

Rules (29 November 2021)

Australian Contaminated Land Consultants Association (Victoria) Inc.

ABN 32 603 120 925

Under the Associations Incorporation Reform Act 2012 (Vic)



Contents

Part 1: Preliminary	1
1 Name.....	1
2 Purposes.....	1
3 Financial year	1
4 Definitions and Interpretation	1
Part 2: Powers of Association	3
5 Powers of Association.....	3
6 Not-for-profit organisation and application of income for purposes only.....	4
Part 3: Members, disciplinary procedures and grievances	4
Division 1: Membership	4
7 Members.....	4
8 Who is eligible to be a Member	5
9 Nomination.....	5
10 Application for Membership	5
11 Consideration of application.....	5
12 New membership.....	5
13 Membership fees	6
14 General obligations, rights and liability of Members	6
15 Rights not transferable	6
16 Membership terms.....	7
17 Ceasing Membership	7
18 Register of Members	8
19 Associate.....	8
Division 2: Disciplinary action	8
20 Grounds for taking disciplinary action.....	8
21 Notice to Member	9
22 Disciplinary decision.....	9
Division 3: Grievance procedure	9
23 Application.....	9
24 Parties must attempt to resolve the dispute	10
25 Appointment of mediator	10
26 Mediation process	10
27 Failure to resolve dispute by mediation.....	11
Part 4: General meetings of the Association	11
28 Annual General Meetings	11
29 Special General Meetings.....	11
30 Special General Meeting held at request of Members	11
31 Notice of General Meetings	12
32 Proxies.....	12
33 Use of technology	13
34 Quorum at General Meetings	13
35 Adjournment of General Meeting	14

36	Chairperson of General Meetings	14
37	Voting at General Meeting	14
38	Special resolutions	15
39	Determining whether resolution carried	15
40	Minutes of General Meeting	15
	Part 5: Committee.....	16
	Division 1: Powers of Committee	16
41	Role and powers.....	16
42	Subcommittees.....	16
43	Advisory Committee	17
	Division 2: Composition of Committee, duties of Committee Members and office-bearers and personnel.....	17
44	Number and composition of the Committee	17
45	General Duties.....	17
46	Chairperson	18
47	Secretary.....	18
48	Treasurer.....	18
49	Personnel.....	19
	Division 3: Election of Committee Members and tenure of office	19
50	Who is eligible to be a Committee Member	19
51	Committee Members elected at Annual General Meeting	20
52	Terms, retirement and service limit of a Committee Member	21
53	Vacation of office.....	22
54	Casual vacancy or additional Committee Member	22
55	Remuneration and Expenses of Committee Member.....	23
	Division 4: Meetings of Committee.....	23
56	Meetings of the Committee.....	23
57	Notice of Committee Meetings.....	23
58	Urgent Committee Meetings	23
59	Procedure and order of business	24
60	Use of technology	24
61	Quorum at Committee Meetings	24
62	Voting.....	24
63	Circular Resolution.....	24
64	Conflict of interest.....	25
65	Minutes of meeting.....	25
66	Leave of absence.....	25
	Part 6: Financial matters	26
67	Source of funds.....	26
68	Management of funds	26
69	Financial statements and records.....	26
	Part 7: General matters.....	27
70	Common seal.....	27
71	Registered address	27

72	Notice requirements.....	27
73	Custody and inspection of books and records	28
74	Winding up and cancellation	29
75	Alteration to these Rules	29
	Schedule 1 - Form of Application for Membership	30
	Schedule 2 - Form of Appointment of Proxy (for General Meetings only).....	32

Rules

Australian Contaminated Land Consultants Association (Victoria)

ABN 32 603 120 925

Part 1: Preliminary

1 Name

The name of the incorporated association is Australian Contaminated Land Consultants Association (Victoria) Incorporated.

2 Purposes

The purposes of the Association are to:

- (a) provide a forum for Members to develop, discuss and respond to issues relating to responsible management of contaminated land across business and jurisdictional boundaries;
- (b) establish and maintain a strong working relationship with regulatory authorities involved in the management of contaminated land;
- (c) assist in the development and maintenance of appropriate industry practices and encourage Members to conform to these practices and standards;
- (d) promote and encourage the open exchange of information between Members, industry, regulators and other relevant stakeholders;
- (e) provide information and awareness of contaminated land management and provision of specialist skills to organisations outside of the Association;
- (f) encourage growth and knowledge of the industry by supporting industry-relevant training, research and other endeavours; and
- (g) otherwise do any act or thing incidental to, or in furtherance of, any of the above purposes.

3 Financial year

The Financial Year of the Association is each period of 12 months ending on [30 June each year].

4 Definitions and Interpretation

4.1 Definitions

In these Rules unless a contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012* (Vic) and includes any regulations made under this legislation.

Annual General Meeting means a meeting of the Members of the Association convened in accordance with clause 28.

Associate is a person defined as such in clause 19.1.

Association means Australian Contaminated Land Consultants Association (Victoria) Incorporated. being an incorporated association described in these Rules.

By-laws means the by-laws made by the Committee in accordance with clause 41.3.

Chairperson, of a General Meeting or Committee Meeting, means the person chairing the meeting under clause 46.1.

Committee means the body comprising the Committee Members which has management of the Association and the role and powers as provided in clause 41 and the Act.

Committee Meeting means a meeting of the Committee held in accordance with these Rules and includes a Disciplinary Appeal Meeting.

Committee Member means a Member of the Committee elected under clause 51.

Disciplinary Meeting means a meeting of the Committee convened for the purposes of clause 21.1(c).

Eligible Incorporated Organisation means an incorporated body corporate or a company (as defined in the *Corporations Act 2001* (Cth) engaged in the Practice.

Executive Officer means a person appointed by the Committee under clause 49.1 to administer the Association.

Financial Year means the 12-month period specified in clause 3.

General Meeting means a meeting of the members of the Association convened in accordance with Part 4 and includes an Annual General Meeting and a Special General Meeting.

Individual means a natural person.

Member means a person who has become a member of the Association under clause 12.

Membership means membership of the Association.

Person means a body corporate as well as an individual.

Practice means professional business of assessment, remediation and management of contaminated lands.

Registrar means the Registrar of Incorporated Associations.

Representative means a person defined as such in clause 14.3.

Secretary has the same meaning set out in section 3 of the Act and is the person appointed in accordance with clause 43(c).

Sole Practitioner means an individual engaged as a sole trader in the Practice.

Special General Meeting has the meaning given by clause 29.1.

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.

4.2 Interpretation

In these Rules unless a contrary intention appears:

- (a) words imputing any gender include all other genders;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a clause is a reference to a clause in these Rules unless otherwise stated;
- (d) a reference to a law includes regulations and instruments made under the law;
- (e) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (f) a reference to a meeting includes a meeting by technology;
- (g) a reference to a person being present in person includes person participating in a meeting as described in clause 4.2(f);
- (h) a reference to a person being present includes a person participating in a meeting in person or through a proxy or a Representative;
- (i) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (j) Australian dollars, dollars, A\$ or \$ is a reference to the lawful currency of Australia.

Part 2: Powers of Association

5 Powers of Association

5.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieving its purposes.

5.2 Without limiting clause 5.1, the Association may:

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;

- (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.
- 5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.
- 6 Not-for-profit organisation and application of income for purposes only**
- 6.1 Without derogating from the prohibition against the Association securing pecuniary profit for Members under the Act, the income and the property of the Association, however derived:
- (a) must be applied solely towards the promotion of the purposes of the Association as set out in clause 2; and
 - (b) may not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.
- 6.2 Clause 6.1 does not prevent payment in good faith to a Member:
- (a) reasonable remuneration for services to the Association in the ordinary course of business;
 - (b) for goods supplied by the Member to the Association in the ordinary course of business;
 - (c) of fair and reasonable interest on money borrowed by the Association in the ordinary course of business from the Member at a rate not exceeding that fixed for the purposes of this clause 6.2(c) by the Association in a General Meeting;
 - (d) of reasonable rent or equivalent payment (including licence fees) for use of premises let by the Member to the Association; or
 - (e) for reimbursement of reasonable out-of-pocket expenses incurred on behalf of the Association.
- 6.3 Clause 6.1 will prevail to the extent of any inconsistency between the Act and clause 6.1.

Part 3: Members, disciplinary procedures and grievances

Division 1: Membership

7 Members

- 7.1 The Association must have at least five Members.
- 7.2 The Members of the Association are:
- (a) the Members as at the date these Rules take effect under section 50(2) of the Act; and
 - (b) any person eligible to be a Member under clause 8.1, who the Committee approves as a Member under clause 11.1, and becomes a Member under clause 12.2.

8 Who is eligible to be a Member

8.1 To be eligible to be a Member, a person must:

- (a) be an Eligible Incorporated Organisation or a Sole Practitioner;
- (b) support the purposes of the Association;
- (c) not be an employee of the Association;
- (d) be nominated in accordance with clause 9.1; and
- (e) agree to be bound by the Code of Practice and these Rules.

8.2 Clause 8.1 does not apply to any person who is a Member on the date these Rules take effect under section 50(2) of the Act, and for as long as that person remains a Member.

9 Nomination

9.1 An applicant for membership must be nominated by an existing Member.

9.2 A Member may only nominate a maximum of three persons for membership in the period between Annual General Meetings.

10 Application for Membership

10.1 To apply to become a Member of the Association, a person must submit a duly completed Membership Application Form to the Secretary.

10.2 The Membership Application Form for membership must be:

- (a) in the form set out in Schedule 1 or in such form as the Committee determines from time to time;
- (b) signed by (or for and on behalf of) the applicant; and
- (c) accompanied by the joining fee if any prescribed by the Committee under clause 13.

11 Consideration of application

11.1 As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.

11.2 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

11.3 If the Committee rejects the application, it must promptly return money (if any) accompanying the application to the applicant.

11.4 No reason need be given for the acceptance or rejection of an application.

12 New membership

12.1 If an application for membership is approved by the Committee:

- (a) the decision to approve the membership application must be recorded in the minutes of the Committee Meeting; and

- (b) the Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the register of Members.

12.2 A person becomes a new Member of the Association and, subject to clause 14, is entitled to exercise their rights of membership from the date the Committee approves the person's membership.

13 Membership fees

- (a) Each Member must pay to the Association a membership fee determined by the Committee from time to time by way of an annual fee or on renewal of membership (under clause 16.2).
- (b) The rights of a Member (including the right to vote) who has not paid the membership fee by the due date are suspended until the fee is paid.

14 General obligations, rights and liability of Members

14.1 Members are bound by the Code of Practice of the Association as adopted by Association from time to time.

14.2 A Member of the Association who is entitled to vote has the right:

- (a) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these Rules;
- (b) to attend and be heard at General Meetings;
- (c) to vote at a General Meeting if more than 10 business days have passed since they became a Member of the Association;
- (d) to have access to the minutes of General Meetings and other documents of the Association as provided under clause 73; and
- (e) to inspect the register of Members in accordance with clause 73.

14.3 A Member who is a Sole Practitioner may, and a Member who is an Eligible Incorporated Organisation must, appoint a person who is a current employee as its representative (the **Representative**) by providing written notice to the Secretary and where there is a Representative for a Member, the Representative may act for and on behalf of the Member in respect of all matters under these Rules, including exercising all the rights of the Member under clause 14.2.

14.4 Where a Member's membership is suspended for any reason, the Member may not exercise any right of a Member (including the right to vote).

14.5 The liability of a Member to contribute toward 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 amounts payable by the Member under clause 13 (if any).

14.6 The Association shall reimburse a Member, who with the authority of the Committee, incurs any debt or other liability on behalf of the Association.

15 Rights not transferable

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

16 Membership terms

- 16.1 From the date these Rules take effect under section 50(2) of the Act, each Member is admitted for rolling terms of 12 months each. 13(a)
- 16.2 At the end of each term of membership, each Member may, subject to clause 16.3, renew its membership by paying the annual membership fee under clause 13(a) and confirm in writing that the Member remains eligible under clause 8.1 (including being bound by these Rules and the Code of Practice).
- 16.3 The Committee may require a Member to reapply in full for membership at the end of each term of Membership or at any other time if:
- (a) the Member changes their name or ownership structure;
 - (b) the Member changes more than 50% of their technical review staff over the previous 12 month period; or
 - (c) the Member's membership was ceased in the preceding 12 months under clause 17.

17 Ceasing Membership

- 17.1 A Member ceases to be a Member on:
- (a) resignation by written notice to the Secretary having immediate effect or with effect from a specified in the notice;
 - (b) failing to pay any membership fee that may be prescribed by the Committee from time to time within 6 months after the fee was due and payable;
 - (c) ceasing to meet the eligibility criteria in clause 8.1;
 - (d) becoming bankrupt or insolvent or making an arrangement or composition with creditors of a person's joint or separate estate generally;
 - (e) the Committee making a disciplinary decision to expel a Member under Division 2;
 - (f) the expiry of the term of membership under clause 16.1, unless the Member had applied for and been readmitted as a Member for the following term as contemplated in clause 16.2;
 - (g) failing to provide confirmation within 3 months of receiving a written request from the Secretary to confirm that they wish to remain a Member; or
 - (h) where the Member is an individual:
 - (i) the Member becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law related to mental health;
 - (ii) death of the Member.
- 17.2 If a Member ceases to be a Member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of Members.

18 Register of Members

- 18.1 The Secretary must keep and maintain a register of Members that includes:
- (a) for each current Member:
 - (i) the Member's name;
 - (ii) the name of the Member's Representative (if any);
 - (iii) the address for notice last given by the Member;
 - (iv) an alternate address for service of notice (such as an email address);
 - (v) the date of becoming a Member; and
 - (vi) any other information determined by the Committee,
 - (b) for each former Member, the date of ceasing to be a Member.
- 18.2 Any Member may, at a reasonable time determined by the Committee and free of charge, inspect the register of Members in accordance with clause 73.

19 Associate

- 19.1 The Committee may approve a person to be an associate of the Association (**Associate**) to an individual who:
- (a) are not employed by a Member of the Association;
 - (b) support the purposes of the Association; and
 - (c) agree to be bound by these Rules.
- 19.2 The term of an associateship is a maximum of 12 months, and may be terminated at any time without reason by the Committee.
- 19.3 The Associate may participate in the activities of the Association for the purposes of training and professional development.
- 19.4 An individual may apply (or re-apply) to be an Associate in writing to the Secretary or Executive Officer.
- 19.5 The Committee may amend the conditions of associateship, including the requirement for the payment of a fee, from time to time.

Division 2: Disciplinary action

20 Grounds for taking disciplinary action

- 20.1 Disciplinary action may be taken against a member in accordance with this Division if the Committee is satisfied that the member:
- (a) refuses or neglects to comply with these Rules or any applicable By-laws made by the Committee;
 - (b) refuses to support the purposes in clause 2;

- (c) has engaged in conduct which in the opinion of the Committee is contrary to the purposes of the Association; or
- (d) has engaged in conduct which in the opinion of the Committee is unbecoming of the Member or prejudicial to the interests of the Association.

21 Notice to Member

- 21.1 Before disciplinary action is taken against a Member, the Secretary and/or Executive Officer must give written notice to the Member:
- (a) stating that the Committee is satisfied that there is sufficient ground for taking disciplinary action against the Member and proposes that the Committee takes disciplinary action against the Member;
 - (b) stating the grounds for the proposed disciplinary action;
 - (c) specifying the date, place and time of the meeting at which the disciplinary action will be considered (**Disciplinary Meeting**); and
 - (d) advising the Member that they may do one or both of the following:
 - (i) attend the Disciplinary Meeting and address the Committee at that meeting; and
 - (ii) give a written statement to the Committee at any time before the Disciplinary Meeting.
- 21.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

22 Disciplinary decision

- 22.1 At the Disciplinary Meeting, the Committee must:
- (a) give the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by the Member which shall include a statement submitted by a professional advisor acting on behalf of the Member.
- 22.2 After complying with clause 22.1, the Committee may in its absolute discretion take any reasonable action against the Member including but not limited to:
- (a) taking no further action against the Member;
 - (b) reprimanding the Member;
 - (c) suspending membership of the Member for a specified period; or
 - (d) expelling the Member from the Association.

Division 3: Grievance procedure

23 Application

- 23.1 The grievance procedure set out in this Division applies to disputes, whether arising out of the application of these Rules, the By-laws or otherwise, between:

- (a) a Member and another Member;
- (b) a Member and the Committee; or
- (c) a Member and the Association.

23.2 A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary action until the steps for dealing with the disciplinary action as set out in clause 22 have been completed.

24 Parties must attempt to resolve the dispute

24.1 Prior to the commencement of any proceedings in a Court or Tribunal or before any authority or board, either party must notify the other in writing of the nature of the dispute.

24.2 The parties to a dispute must use their best endeavours to resolve the dispute between themselves within 14 days of the notice under clause 24.1 being delivered to the relevant person(s).

25 Appointment of mediator

25.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 24.2, the parties must within 10 days:

- (a) notify the Committee of the dispute;
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

25.2 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) if the dispute is between a Member and another Member, a person appointed by the Committee; or
 - (ii) if the dispute is between a Member and the Committee or the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria or a similar body.

25.3 A mediator appointed by the Committee may be associated with a Member or former Member of the Association but in any case, must not be a person who:

- (a) has a personal interest in the dispute; or
- (b) is actually or perceived to be biased in favour of or against any party.

25.4 The costs of mediation must be shared equally between the parties.

26 Mediation process

26.1 The mediator, in conducting the mediation, must:

- (a) give each party every opportunity to be heard;

- (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.
- 26.2 The mediator must not determine the dispute.

27 Failure to resolve dispute by mediation

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

Part 4: General meetings of the Association

28 Annual General Meetings

- 28.1 The Committee must convene an Annual General Meeting of the Association to be held within 5 months after the end of each Financial Year.
- 28.2 The Committee will determine the date, time and place of the Annual General Meeting.
- 28.3 The ordinary business of the Annual General Meeting are as follows:
- (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
 - (b) to receive and consider:
 - (i) the annual report of the Committee on the activities of the Association during the preceding Financial Year; and
 - (ii) the financial statements of the Association for the preceding Financial Year submitted by the Committee in accordance with Part 7 of the Act; and
 - (c) to elect the Committee Members.
- 28.4 The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

29 Special General Meetings

- 29.1 Any General Meeting of the Association, other than an Annual General Meeting, is a Special General Meeting.
- 29.2 The Committee may convene a Special General Meeting whenever it thinks fit.
- 29.3 No business other than that set out in the notice under clause 31 may be conducted at the Special General Meeting.

30 Special General Meeting held at request of Members

- 30.1 The Committee must convene a Special General Meeting if a request to do so is made in accordance with clause 30.2 by at least 20% of the total number of Members entitled to vote at a Special General Meeting (determined on the day prior to the relevant notice of meeting), whichever is greater.

- 30.2 A request for a Special General Meeting must:
- (a) be in writing;
 - (b) state the business to be considered at the meeting and any resolutions to be proposed;
 - (c) include the names and signatures of the Members requesting the meeting; and
 - (d) be given to the Secretary and/or Executive Officer.
- 30.3 If the Committee does not convene a Special General Meeting within one month after the date on which the request is made, the Members making the request may convene the Special General Meeting.
- 30.4 A Special General Meeting convened by Members under clause 30.3:
- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- 30.5 The Association must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under clause 30.3.

31 Notice of General Meetings

- 31.1 The Secretary and/or Executive Officer (or, in the case of a Special General Meeting convened under clause 30.3, the Members convening the meeting) must give to each Member:
- (a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a General Meeting in any other case.
- 31.2 The notice must:
- (a) specify the date, time and place of the meeting;
 - (b) indicate the general nature of each item of business to be considered at the meeting;
 - (c) if a Special Resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a Special Resolution; and
 - (d) comply with clause 32.6.

32 Proxies

- 32.1 A Member may appoint another Member as their proxy to vote and speak on their behalf at a General Meeting.
- 32.2 A Member, other than the Chairperson of the General Meeting, may hold a maximum of three proxies.

- 32.3 The instrument appointing a proxy must be in writing and signed by the Member making the appointment.
- 32.4 The instrument appointing a proxy must be substantially in the form set out in Schedule 2 to these Rules or in such form as the Committee determines from time to time and signed by the Member making the appointment.
- 32.5 The Member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the Member in any manner as they see fit.
- 32.6 Notice of a General Meeting given to a Member under clause 31 must:
- (a) state that the Member may appoint another Member as a proxy for the meeting; and
 - (b) include a copy the instrument appointing a proxy in the form set out in Schedule 2 or in such form as the Committee determines from time to time.
- 32.7 A form appointing a proxy must be given to the Secretary and/or Executive Officer not less than 48 hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll. Documents received after this time will not be treated as valid.

33 Use of technology

- 33.1 The Association may hold its General Meetings, or permit Members to take part in its General Meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member, and to have reasonable opportunity to participate including to vote at the meeting.
- 33.2 A Member who participates in a General Meeting in a manner permitted under clause 33.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

34 Quorum at General Meetings

- 34.1 No business may be conducted at a General Meeting unless a quorum of Members entitled to vote is present.
- 34.2 The quorum for a General Meeting is 20% of Members entitled to vote.
- 34.3 In determining whether a quorum is present, each person attending as a proxy appointed under clause 32.1 is to be counted, except that where a person is attending both as a Member and a proxy, that person is to be counted only once.
- 34.4 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
- (a) in the case of a meeting convened by, or at the request of, Members under clause 30, the meeting must be dissolved;
 - (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

- (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.

34.5 If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under clause 34.4(b), the Members present at the meeting (if not fewer than ~~three~~ five) may proceed with the business of the meeting as if a quorum were present.

35 Adjournment of General Meeting

35.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time or day at the same place or at another place.

35.2 Without limiting clause 35.1, a meeting may be adjourned:

- (a) if there is insufficient time to deal with the business at hand; or
- (b) to give the Members more time to consider an item of business.

35.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned unless consented to by the Members in attendance.

35.4 Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause 31.

36 Chairperson of General Meetings

36.1 Subject to clause 46.2, the President is the Chairperson for any General Meeting and for any Committee Meeting.

36.2 If a General Meeting is held and the President is unable or unwilling to act then the following persons may preside as chairperson of the meeting (in order of precedence):

- (a) the Vice President; or
- (b) a Committee Member or Representative of a Member elected by the Members present in person to preside as chairperson of the meeting.

37 Voting at General Meeting

37.1 On any question arising at a General Meeting:

- (a) subject to clause 37.3, each Member who is entitled to vote has one vote;
- (b) Members may vote:
 - (i) personally, or where they have appointed a Representative, via their Representative; or
 - (ii) by proxy; and
- (c) except in the case of a Special Resolution, the question must be decided on a majority of votes.

37.2 If there is an equality of votes on a question, either on a show of hands or on a poll, then the Chairperson of the meeting is not entitled to a casting vote in addition to any votes to which the Chairperson is entitled as a Member or proxy, and consequently the resolution fails.

37.3 If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.

38 Special resolutions

A Special Resolution is passed if not less than three quarters of the Members voting at a General Meeting (whether in person or via their Representative or by proxy) vote in favour of the resolution.

39 Determining whether resolution carried

39.1 Subject to clause 39.2, the Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been:

- (a) carried (whether unanimously or by a particular majority); or
- (b) lost,

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

39.2 If a poll (where votes are cast in writing) is demanded by the Chairperson or three or more Members on any question:

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the General Meeting; and
- (b) the Chairperson of the General Meeting must declare the result of the resolution on the basis of the poll.

39.3 A poll demanded on the election of a Committee Member or on a question of an adjournment must be taken immediately.

39.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson of the General Meeting.

40 Minutes of General Meeting

40.1 The Committee must ensure that minutes are taken and kept of each General Meeting.

40.2 The minutes of each General Meeting must record:

- (a) the names of the Members attending the meeting;
- (b) the business considered at the meeting;
- (c) a list of those Members who provided proxy forms to the Secretary and/or Executive Officer under clause 32.7;
- (d) any resolution which is put to the meeting; and
- (e) the decision or resolution of the Members (including whether the resolution is or is not carried).

- 40.3 In addition, the minutes of each Annual General Meeting must include:
- (a) the financial statements submitted to the Members in accordance with clause 28.3(b)(ii);
 - (b) the certificate signed by two Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (c) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

Part 5: Committee

Division 1: Powers of Committee

41 Role and powers

- 41.1 The business of the Association must be managed by or under the direction of the Committee and the Committee has the power to perform all such acts, and do all such things, as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.
- 41.2 The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by General Meetings of the Members.
- 41.3 Without limiting clause 41.2:
- (a) subject to these Rules, the Committee may from time to time by resolution make and rescind or alter By-laws which are binding on Members for the management and conduct of the business of the Association; and
 - (b) the Committee shall have authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association on which these Rules are silent.
- 41.4 The Committee may delegate any of its powers to any Committee Member as the Committee thinks fit and may revoke the delegation at any time.

42 Subcommittees

- 42.1 The Committee may appoint one or more subcommittees comprising Members who are Sole Practitioners, employees of Members as the Committee thinks fit (provided that one member of the subcommittee must be a Committee Member).
- 42.2 The Committee may delegate any of its powers to a subcommittee as the Committee think fit and may revoke the delegation at any time.
- 42.3 The Committee's delegation to each subcommittee must be in writing and may be subject to the terms (including conditions and limitations) the Committee considers appropriate.
- 42.4 A subcommittee to which any powers have been delegated under clause 42.2 must exercise those powers:

- (a) in accordance with the terms and any directions of the Committee; and
- (b) so as to be concurrent with, or to the exclusion of, the powers of the Committee, and a power so exercised is taken to have been exercised by the Committee.

43 Advisory Committee

- 43.1 The Committee may establish one or more advisory committees comprising Members who are Sole Practitioners, employees or Representatives of Members and Committee Members).
- 43.2 The functions, duties and powers of the advisory committee are limited to advising the Committee on one or more specific matter and an advisory committee may not make decisions on behalf of the Committee.

Division 2: Composition of Committee, duties of Committee Members and office-bearers and personnel

44 Number and composition of the Committee

- (a) The Committee consists of Committee Members elected by the Members comprising:
 - (i) Office-bearers of the Association:
 - (A) a President;
 - (B) a Vice President;
 - (C) a Secretary; and
 - (D) a Treasurer.and,
 - (ii) 3 ordinary Committee Members.
- (b) The number of Committee Members must be such number between 5 and 9 as the Members determine. In the absence of any such determination, the number of Committee Members will be 8.
- (c) Notwithstanding clause 44(a) and in addition to the number of Committee Members in clause 44(b), the immediate past President (the person who held the office of President immediately before the most recently elected President of the Association) is a non-voting member of the Committee. This non-voting position exists to assist with transition of leadership of the Association, with the immediate past president providing continuity to the Committee.

45 General Duties

- 45.1 As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with these Rules and relevant laws, in particular those applicable to the Association as an incorporated association (including the Act).
- 45.2 The Committee is collectively responsible for ensuring that the Association complies with applicable laws and that each Committee Member complies with these Rules.
- 45.3 Committee Members must exercise their powers and discharge their duties:

- (a) with reasonable care and diligence;
 - (b) in good faith in the best interests of the Association; and
 - (c) for a proper purpose.
- 45.4 Committee Members must not make improper use of:
- (a) their position; or
 - (b) information acquired by virtue of holding their position–
- so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- 45.5 In addition to any duties imposed by these Rules, a Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting.

46 Chairperson

- 46.1 Subject to clause 46.2, the President is the Chairperson for any General Meeting and for any Committee Meeting.
- 46.2 If the President is absent, or unable to preside at a relevant meeting, the chairperson of the meeting must be:
- (a) in the case of a General Meeting, a Member elected by the other Members present; or
 - (b) in the case of a Committee Meeting, a Committee Member elected by the other Committee Members present.

47 Secretary

- 47.1 There must be at least one Secretary.
- 47.2 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 47.3 The Secretary must:
- (a) maintain the register of Members in accordance with clause 18;
 - (b) keep custody of the common seal (if any) of the Association;
 - (c) subject to clause 73.3, provide Members with access to the register of Members, the minutes of General Meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- 47.4 The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

48 Treasurer

- 48.1 The Treasurer must:
- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;

- (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt;
 - (c) make any payments authorised by the Committee or by a General Meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 Committee Members.
- 48.2 The Treasurer must:
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the Annual General Meeting of the Association.
- 48.3 The Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records of the Association.

49 Personnel

- 49.1 The Committee may appoint an Executive Officer of the Association on such terms and conditions (including as to remuneration) as the Committee thinks fit to carry out such tasks and responsibilities as may be determined by the Committee and the Committee may delegate any of their powers to the Executive Officer:
- (a) on the terms and subject to any restrictions they decide; and
 - (b) so as to be concurrent with, or to the exclusion of, the powers of the Committee, and may revoke the delegation at any time.
- 49.2 The Committee may require that its prior approval is obtained in relation to the appointment of personnel to certain positions in the management of the Association.
- 49.3 The Executive Officer and other personnel of the Association may be invited to attend any Committee Meetings, but may not hold the office of a Committee Member and is not entitled to vote.

Division 3: Election of Committee Members and tenure of office

50 Who is eligible to be a Committee Member

- 50.1 A person is eligible to be elected or appointed as a Committee Member if the person:
- (a) is 18 years or over;
 - (b) is one of the following:
 - (i) a Sole Practitioner who is a Member entitled to vote at a General Meeting;
 - (ii) an employee or the Representative (as defined in clause 14.3) of a Sole Practitioner who is a Member entitled to vote at a General Meeting; or

- (iii) an employee or the Representative of an Eligible Incorporated Organisation which is a Member entitled to vote at a General Meeting.

51 Committee Members elected at Annual General Meeting

- 51.1 The Members may, at an Annual General Meeting at which a:
- (a) Committee Member retires or otherwise vacates office; or
 - (b) a vacancy exists by operation of clause 53 or otherwise,
- by resolution fill the vacated office by electing a person to that office.
- 51.2 Prior to the election of a Committee Member at an Annual General Meeting, the Chairperson of the Annual General Meeting must call for nominations to fill that position.
- 51.3 An eligible Member of the Association may stand for election as a Committee Member provided:
- (a) they are nominated by two Members ; and
 - (b) has provided written consent to stand for election.
- 51.4 Where a person is seeking election or re-election as a Committee Member, their signed consent and nomination must be provided to the Committee at least 14days (or such other period as determined by the Committee Members) before the date fixed for the holding of the Annual General Meeting.
- 51.5 If the number of nominations received for the office of Committee Member:
- (a) is equal to the number of vacancies to be filled, the persons nominated are taken to be elected; and
 - (b) is less then the number of vacancies to be filled, the persons nominated are taken to be elected and remaining vacancies will be considered to be casual vacancies.
- 51.6 If the number of nominations received exceed the number of vacancies to be filled, a ballot will be required and the following shall apply:
- (a) The Chairperson must appoint a person (who must not be a person standing for election) to act as returning officer to conduct the ballot.
 - (b) Before the ballot is taken, each person standing for election may make a short speech in support of their election.
 - (c) The election must be by secret ballot.
 - (d) The returning officer must give a blank piece of paper to each Member present in person or each proxy appointed by a Member and:
 - (i) If the ballot is for a single position, the voter must write on the ballot paper the name of the person for whom they wish to vote.
 - (ii) If the ballot is for more than one position:
 - (A) the voter must write on the ballot paper the name of each person for whom they wish to vote; and

- (B) the voter must not write the names of more candidates than the number to be elected.
- (e) Ballot papers that do not comply with clause 51.6(d) are not to be counted.
- (f) Each ballot paper on which the name of a person has been written counts as one vote for that person.
- (g) The returning officer must declare elected the person or, in the case of an election for more than one position, the persons who received the most votes.
- (h) If the returning officer is unable to declare the result of an election because 2 or more candidates received the same number of votes, the returning officer must:
 - (i) conduct a further election for the position in accordance with this clause 51.5 to decide which of those persons is to be elected; or
 - (ii) with the agreement of those persons standing for election, decide by lot which of them is to be elected.

52 Terms, retirement and service limit of a Committee Member

- 52.1 Subject to clauses 52.4 and 52.5, a Committee Member is elected for a term of:
- (a) in the case of office bearers: 1 year; and
 - (b) in the case of ordinary Committee Members: 2 years.
- 52.2 Subject to clause 52.3, at each Annual General Meeting, any Committee Member who has held office for 2 years or more since last being elected, must retire from office but subject to clause 52.3 is eligible to stand for re-election. A retiring Committee Member holds office until the conclusion of the meeting at which that Committee Member retires.
- 52.3 Subject to clause 50, a Committee Member may seek re-election as a Committee Member on 4 occasions provided that:
- (a) the Committee Member's period of continuous service to the Association does not exceed a period of 7 years, excluding any period of service under clause 53; and
 - (b) the other Committee Members have formed the view that the Committee Member's capabilities and expertise continue to be relevant for the Committee for the following term of 2 years.
- 52.4 The Members may by ordinary resolution increase or decrease the period of time for which a Committee Member holds office under clause 52.1.
- 52.5 The Members may, at a General Meeting, by Special Resolution remove any Committee Member before the expiration of that Committee Member's period of office, and elect an eligible Member to fill the vacant position in accordance with this Division.
- 52.6 A Member who is the subject of a proposed Special Resolution under clause 52.5 may make representations in writing to the Secretary and/or Executive Officer (not exceeding a reasonable length) before the General Meeting at which the Special Resolution is to be proposed and may request that the representations be provided to the Members and the Secretary and/or Executive Officer must give a copy of the representations to each

Member or, if they are not so given, the Committee Member may require that they be read out at the meeting before the Special Resolution is proposed.

53 Vacation of office

- 53.1 A Committee Member may resign from the Committee by written notice addressed to the Committee and their office becomes vacant from the date specified in the notice.
- 53.2 A Committee Member ceases to be a Committee Member, and their office becomes vacant, if the Committee Member:
- (a) ceases to be eligible under clause 50 (unless clause 54.5 applies);
 - (b) fails to attend 3 consecutive Committee Meetings (other than special or urgent Committee Meetings) without leave of absence under clause 66;
 - (c) dies;
 - (d) becomes an insolvent under administration; or
 - (e) becomes a represented person within the meaning of the *Guardianship and Administration Act 2019* (Vic);
 - (f) is disqualified from managing corporations under Part 2D.6 of the *Corporations Act 2001* (Cth);
 - (g) is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth);
 - (h) is disqualified from managing co-operatives under Division 2 of Part 3.1 of the *Co-operatives National Law* (Victoria);
 - (i) in the case of the Secretary of the association, the Secretary ceases to reside in Australia;
 - (j) a statutory manager is appointed under section 116 of the Act to conduct the affairs of the Association; and
 - (k) becomes prohibited, disqualified or removed from being a Committee Member by reason of any order of any court of competent jurisdiction or regulator.

54 Casual vacancy or additional Committee Member

- 54.1 The Committee may appoint any person meeting the requirements of clause 50 to fill a position on the Committee that:
- (a) has become vacant under clause 53;
 - (b) was not filled at the last election for Committee Members; or
 - (c) as an addition to the existing Committee Members, provided the total number of Committee Member does not exceed the number determined in clause 44(b).
- 54.2 If the position of Secretary becomes vacant, the Committee must appoint a Member to the position within 14 days after the vacancy arises.

- 54.3 A Committee Member appointed under clause 54.1 holds office until the conclusion of the next Annual General Meeting but is eligible for election at that meeting if they meet the requirements under clause 52.3.
- 54.4 The Committee may continue to act despite any vacancy in its membership.
- 54.5 In the event a Committee Member changes employment and ceases to be eligible under clause 50.1(b)(ii) or clause 50.1(b)(iii), the Committee may, with the approval of the relevant Member, resolve to allow the Committee Member to continue on the Committee in a non-voting capacity until the next Annual General Meeting in order to maintain continuity.

55 Remuneration and Expenses of Committee Member

- 55.1 The Committee Members must not be paid any remuneration for their services as Committee Members.
- 55.2 A Committee Member is entitled to be reimbursed out of the funds of the Association for such reasonable travelling, accommodation and other expenses as the Committee Member may incur when travelling to or from meetings of the Committee or a committee of the Committee or when otherwise engaged on the business of the Association. Any payment to a Committee Member must be approved by the Committee (whether within a policy approved by the Committee or by a specific resolution of the Committee).

Division 4: Meetings of Committee

56 Meetings of the Committee

- 56.1 The Committee must meet at least [four] times in each year at the dates, times and places determined by the Committee.
- 56.2 Special Committee Meetings may be convened by the Chairperson or by any 2 Committee Members.

57 Notice of Committee Meetings

- 57.1 Subject to clause 58, notice of each Committee Meeting must be given to each Committee Member no later than 7 days before the date of the meeting.
- 57.2 Notice may be given of more than one Committee Meeting at the same time.
- 57.3 The notice must state the date, time and place of the meeting.
- 57.4 If a special Committee Meeting is convened, the notice must include the general nature of the business to be conducted.
- 57.5 The only business that may be conducted at the meeting is the business for which the meeting is convened unless the Committee determines otherwise.

58 Urgent Committee Meetings

- 58.1 In cases of urgency, a meeting can be held without notice being given in accordance with clause 57.1 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.

- 58.2 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened unless the Committee determines otherwise.

59 Procedure and order of business

- 59.1 The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- 59.2 The order of business may be determined by the Committee Members present at the meeting.

60 Use of technology

- 60.1 The Committee may hold meetings, or permit Committee Members to participate in meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member, and to have reasonable opportunity to participate including to vote at the meeting.
- 60.2 A Committee Member who participates in a Committee Meeting in a manner permitted under clause 60.1 is taken to be present at the meeting.

61 Quorum at Committee Meetings

- 61.1 No business may be conducted at a Committee Meeting unless a quorum is present.
- 61.2 The quorum for a Committee Meeting is the presence of a majority of the Committee Members.
- 61.3 If a quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting, the meeting must be adjourned to a time, date and place to be decided by the Committee and notice of the time, date and place to which the meeting is adjourned must be given in accordance with clause 57.

62 Voting

- 62.1 On any question arising at a Committee Meeting, each Committee Member present at the meeting has one vote.
- 62.2 In a meeting of the Committee, a decision (including the carriage of a motion or a resolution and response to a question) is made if a majority of Committee Members present at the meeting vote in favour of the resolution.
- 62.3 If votes are divided equally on a question, the Chairperson does not have a second or casting vote, and consequently the question will not be addressed].
- 62.4 Voting by proxy at a Committee Meeting is not permitted.

63 Circular Resolution

- 63.1 The Committee Members may pass a resolution without a Committee Meeting being held in the manner set out in this clause 63.
- 63.2 A circular resolution is passed if each Committee Member entitled to vote on the resolution:
- (a) signs a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for

signing by Committee Members if the wording of the resolution and statement is identical in each copy; or

- (b) sends an email to the Association confirming that they agree to the proposed resolution, and that email includes the text of the proposed resolution.

63.3 The resolution is passed when the last Committee Member signs.

64 Conflict of interest

64.1 A Committee Member who has an actual or perceived material personal interest in a matter being considered at a Committee Meeting must disclose the nature and extent of that interest to the Committee.

64.2 Each Committee Member who has a material personal interest in a matter that is being considered at a Committee Meeting must not, except as provided under clause 64.3:

- (a) be provided with information about the matter other than to the extent necessary to enable the Committee Member to decide if they have a material personal interest in the matter;
- (b) be present while the matter is being considered; and
- (c) vote on the matter.

64.3 Clause 64.2 does not apply to a material personal interest that:

- (a) exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
- (b) the Committee Member has in common with all, or a substantial proportion of, the Members.

65 Minutes of meeting

65.1 The Committee must ensure that minutes are taken and kept of each Committee Meeting.

65.2 The minutes must record the following:

- (a) the names of the Members in attendance at the meeting;
- (b) the business considered at the meeting;
- (c) decisions made and any resolution on which a vote is taken and the result of the vote; and
- (d) any actual or perceived material personal interest disclosed under clause 64.

66 Leave of absence

66.1 The Committee may grant a Committee Member leave of absence from Committee Meetings for a period not exceeding 3 months.

66.2 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

Part 6: Financial matters

67 Source of funds

The funds of the Association may be derived from membership fees, course fees, event fees, sponsorships, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

68 Management of funds

- 68.1 The funds of the Association are to be used in pursuance of the purposes of the Association in such manner as the Committee determines.
- 68.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of an account of the Association with an Australian financial institution approved by the Committee.
- 68.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 68.4 The Committee may approve expenditure on behalf of the Association.
- 68.5 All cheques, drafts, bills of exchange, promissory notes and other payments must be signed by any 2 Committee Members and/or 2 other persons authorised to do so by the Committee from time to time.

69 Financial statements and records

- 69.1 The Committee must cause proper financial records to be kept in accordance with the Act and, if required by a law, regulation or guideline applicable to the Association or otherwise considered by the Committee to be appropriate, cause the accounts of the Association to be audited or reviewed and financial statements to be prepared accordingly.
- 69.2 Without limiting clause 69.1, those requirements include:
- (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the Annual General Meeting of the Association; and
 - (e) where applicable, the lodgement with the relevant authority (in particular the Registrar).
- 69.3 The Association must retain the financial records for a minimum of 7 years after the transactions covered by the records are completed.¹

¹ Financial records should be retained for a minimum of 7 years. In some circumstances records must be retained longer. For example: section 254 of the *Crimes Act 1958 (Vic)* makes it an offence to (or authorise or permit another person to) destroy, conceal or render illegible or otherwise incapable of identification, a document or other thing, which is (or is likely to be) required in evidence in a legal proceeding, with the intention of preventing it being used as evidence.

Part 7: General matters

70 Common seal

70.1 The Association may have a common seal.

70.2 If the Association has a common seal:

- (a) the name of the Association must appear in legible characters on the common seal;
- (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Committee Members; and
- (c) the common seal must be kept in the custody of the Secretary or Executive Officer.

71 Registered address

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address, the postal address of the Secretary.

72 Notice requirements

- (a) The Association may give a notice to a Member or Committee Member:
 - (i) by handing the notice to the Member or Committee Member personally;
 - (ii) by sending it by post to the address for the Member or Committee Member in the register or an alternative address nominated by the Member or Committee Member; or
 - (iii) by sending it to an electronic address nominated by the Member or Committee Member.
- (b) A Member or Committee Member may give a notice to the Association by addressing it to the Secretary and/or Executive Officer and:
 - (i) by sending the notice by post to the registered address of the Association;
 - (ii) by leaving the notice at the registered address; or
 - (iii) sending it to the electronic address nominated by the Association.
- (c) A notice sent by post:
 - (i) if sent from within Australia to an address in Australia, may be sent by ordinary post and is taken to have been received on the 7th business day after the date of its posting; and
 - (ii) if sent from within Australia to an address outside Australia or from outside Australia to an address in Australia, must be sent by airmail and

is taken to have been received on the 10th business day after the date of its posting.

- (d) If a notice is sent by electronic transmission, delivery of the notice is taken:
 - (i) to be effected by properly addressing and transmitting the electronic transmission; and
 - (ii) to have been delivered on the day following its transmission.

72.2 A certificate in writing signed by the Secretary or Executive Officer stating that a notice was sent to a Member or Committee Member by post or electronic transmission on a particular date is prima facie evidence that the notice was so sent on that date.

73 Custody and inspection of books and records

73.1 The Committee shall:

- (a) keep custody of copies of minutes of General Meetings of the incorporated association, including financial statements submitted at a General Meeting; and
- (b) ensure that the records, securities and other relevant documents of the Association are kept.

73.2 Members may on request inspect free of charge :

- (a) the register of Members;
- (b) the minutes of General Meetings; and
- (c) subject to clause 73.3, the financial records, books, securities and any other Relevant Documents of the Association, including minutes of Committee meetings.

73.3 The Committee may refuse to permit a Member to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

73.4 The Committee must on request make copies of these Rules available to Members and applicants for membership free of charge.

73.5 Subject to clause 73.3, a Member may make a copy of any of the other records of the Association referred to in this provision and the Association may charge a reasonable fee for provision of a copy of such a record.

73.6 For purposes of this clause, "Relevant Documents" means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records; and
- (d) records and documents relating to transactions, dealings, business or property of the Association.

74 Winding up and cancellation

- 74.1 The Association may be wound up voluntarily by Special Resolution.
- 74.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to a Member or former Member of the Association.
- 74.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to one or more funds or institutions:
- (a) that has purposes similar to, or inclusive of, the purposes of the Association;
 - (b) is a not-for-profit entity whose clauses or governing document prohibits the distribution of its income and assets among its members to an extent as least as great as imposed on the Association under these Rules and which is not carried on for the profit or gain of its members.
- 74.4 The fund or institutions to which the surplus assets are to be given must be decided by Special Resolution at or before the time of dissolution.

75 Alteration to these Rules

- (a) Subject to clause 75(b), these Rules may only be amended by Special Resolution.
- (b) Any modification of these Rules takes effect on the date these Rules take effect under section 50(2) of the Act, or any later date specified, or provided for, in the resolution.

75.2 Electronic signing of documents

Where, by a provision of these Rules, a document including a notice is required to be signed or communicated, that requirement may be satisfied in any manner permitted by the applicable law relating to electronic signing and transmission of documents, or in any other manner approved by the Committee.

Schedule 1 - Form of Application for Membership

Application for Membership

**Australian Contaminated Land Consultants Association (Victoria)
Incorporated
ABN 32 603 120 925 (Association)**

We / I
(full name of applicant and if a company, this must be the full name of the company (not a business name))

ABN

of
(address)

hereby apply to become a member of the Association.

We/I agree to support the purposes of the Association and agree to the Rules of the Association.

Our/ My Representative* shall be
(insert name of representative)

** If you are an incorporated organisation, you must appoint an employee to be your Representative. If you are a sole practitioner, you need not but you may appoint an employee as a Representative. Your representative will exercise your rights as a Member on your behalf and we provide notices to your Representative.*

If you are an incorporated organisation:

Signed for and on behalf of
(full name of applicant)

ABN by its authorised representative:

Signature

Name (please print)

Date:

If you are a sole practitioner:

Signature

Name (please print)

Date:

Nomination

We/ I nominate who we / I know personally to be a member of the Association.

If you are an incorporated organisation:

Signed for and on behalf of
(full name of Member nominating)

ABN by its authorised representative:

Signature

Name (please print)

Date:

If you are a sole practitioner:

Signature

Name (please print)

Date:

Schedule 2 - Form of Appointment of Proxy (for General Meetings only)

Appointment of Proxy

**Australian Contaminated Land Consultants Association (Victoria)
Incorporated
ABN 32 603 120 925 (Association)**

I/We _____ [name]

of _____ [address]

being a Member of the Association hereby appoint

_____ [name]

of _____ [address]

or, in their absence _____ [name]

of _____ [address]

as my/our proxy to vote for me/us on my/our behalf at the meeting of the Members of the Association to be held on the _____ day of _____ 20__ and at any adjournment of that meeting.

[If appropriate, replace the above wording with "as my/our proxy to vote for me/us on my/our behalf at meetings of the Members of the Association from [meeting date] and until this notice is revoked in writing."]

[Insert if desired, this form is to be used in favour of/against the resolution (Delete whichever is not desired)]

[Insert details of specific resolutions if desired]

SIGNED _____

NAME _____

DATED _____

This notice must be returned to the Secretary of the Association at [address and/or email address] by [time] on [date] [insert specific details ensuring that the time is 48 hours before the time for the meeting].