** (1) A Member who has paid all monies due and payable to the Association may resign from the Association by first giving one month's notice in writing to the Board of its intention to resign, and upon the expiration of that period of notice, the Member shall cease to be a Member.
- (2) Upon the expiration of notice given under sub-clause (1), the Board 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) Members may be expelled from the Association only by the resolution of a General Meeting, provided that no Member shall be expelled unless given at least fourteen (14) days previous notice in writing of the intention to move for that expulsion. Such notice shall be sent by Certified Mail and shall invite that Member to attend the Meeting and speak on the motion.

## **ANNUAL GENERAL MEETING**

- 9** (1) (a) The Annual General Meeting of the Association shall be held once in every year during the month of September or October and which shall be vested all the powers of the Association. Notice of the holding of each Annual General Meeting, calling for Agenda items as well as for the regular items of business shall be sent to:
- \*the President \*Board Members \*Life Members, and each Member not fewer than 63 days prior to the date of the Meeting.
- (b) All Agenda items and notices of motions from the President, Board Members, and Member organisations shall be deemed to have been duly given if tendered to the Board in writing not fewer than 35 days prior to the date of the Meeting, and the Board shall send the full Agenda, Annual Report, audited financial statements and proposed budget to all of the above mentioned not fewer than 28 days prior to the date of the Meeting.
- (2) The regular business of the Meeting shall be:
- (a) to confirm the Minutes of the last Annual General Meeting, and other Special General Meetings since that Meeting.
- (b) to receive the Annual Report and a duly audited Statement of Accounts.
- (c) to elect Office Bearers.

- (d) to appoint an Auditor.
  - (e) to fix the annual subscription and all other fees.
  - (f) to determine Honoraria considered appropriate.
  - (g) to review the Development Plan and progress towards implementation of the Plan.
  - (h) to approve programs and budgets for the Association after consideration of recommendations submitted by the Board.
  - (i) to attend to any other business of which notice has been given.
- 10** All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 11** (1) Special General Meetings shall be convened by the Board, or upon the written request of no fewer than two Member organisations.
- (2) At least twenty one (21) days clear notice of such meetings shall be given to the President, Board and Members.
- (3) The Board shall give notice setting out the time, date, and place of the meeting, and the business for which the meeting is called, at least twenty one (21) days prior to the date fixed for each such meeting.
- (4) Voting entitlements for all such meetings shall be as for Annual General Meetings, as listed under Rule 17 of these Rules.

## **PROCEEDINGS AT MEETINGS**

- 12.**(1) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote, is present during the time when the Meeting is considering that item.
- (2) At Annual and Special General Meetings of the Association the presence of delegates representing at least five Member organisations shall represent a quorum.
- (3) If within half an hour after the appointed time for the commencement of a General meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved, and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairman at the time of the adjournment, or by written notice to

Members given before the day to which the Meeting is adjourned) at the same place, and if at the adjourned Meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall be a quorum.

- 13.(1)** The President, or in his absence, an Officer elected by those attending, shall preside as Chairman at each general meeting of the Association.
- 14.(1)** The Chairman of a General Meeting at which a quorum is present may, with the consent of the Meeting, adjourn the Meeting from time to time and place to place, but no business shall be transacted at an adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place.
- (2) Where a Meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned Meeting shall be given as in the case of the General Meeting.
- (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- 15.** A question arising at a General Meeting of the Association shall be determined on a show of hands, and unless before or on the declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or carried by a particular majority, or lost, and 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.
- 16 (1)** Each member shall be represented at all General Meetings by one delegate, appointed by the Member, and holding office from the commencement of the Annual General Meeting following his appointment until the commencement of the Annual General Meeting in the year following.
- (2) Each delegate shall be affiliated to the Member organisation which he represents.
- (3) If any delegate ceases to hold office for any reason during the appointed term, the member appointing him shall proceed forthwith to elect or appoint another person to act in his stead for the balance of the then current year.
- (4) Should any delegate be unable to attend any meeting of the Association, then the Member which such delegate represents may appoint a proxy, in writing, for such meeting, and upon the Association accepting such proxy he shall represent his Member at that meeting,

providing that no Member be represented at an Annual General Meeting by other than one of its own affiliates.

- (5) No delegate shall have the right to vote or speak at any Meeting unless notification of his appointment, signed by the Board of the Member which he represents, is in the hands of the Board before the commencement of the Meeting.

**17** Except for the requirements of Rule 6(1), the voting entitlements at Annual and other Special General Meetings shall be as follows:

- (a) The President, and Board members shall be entitled to attend, speak at, and to move and second motions, and shall be entitled to one deliberative vote at those meetings EXCEPT for the election of Office Bearers, and as specified in Rule 40 hereunder.

- (b) Each of the delegates representing Members shall be entitled to attend, speak at, and to move and second all motions, and shall be entitled to vote as follows at all such meetings of the Association (EXCEPT as specified in Rules 6 and 40 hereto):

\* for election of Office Bearers - one deliberative vote.

\* for all other matters one deliberative vote plus one additional vote for each 2000 certified affiliated members to a maximum of 3 votes

- (c) In the event of voting being tied, the Chairman shall have a casting vote.

## **THE BOARD OF MANAGEMENT**

### **Authority**

**18.(1)** The affairs of the Association shall be managed by a Board, constituted as provided in Rule 19.

- (2) The Board shall, subject to these Rules, direct, manage and control the affairs of the Association, including:

- (a) preparation and economic implementation of policies and programs decided by the Annual General Meeting of the Association.

- (b) the authorisation of expenditure of Association funds as required,

to implement the decisions of the Association, and to progress approved programs.

- (c) authority to nominate suitable candidates for Officers.
- (d) setting up and appointment of all committees required to serve the objectives of the Association, and to monitor their conformation with the policies and by-laws laid down for their operation.
- (e) appointment of all officials required to serve the objectives of the Association, and to monitor their performance in the discharge of their duties.
- (f) disbandment of any committee, and termination of appointment of any committee member or other official as deemed necessary by the Board.
- (g) determination of advice and instruction to be given to Association delegates to the International Badminton Federation, Australian Commonwealth Games Association, Australia Olympic Federation, and Confederation of Australian Sport, and any other organisations.
- (h) continual review of these Rules, and the making of recommendations for changes to such at Annual General Meetings of the Association.
- (i) continual review of the by-laws of the Association, and the effecting changes as necessary for the proper operation of the Association.

### **Conduct of Board Meetings**

- (j) conducting its business by correspondence etc., as required and holding at least two meetings in each year at Association expense.
- (k) attending all Annual and other Special General Meetings of the Association at Association cost, provided that:
  - (i) all meetings of the Board, and the business conducted thereat shall be Conducted in accordance with the by-laws of the Association as to such meetings;
  - (ii) at meetings of the Board three members shall constitute a quorum;

- (iii) At any meeting at which a quorum is not present at any time after the expiration of thirty minutes after the time fixed for the meeting, the Chairman shall adjourn the meeting to such time and place as he shall determine.
  - (iv) Each Board member shall have one deliberative vote on each motion at Board meetings. The Chairman shall also have a casting vote when necessary.
- (3) Written notice of each Board meeting shall be served on each Board member by sending it by pre-paid post, addressed to his usual or last known place of abode at least seven (7) days clear before the date of the meeting.
  - (4) Where a member of the Board is a candidate or nominee for an Association position, which position is to be appointed by the Board, he shall be excluded from the Board meeting during all discussion on that matter, up to and including any voting conducted at that Board meeting, for that position.

### **Composition and Election of the Board**

- 19.** (1) The officers of the Association shall be:
- (a) a President
  - (b) Four Board Members
  - (c) and 2 Board members who do not have a vote under clause 17 (a) at General Meetings
- (2) Subject to Section 23 of the Act, these officers shall constitute the Board of the Association.
  - (3) Each of these officers shall hold office for two years from the date one month after the Annual General Meeting at which he is elected, but is eligible for re-election.
  - (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Board may appoint a person to the vacant office and the person so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.
  - (5) No professional badminton player shall be eligible for election or appointment to any of these positions.
  - (6) (a) No member of a board or management committee (or similar body) of a State Association shall be entitled to hold a position as an officer of the Association.

- (b) Rule 19(6) will become effective from the date of the AGM held in 2009.
- (c) Rules 19(6)(a)-19(6)(b) do not apply to officers who:
  - (i) were elected to office at the 2007 AGM and remain officers of the Association; or
  - (ii) were elected to office on 25 October 2008,
    - who continue to hold that position until the expiration of that term. For the avoidance of doubt, any officer falling under this exemption is not entitled to be re-elected as an officer of the Association when his or her term expires while such officer is a member of a board or management committee (or similar body) of a State Association.

- 20.**(1) Nominations of candidates for election as officers of the Association shall be delivered to the Board not fewer than six weeks before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidate nominated shall be deemed to be elected, and further nominations shall be received at the Annual General Meeting.
  - (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
  - (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
  - (5) The ballot for the election of officers shall be conducted at the Annual General Meeting in such usual and proper manner as set out in the by-laws of the Association.
- 21** For the purposes of the Rules, the office of an officer becomes vacant if the officer:
- (a) ceases to be an affiliate of a Member;
  - (b) becomes bankrupt or otherwise insolvent, or
  - (c) resigns his office by notice in writing given to the Board.

## **PROCEEDINGS OF THE BOARD**

**22** At meetings of the Board:

- a) the President shall preside, or
- b) if the President is absent, one of the remaining members of the Board as may be chosen by the members present shall preside.

### **Administration**

**23.** (1) The Board shall determine procedures for the conduct of the correspondence of the Association and shall be jointly responsible for the proper keeping of all records of the Association, and in particular shall ensure that

- (a) Agreed minutes are kept of all meetings.
- (b) An Annual Report for presentation to the Annual General Meeting in each year is prepared, and
- (c) procedures are in place for the calling of meetings of the Board and Committees in conformity with the Constitution.

(2) Except as otherwise provided in these Rules, the Board shall ensure the safe custody of all books, documents and securities of the Association.

### **Financial**

**24** The Board shall establish formal written procedures and identify a Board Member with the responsibility to ensure the financial and business affairs of the Association are managed in accord with the following :-

- (a) all money received by the Association shall be deposited as soon as practicable and without deduction to the Associations bank account:
- (b) no monies other than petty cash shall be paid out by the Association except by way of cheques, drafts, bills of exchange or other negotiable instruments:
- (c) no cheques shall be drawn on the associations bank account except for the payment of expenditure that has been authorised by the Board:
- (d) all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by Two Members of the Board, or by a Member of the Board and an employee authorised to do so provided that no such cheque being signed in favour of or of direct or indirect benefit to the employee shall be signed by the employee

- (e) cause the Board to be informed at the minimum on a two monthly basis of the financial affairs of the Association through a financial income and expenditure statement fully reconciled to the totality of the Associations bank and travel accounts.
- (f) ensure the accounts and books of the Association are available to Members and Board Members as requested and recognising the geographic spread of the membership provide on request photocopies or original printouts of the relevant records.
- (g) that any money not immediately required for the purposes of the Association shall be invested in;
  - (i) any security approved by the law of any State of the Commonwealth of Australia for the investment of trust funds, or
  - (ii) in loans to any Member upon such terms and conditions as shall from time to time be deemed necessary for the advancement of the sport

## **REMOVAL OF MEMBER OF THE BOARD**

**25** Any such officer may be suspended or removed from office by a motion properly passed at an Annual or other General Meeting of the Association, called following a submission by two Members, or three Board members. Provided that no officer shall be removed from office unless:

- (a) he has, in the opinion of the meeting suspending him or removing him from office, been guilty of misconduct or conduct detrimental to the interests of the Association.

and

- (b) the motion suspending him, or removing him from office, is supported by two thirds of the votes cast, and that at least five Members support the motion.

and

- (c) he shall have been given at least fourteen (14) days previous notice in writing of the intention to move for his suspension from office. Such notice shall be sent by Certified Mail, and shall invite him to attend the Meeting to speak on the motion.

## **OTHER APPOINTMENTS**

## **Life Members**

**26** The Association may, at an Annual General Meeting, appoint an honorary Life Member, in recognition of long and outstanding service to the Association, provided that:

- (a) not more than one honorary Life Member shall be appointed at any Annual General Meeting, and
- (b) a person shall not be appointed an honorary Life Member unless not fewer than two thirds of those present, and entitled to vote shall be in favour of the appointment, and
- (c) that Life Member of the Association shall be entitled to attend and speak at all Annual and other Special general meetings of the Association, but may not vote.

**27** The Board shall immediately following the Annual General Meeting, appoint delegate(s) to the:

Australian Commonwealth Games Association  
International Badminton Federation  
Confederation of Australian Sport  
Australian Olympic Federation  
Oceania Badminton Confederation

## **Vacancies**

**28 (a)** In the case of death, retirement or removal from office of any of these appointments referred to in Clause 27, the Board shall appoint a person to hold that office until the expiration of the term of office of the person so dying, retiring or removed - or until the next Annual General Meeting of the Association, whichever is the earlier. In the case of Honorary Life Members, the office ceases with the death or other relinquishing of the appointment of the Life Member.

## **DELEGATION OF POWERS**

**29. (1)** The Annual and other General Meetings of the Association and the Board may delegate powers to any person or committee, and may withdraw such delegation at any time.

- (2) The President and a Nominated Board Member shall be ex-officio members of all committees.

## **POWERS OF RULES AND BY-LAWS**

- 30.** Every Member and every affiliated person shall be bound by every resolution and act of the Association passed or performed within the powers conferred by these Rules, and by the by-laws made in accordance therewith.
- 31** The Board may amend the By-laws of the Association upon resolution of the Board. Such amendments may only come into effect 60 days after the Board resolution has been conveyed to the Members by registered mail and providing that three members do not before the 60 days have expired advise the Board in writing that at the next General Meeting they move to disallow the amendment whereupon the amendment will lie upon the table until consideration by that General Meeting.
- 31 (1)** Amendment to Anti Doping By Laws are approved when authorised by the board and enter into force on a date specified by the Board.

## **INDEMNITY**

- 32 (1)** All officers and officials of the Association shall be indemnified by the Association at all times against all costs and losses and expenses which any such officer or official may incur or be liable to pay by reason of any contract entered into or act or deed done lawfully by him as such officer or official, or in any way in the discharge of his duties. The amount for which such indemnity is provided shall have priority between Members over all other claims.
- (2) A delegate shall not accept payments or remuneration for any service rendered by him to the Association.
- (3) No officer or official of the Association shall be liable for the accounts, receipts, neglects or defaults of any officer or official, or for joining in any receipt of other act of conformity, or for loss of expense happening to the Association through the insufficiencies or deficiency of the title to any property acquired by the Association, or an account of, or for the insufficiency or deficiency of any securities in or upon which any of the monies of the Association shall be invested, or for the loss or damage arising from bankruptcy, insolvency or wrongful acts of any person with whom any monies, securities or effects shall be deposited, or from any loss, damage or misfortune whatever which shall happen to the execution of the duties of his

office, and in relation thereto, unless the same happens through his won wilful act of default.

## **SEAL**

- 33** (1) The Common seal of the Association shall be kept in the custody of the Board.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Board, and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and the Public Officer of the Association.
- (3) The Board shall keep a record of all documents to which the Seal is affixed.

## **ALTERATION OF RULES**

- 34.** These Rules and Objects may be amended, varied, added to or rescinded wholly or in part by an Annual General Meeting, or by a General Meeting of the Association being called specifically for that purpose, provided that no amendment shall be proposed unless each Member shall have been given at least thirty five days notice in writing of the amendment proposed, and provided that the proposals are supported by at least three quarters of the votes cast, and that at least three quarters of the members support the proposals.

## **NOTICES**

- 35.** (1) A notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post to the Member at the address shown for that Member in the Register of Members.
- (2) Where a document is properly addressed, pre-paid, and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

## **WINDING UP AND CANCELLATION**

- 40.** The winding up of the Association may only be affected as follows:

- (1) By Special General Meeting called for the purpose, following submission of a written proposal written by at least three Members.
- (2) Notice of such Meeting to be circulated by the Board to Members not fewer than thirty five days prior to the date proposed for the Meeting.
- (3) A quorum for such Meeting shall be six (6) Members.
- (4) Each Member shall be entitled to one deliberative vote only on a wind-up and cancellation motion.
- (5) The Board shall be entitled to attend and speak at such Meeting but shall have no vote.
- (6) At least three quarters of the Members shall vote in favour of a winding-up and cancellation for the proposal.
- (7) Following acceptance of the proposal, the Meeting shall appoint an Executor to wind up the affairs of the Association, including the establishment of the basis for the retention of non-realizable assets such as national records etc.
- (8) After the settlement of all liabilities, all assets of the Association shall be realized, and the resultant funds shall be distributed to the Members in proportion to their MEAN registrations over the previous ten years

## **DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

- 41** (1) Subject to these rules, if the Board of Management is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Board of Management may by resolution-
- (a) Fine that member an amount not exceeding \$500; or
  - (b) Suspend that member from membership of the Association for a specified period; or
  - (c) Expel that member from the Association.
- (2) A resolution of the Board of Management under sub-rule (1) does not take effect unless –
- (a) At a meeting held in accordance with sub-clause (3), the Board of Management confirms the resolution; and
  - (b) If the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

- (3) A meeting of the Board of Management to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4) For the purpose of giving notice in accordance with sub-rule (3), The National Executive Director must, as soon as practicable, cause to be given to the member a written notice-
  - (a) Setting out the resolution of the Board of Management and the grounds on which it is based: and
  - (b) Stating that the member, or the member's representative, may address the Board of Management or a sub-committee of the Board of Management at a meeting to be held not earlier than 14 days, and not later than 28 days, after the notice has been given to that member; and
  - (c) Stating the date, time, and place of that meeting; and
  - (d) Informing that member the rights to do one or both of the following-
    - i) Attending the meeting
    - ii) Give to the meeting before the date of the meeting a written statement seeking the revocation of the resolution;
  - (e) Informing the members that, if at that meeting, the Board of Management confirms the resolution, the member may no later than 48 hours after that meeting, give the National Executive Director a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the Board of Management to confirm or revoke a resolution passed under sub-rule (1), the Board of Management must-
  - (a) Give the member, or the members representative, an opportunity to be heard; and
  - (b) Give due consideration to any written statement submitted by the member; and
  - (c) Determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Board of Management, the Board confirms the resolution, the member may, not later than 48 hours after that meeting, give to the National Executive Director a notice to the effect that the member wishes to appeal to the Association in general meeting against the resolution.
- (7) If the National Executive Director receives notice under sub-rule (6), the National Executive Director must notify the Board of Management and the Board must convene a general meeting of the Association to be held within 21 days after the date on which the National Executive Director received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7)-
  - (a) No business other than the question of the appeal may be conducted; and
  - (b) The Board of Management may place before the meeting details of the grounds for the resolution and the reasons for passing of the resolution; and
  - (c) The member, or the member's representative, must be given an opportunity to be heard; and

- (d) The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than half (50%) of the members eligible to vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **DISPUTES AND MEDIATION**

- 42** (1) The grievance procedure set down in this rule applies to disputes under these Rules between\_
- (a) A member and another member; or
  - (b) A member and the Association
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
- (a) A person chosen by agreement between the parties; or
  - (b) Un the absence of agreement-
    - (i). In the case of a dispute between a member and another member, a person appointed by the Board of Management of the Association; or
    - (ii). In the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by the mediation.
- (8) The mediator, in conducting the mediation, must-
- (a). Give the parties to the mediation process 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.
- (9) The mediator must not determine the dispute.

- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise the law.

**END**