



Melbourne Triathlon Club Inc.

Statement of Rules

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**NAME OF INCORPORATED
ASSOCIATION**

Melbourne Triathlon Club Inc.

REGISTERED ADDRESS

PO Box 21340, Little Lonsdale Street
Melbourne, Victoria, 8011

PUBLIC OFFICER

STATEMENT OF RULES

1. Name

The name of the incorporated association is **MELBOURNE TRIATHLON CLUB INC.** (in these Rules called "**the Association**").

2. Purposes

- (1) To promote interest and involvement within the community, in the area of triathlons and similar multi-sport events.
- (2) To create an environment that actively encourages participation in triathlons and similar multi-sport events.
- (3) To provide a means for training triathletes in a competitive and non-competitive environment.
- (4) To actively seek partnerships with other organizations promoting triathlon.
- (5) To do all such other things to promote and further the above objects including organising social activities that are compatible with these purposes.

3. Definitions and Interpretation

- (1) In these Rules, unless the contrary intention appears -

"Act" means the **Associations Incorporation Reform Act 2012 (Vic)**;

"address" in relation to a member of the Association means the email address or facsimile number of such member as recorded in the register of members or in default of any such address the postal address of such member recorded in the register of members;

"committee" means the committee of management of the Association;

"Internet address" means <http://www.melbournetriclub.com> or such other Internet address as shall be decided upon by the committee;

"email" means electronic mail;

"financial year" means the year ending on 30 April;

"general meeting" means a general meeting of members convened in accordance with Rule 14;

"member" means a member of the Association;

"ordinary member of the committee" means a member of the committee who is not an officer of the Association under Rule 23;

"Regulations" means regulations under the Act; and

"relevant documents" has the same meaning as in the Act.

"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.

(2) In these Rules, a reference to the Secretary of the Association is a reference -

(a) if a person holds office under these Rules as Secretary of the Association, to the person; and

(b) in any other case, to the public officer of the Association.

(3) Upon request of a member to the Secretary, a copy of these Rules will be made available for inspection at any reasonable time in accordance with the Act. In addition, a copy of these Rules may be made available in electronic form through the Internet address of the Association.

(4) Words and expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 (Vic) and the Act as in force from time to time.

4. *Alteration of the Rules*

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

5. *Membership, entry fees and subscription*

(1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of any applicable annual subscription payable under these Rules.

(2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at the time but has ceased to be a member) must not be admitted to membership unless -

(a) he or she applies for membership in accordance with sub-rule (3); and

- (b) the admission as a member is approved by the committee.
- (3) An application of a person for membership of the Association must -
 - (a) be made in writing on the membership form set by the committee; and
 - (b) be lodged with the Secretary of the Association; and
 - (c) be accompanied by any applicable annual subscription payable in respect of the current financial year.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- (5) The committee must determine whether to approve or reject the application.
- (6) If the committee approves an application for membership, the Secretary must, as soon as practicable notify the applicant in writing of the approval for membership.
- (7) The Secretary must, within 28 days after the committee approves an application for membership, enter the applicant's name in the register of members.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege, or obligation of a person by reason of the person's membership of the Association -
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of the person's membership whether by death or resignation or otherwise.
- (11) The applicable annual subscription for each type of member is the relevant amount set by the committee in accordance with these Rules and is payable in advance on or before 1 July in each year.
- (12) The ordinary membership of the Association consists of the following types, each of which has the respective qualifications, voting rights, privileges and membership fees set out below:
 - (a) **Individual Members**

Qualifications: Any natural person.

Voting Rights: Full voting rights.

Privileges: Full privileges.

Membership Fee: Annual subscription as set by the committee.

(b) **Social Members**

Qualifications: Any natural person not partaking in Club organized training or racing.

Voting Rights: Full

Privileges: Race day and social privileges.

Membership Fee: Annual subscription as set by the committee.

(c) **Student Members**

Qualifications: Any natural person who is a full time student at a government recognised educational institution.

Voting Rights: Full voting rights.

Privileges: Full privileges.

Membership Fee: Annual subscription as set by the committee.

(d) **Life Members**

Qualifications: Any natural person.

Voting Rights: Full voting rights.

Privileges: Full privileges.

Membership Fee: Life membership fee as set by the committee with no further membership fees payable.

(e) **Honorary Life Members**

Qualifications: Any person being a natural person nominated by the Committee or by the Association in general meeting.

Voting Rights: Full voting rights.

Privileges: Full privileges.

Membership Fee: None payable.

- (13) The Committee may prescribe in writing other types of membership and their qualifications, privileges and membership fees provided that such membership types have no voting rights.

6. Life membership

- (1) The Association may confer life membership upon a member who has rendered substantial, enduring, special and/or extraordinary service or contribution to the Association.
- (2) To be eligible for life membership, a member must:
 - (a) be nominated and seconded by current financial members of the Association; and
 - (b) have been a continuous financial member of the Association for a period of at least 7 years, or a period of less than 7 years if exceptional circumstances are involved.
- (3) The nomination of a member for life membership must be made on the appropriate form as approved by the committee from time to time and must be delivered to the Secretary of the Association before 30 March each year.
- (4) The nomination for life membership is to be considered and determined by the Life Membership Panel which shall consist of the President, Vice-President, the immediate past President and one other current financial member.
- (5) Should a member of the Life Membership Panel:
 - (a) Not be available for the period of consideration;
 - (b) be the subject of the nomination for Life Membership; or
 - (c) be likely to be influenced by a personal relationship with the nominee;

Then that member must be excused and replaced with a suitable financial member of the Association.

- (6) All deliberations of the Life Membership Panel are confidential and the procedure, decision making process and reporting of the panel are to be determined from time to time by the committee.

7. Register of members

- (1) The Secretary must keep and maintain a register of members containing -
 - (a) the name and postal address of each member, and
 - (b) the email address (if any) of each member; and
 - (c) the facsimile number (if any) of each member; and

- (d) the date on which each member's name was entered in the register; and
 - (e) the date to which that member's applicable annual subscription (if any) has been paid; and
 - (f) such other information as the committee prescribes.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

8. *Ceasing membership*

- (1) A member of the Association who has paid all moneys due and payable by the member of the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1) -
- (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.
- (3) A member shall cease to be a member at the expiry of 45 days from the date on which any applicable annual subscription payable by the member becomes due for payment and is not paid in full.

9. *Discipline, suspension and expulsion of members*

- (1) Subject to these Rules, if the committee 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 committee may resolve to -
- (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 committee under sub-rule (1) does not take effect unless -
- (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under the rule, the Association confirms the resolution in accordance with this rule.

- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and no 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 Secretary must, as soon as practicable, cause to be served on the member a written notice -
 - (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and no later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place, and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following -
 - (i) attend the meeting; and
 - (ii) give to the committee before the date for that meeting a written statement seeking the revocation of the resolution; and
 - (e) informing the member that, if at that meeting the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary 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 committee to confirm or revoke a resolution passed under sub-rule (1), the committee must -
 - (a) give the member, or his or her 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 committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a

general meeting of the Association to be held within 21 days after the date on which the Secretary 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 committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her 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 two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

10. Disputes and mediation

- (1) The grievance procedure set out 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 of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then 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) in the absence of agreement -
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee 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 a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by 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 to the dispute 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 or otherwise at law.

11. Annual general meetings

- (1) The committee may determine the date, time and place of the annual general meeting of the Association so long as it is held during each calendar year.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be -
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association and the ordinary members of the committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

12. Special general meeting

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must-
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

13. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the Rules as ordinary business of the annual general meeting, is deemed to be special business.

14. Notice of general meetings

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must

cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

- (2) Notice may be sent to a member under sub-rule (1) -
 - (a) if an email address for the member appears in the register of members, by email;
 - (b) if a facsimile number for the member appears in the register of members, by facsimile transmission; and
 - (c) in all other cases, by pre-paid post to the postal address of the member appearing in the register of members.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing the Secretary of that business, who must include that business in the notice calling the next general meeting.

15. Quorum at general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
 - (a) in the case of a meeting convened upon the request of members the meeting must be dissolved; and
 - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson 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.
- (4) 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 personally present (being not less than 3) shall be a quorum.

16. Presiding at general meetings

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

17. Adjournment of meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 14.
- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment of the business to be conducted at an adjourned meeting.

18. Voting at general meetings

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of any applicable annual subscription payable in respect of the current financial year.

19. Poll at general meeting

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

- (2) A poll that is demanded on the election of a chairperson or on a question of any adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

20. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands -

- (a) a declaration by the Chairperson that a resolution has been -
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) 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, the resolution.

21. Proxies

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

22. Committee of Management

- (1) The affairs of the Association shall be managed by the committee of management.
- (2) The committee -
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and

- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- (3) Subject to the Act, the committee shall consist of -
- (a) the officers of the Association; and
 - (b) a minimum of two (2) and up to ten (10) ordinary members

each of whom shall be elected at the annual general meeting of the Association in each year.

23. Office holders

- (1) The officers of the Association shall be -
 - (a) a President; and
 - (b) a Vice President; and
 - (c) a Treasurer; and
 - (d) a Secretary.
- (2) The provisions of rule 25, so far as they are applicable and with the necessary modifications, apply in relation to the election of persons to any of the offices referred to in sub-rule (1).
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its member to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

24. Ordinary member of the committee

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

25. Election of officers and ordinary committee members

- (1) Nominations of members as candidates for election as officers of the Association or as ordinary members of the committee must be -
 - (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) 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.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

26. Vacancies

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member -

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or
- (c) resigns from office by notice in writing given to the Secretary.

27. Meetings of the committee

- (1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.

- (2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

28. Notice of committee meetings

- (1) Notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted unless a quorum is present.

29. Quorum for committee meetings

- (1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present -
 - (a) in the case of a special meeting, the meeting lapses; and
 - (b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

30. Presiding at committee meetings

At meetings of the committee -

- (a) the President or, in the President's absence, the Vice President presides; or
- (b) if the President and Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

31. Voting at committee meetings

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

- (2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

32. Removal of committee member

- (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

33. Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

34. Funds

- (1) The Treasurer of the Association must -
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditures connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the Association shall be derived from annual subscriptions, donations and other sources as the committee determines.

35. Seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

36. Notice to members

- (1) Where under these Rules a notice is required to be given but such notice is not required to be delivered personally or signed, then the notice may be delivered by being sent by email, facsimile transmission or pre-paid post at the option of the Association.
- (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.
- (3) Where a document is sent to the email address or facsimile number of a member recorded in the register of members the document shall, unless the contrary is proved, be deemed to have been given to the person within 24 hours of its transmission.

37. Resolutions, polls and elections conducted by alternate means

- (1) Any resolution, poll, election, or other business that can be conducted or put at a general meeting can be conducted or put to members in any alternate manner as the committee in its absolute discretion shall decide, including, but not limited to submission of written votes to a returning officer by post or any other form of delivery.
- (2) Where any business of the Association is to be conducted in accordance with rule 37(1), the Secretary shall cause to be sent to each member of the Association at the member's address appearing in the register of members at least 14 days before the date fixed for conclusion of the transaction of that business a notice by pre-paid post:
 - (a) stating the nature of the business to be conducted and the method by which it will be transacted; and

- (b) including any ballot papers, forms or other material necessary for the member to participate in the transaction of the business.
- (3) Any resolution may be put in the form of a negative poll and will be deemed to have been carried unless the required majority of members vote against the resolution to defeat it.

38. *Restriction on distribution of assets*

The assets and income of the Association shall be applied exclusively to the promotion of its objects specified in rule 2 and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

39. *Winding up or dissolution*

In the event of the Association being wound up or dissolved, the amount that remains after such winding up or dissolution and the satisfaction of all debts and liabilities shall be transferred to any association with similar purposes which is not carried on for the profit or gain of its individual members.

40. *Custody and inspection of books and records*

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all records, books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

41. *Member's access to minutes*

- (1) Members of the Association may on request inspect and make copies of the minutes of general meetings of the Association free of charge.
- (2) Members of the Association may request to access the minutes of committee meetings. Upon receiving such a request, the committee may, at its absolute discretion, decide to permit or refuse the request.