



AUSTRALIAN HIGHLAND CATTLE SOCIETY INC

Victorian Registration No A21191U

ARBN 638 624 601

ABN 46 934 590 042

CONSTITUTION AND RULES

With Effect from 25 June 2022

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PART 1—PRELIMINARY

1. Application

- 1.1. The persons who from time to time are members of the Association are an incorporated association by the name given in rule 2 of these Rules.
- 1.2. Under section 46 of the *Associations Incorporation Reform Act 2012*, these Rules are taken to constitute the terms of a contract between the Association and its members.

2. Name

- 2.1. The name of the incorporated association is "Australian Highland Cattle Society Incorporated".
- 2.2. Under section 23 of the *Associations Incorporation Reform Act 2012*, the name of the association and its registration number must appear on all its business documents.
- 2.3. Under the *Corporations Act 2001* the Australian Registered Body Number (ARBN) must be displayed after its name and other details on all its public documents.

3. Jurisdiction

- 3.1. The association became a Victorian Incorporated Association under the *Associations Incorporation Reform Act 2012* and authorised to operate in the state of Victoria on 3 July 1990.
- 3.2. The association became a Registered Australian Body with the Australian Securities and Investments Commission (ASIC), recognised by the Commonwealth Government and authorised to operate in any state or territory in Australia on 22 January 2020.

4. Mission

- 4.1. The mission of the Australian Highland Cattle Society is to preserve heritage, protect integrity and advance Highland Cattle in Australia through herd registration, education, promotion and fellowship.

5. Purposes

- 5.1. The purposes of the association are:
- 5.2. The purposes for which the incorporated association is established are:
 - a) To develop and maintain the purity of the breed of cattle known as "Highland Cattle" and to promote the breed for commercial purposes;
 - b) To collect, verify, preserve and publish the pedigrees of Highland Cattle and other useful information relating to them;
 - c) To establish and maintain a Herd Book in which to register the pedigrees of Highland Cattle;
 - d) To issue publications on Highland Cattle and generally promote the names and pedigree of Highland Cattle; and
 - e) To grant approval and recognition of Association subcommittees including Regional Highland Breeder or Promotional Groups.

5.3. Solely for the purpose of furthering the purposes set out above, the Association shall have power:

- a) To take over the funds and other assets and the liabilities of the present unincorporated Association known as The Australian Highland Cattle Society and to indemnify all officers and members of the said present Association in respect of any liability that may have occurred or may have arisen from any acts, deeds, or events prior to incorporation;
- b) Invest and deal with monies of the Association not immediately required in such manner as is from time to time thought fit;
- c) To raise or borrow money upon such terms and in such manner as it thinks fit;
- d) Secure the repayment of monies so raised or borrowed or the repayment of debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the property of the Association;
- e) Do all such things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association; and
- f) Act as a Trustee and accept and hold upon trust real and personal estate, provided however that the Association shall not have power as Trustee of a trust to do any act or thing that if done by it otherwise than as trustee would contravene the provisions of the *Associations Incorporation Reform Act 2012* or the Rules of the Association.

6. Financial Year

6.1. The financial year of the Association is each period of 12 months ending on 31st December.

7. Definitions

In these Rules:

Absolute majority of the Council means a majority of the Councillors currently holding office and entitled to vote at the time (as distinct from a majority of Councillors present at a Council meeting);

Association means the Australian Highland Cattle Society Incorporated;

Awards subcommittee means the subcommittee appointed under rule 28;

Chairperson of a general meeting or council meeting, means the person chairing the meeting as required under rule 56;

Council means the committee having management of the business of the Association;

Council meeting means a meeting of the Council held in accordance with these Rules;

Councillor means a member of the Council elected or appointed under Division 3 of Part 5;

Disciplinary appeal meeting means a meeting of the members of the Association convened under rule 33;

Disciplinary meeting means a meeting of the Council convened for the purposes of rule 32;

Disciplinary subcommittee means the subcommittee appointed under rule 30;

Executive Councillors means the President, Vice President, Secretary and Treasurer under Division 3 of Part 5;

Financial member means a member who has paid in full their annual subscription for the year;

Financial year means the 12-month period specified in rule 6;

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

Honorary Life Member is a class of membership held by a natural person who has been awarded a life membership;

Full (Lifetime Paid) Member is a Full member who has paid a one-off life-time subscription under rule 18.2 and is regarded as a Full member;

Member means a member of the Association;

Member entitled to vote means a member who under rule 17(2) is entitled to vote at a general meeting;

Nominated voter in the case of a full member who is a company, partnership, organisation, Society or club, the person formally nominated as having the voting rights on behalf of that member;

Non-financial member means a member who has not paid in full their annual subscription for the year;

Patron means any person who in the opinion of the Council has rendered special service to the Association and has been appointed to the role by Council;

Regulations means the Regulations and Rules which provide members with the requirements to register and transact with Highland cattle in the Australian Highland Cattle Society Herdbook, and with the Association;

Returning officer means an official who is in charge of an election, supervising the counting of the votes and announcing the result;

State Representative means any person appointed to represent the Association at a local level for members and prospective members;

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;

The Act means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act;

The Registrar means the Registrar of Incorporated Associations under section 187 of the *Associations Incorporation Reform Act 2012*, being Consumer Affairs Victoria.

PART 2 - POWERS OF ASSOCIATION

8. Powers of Association

- 8.1. Subject to the *Associations Incorporation Reform Act 2012*, the Association has power to do all things incidental or conducive to achieve its purposes.
- 8.2. Without limiting rule 8.1, 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.

8.3. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

9. Not for profit organisation

9.1. The Association must not distribute any surplus, income or assets directly or indirectly to its members.

9.2. Rule 9.1 does not prevent the Association from paying a member:

- a) reimbursement for expenses properly incurred by the member; or
- b) for goods or services provided by the member if this is done in good faith on terms no more favourable than if the member was not a member.

9.3. Section 33 of the *Associations Incorporation Reform Act 2012* provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the *Associations Incorporation Reform Act 2012* sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

DIVISION 1 – MEMBERSHIP

10. Minimum number of members

10.1. The Association must have at least 5 members.

11. Who is eligible to be a member?

11.1. Any person who supports the purposes of the Association is eligible for membership.

12. Classes of membership

12.1. There shall be five (5) classes of membership:

- a) Full Member: A natural person, company or partnership;
- b) Commercial Member: A natural person, organisation, Society or Club (an affiliate or associate type membership);
- c) Junior Member: A natural person who is under the age of twenty five (25) years (an

affiliate or associate type membership);

- d) Heritage Member: A natural person, organisation, school, Association or club (an affiliate or associate type membership); and
- e) Honorary Life Member: A natural person to whom the Council prior to 2022, after which the awards subcommittee have awarded a life membership.

12.2. An Honorary Life Member have the same rights and privileges under these Rules as a Full Member.

12.3. In the case of a full membership held by a company, partnership, organisation, school Association or club, a natural person shall be nominated as the person to have voting rights on behalf of that member (hereafter referred to as the “Nominated Voter”).

13. Application for membership

13.1. To apply to become a member of the Association, a person must submit a written application to the Secretary stating that the person:

- a) wishes to become a member of the Association; and
- b) supports the purposes of the Association; and
- c) agrees to comply with these Rules.

13.2. The application:

- a) must be signed by the applicant; and
- b) must be accompanied by the appropriate membership and joining fee.

14. Consideration of application

14.1. As soon as practicable after the receipt of an application, the Secretary shall refer the application to the Council.

14.2. Upon an application being referred to the Council, the Council shall determine by resolution whether to approve or to reject the application.

14.3. If the Council rejects the application, it must return any money accompanying the application to the applicant.

15. New membership

15.1. If an application for membership is approved by the Council, the Secretary;

- a) records the resolution to accept the membership in the minutes of the Council meeting;
- b) notifies the applicant in writing of Council’s decision; and
- c) enters the name and address of the new member, and the date of becoming a member, in the register of members.

15.2. A person becomes a member of the Association and, subject to rule 17.2, is entitled to exercise their rights of membership from the date on which the Council approves the person’s membership.

16. Annual subscription and joining fee

- 16.1. All subscriptions shall be invoiced annually in advance on the 1st day of January in each year.
- 16.2. The Council may from time to time vary the annual subscription and joining fee as it sees fit.
- 16.3. The Council may from time to time impose additional fees by way of levies on the various categories of members as the Council sees fit.
- 16.4. The rights of a member (including the right to vote) who has not paid the annual subscription 30 days from the invoice date are suspended until the subscription is paid and rights are reinstated upon payment.

17. General rights of members

17.1. A member of the Association who is entitled to vote has the following rights:

- a) To receive notice of general meetings and of proposed special resolutions in the matter and time prescribed by these Rules;
- b) To submit items of business for consideration at a general meeting;
- c) To attend and be heard at general meetings;
- d) To vote at a general meeting;
- e) To have access to the minutes of general meetings and other documents of the Association as provided under rule 89.1; and
- f) To inspect the register of members.

17.2. A member is entitled to vote if:

- a) The member is a member other than an associate member; and
- b) More than 10 business days have passed since they became a member of the Association; and
- c) The members' membership rights are not suspended for any reason.

18. Full member

- 18.1. A Full member has all the rights and privileges of membership.
- 18.2. A Full member may be one who pays an annual subscription, or one who has paid a one-off life-time subscription.

19. Honorary Life member

- 19.1. An Honorary Life member has all the rights and privileges of membership.
- 19.2. An Honorary Life member pays no annual subscription.
- 19.3. Holders of Honorary Life membership are those who have provided exceptional, loyal and outstanding service and contribution to the Association over an extended period of time, are regarded as a role model within the Association and have displayed valued leadership.

20. Associate member

- 20.1. A member is an associate member if they are a Commercial member, a Junior member or a Heritage member.
- 20.2. Associate members cannot vote but may have other rights as determined by the Council or by resolution at a general meeting.

21. Commercial member

- 21.1. Commercial members of the Association are Associate members.
- 21.2. They may include any members who are new owners of Highland cattle, often who have purchased registered cattle which have been transferred to them in the Herdbook and are considering becoming a Full member. Commercial members may be breeding cattle for consumption rather than to develop a registered herd.
- 21.3. A Commercial member may have any number of registered cattle they have purchased transferred to their membership, however to register Highland cattle the member will need to upgrade to Full membership.

22. Junior member

- 22.1. Junior members of the Association are Associate members.
- 22.2. Junior members include any members under the age of 25 years.
- 22.3. A member may elect to be a junior member at the time of application for membership if they are under the age of 25 years.
- 22.4. In the case of annual subscriptions:
 - a) While the member remains under the age of 25 years the junior member will receive the annual subscription of a Junior member.
 - b) A junior member who is 25 years or more as at 1 January will be transferred to a Full membership and will receive the annual subscription of a Full member.
- 22.5. A Junior member may register a maximum of 5 cattle, after which the member will need to upgrade to Full membership.

23. Heritage member

- 23.1. Heritage members of the Association are Associate members.
- 23.2. Heritage members are those who have an interest in Highland cattle, their origins and history, who wish to support the preservation of the breed being of cultural significance to Scotland and those with Scottish heritage.
- 23.3. A Heritage member cannot register cattle.

24. Rights not transferable

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

25. Ceasing membership

25.1. The membership of a person ceases on resignation, expulsion or death, and:

- a) For an Honorary Life membership refers to the resignation, expulsion or death of the natural person to whom the membership was awarded under rule 12.1 e), or their surviving spouse.
- b) For a Full (Lifetime Paid) membership refers to the resignation, expulsion or death of the natural person nominated as the “Nominated Voter” on the original membership application form, or their surviving spouse.

25.2. If a person 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.

26. Resigning as a member

26.1. A member may resign by notice in writing given to the Association in accordance with rule 86.3 which sets out how notice may be given to the Association. It includes by post, email or by handing the notice to a member of the Council.

26.2. Any member who resigns will not be entitled to a refund of any membership or joining fee paid either in full or pro-rata.

26.3. A member is taken to have resigned if:

- a) the member's annual subscription is more than 3 months in arrears from the date of invoice; or
- b) for an Honorary Life or Full (Lifetime Paid) member, where no annual subscription is payable;
 - i. the Secretary has made a written request to the member to confirm that they wish to remain a member; and
 - ii. the member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.

27. Register of members

27.1. The Secretary must keep and maintain a register of members that includes:

- a) For each current member:
 - i. The member's name;
 - ii. The address for notice last given by the member;
 - iii. The date of becoming a member;
 - iv. Class of membership;
 - v. If the member has elected to have their personal details withheld;
 - vi. Any other information determined by the Council; and
- b) For each former member, the date of ceasing to be a member.

- 27.2. Any member may, at a reasonable time and free of charge, inspect the register of members apart from those details as are withheld under rule 26.1(a) and rule 26.3.
- 27.3. Under Section 59 of the *Associations Incorporation Reform Act 2012*, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the *Associations Incorporation Reform Act 2012* provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

28. Membership Award

- 28.1. The Association may bestow a maximum of two awards of Honorary Life membership each year, announced at the Annual General Meeting.

28.2. Nominations

- a) The Secretary shall call for nominations for Honorary Life membership at least ninety (90) days prior to the date fixed for the holding of the Annual General Meeting.
- b) Any current or retired member of the Association may be nominated, and a member may nominate another member or themselves. The nomination must be supported by a proposer and seconder distinct from the nominee.
- c) Each nomination must be accompanied by a written statement of five hundred (500) words or more in support of the nomination. This statement may be prepared by the nominee or the proposer of the nomination.
- d) Nominations must be received by the Secretary not less than sixty (60) days prior to the date fixed for the holding of the Annual General Meeting.

28.3. Awards subcommittee

- a) An awards subcommittee must be formed by Council at least sixty (60) days prior to the date fixed for the holding of the Annual General Meeting.
- b) The members of the awards subcommittee:
 - i. shall comprise of at least 7 individuals who may be Councillors, State Representatives and current Honorary Life members; but
 - ii. Must not have a conflict of interest including being a nominee, a family member or a person under the same membership as a nominee.

28.4. Meeting of the awards subcommittee

- a) The awards subcommittee shall consider all nominations received and vote whether a nominee has the merit for the award.
- b) Merit is exceptional, loyal and outstanding service and contribution to the Association over an extended period of time, are regarded as a role model within the Association and have displayed valued leadership.

- c) Where any member of the awards subcommittee votes that a nominee does not have the merit for the award, the nominee may not be bestowed the award.
- d) As a maximum of two awards may be bestowed by the awards subcommittee each year, should the awards subcommittee have all voted that more than two nominees have the merit for the award, the awards subcommittee shall vote between the nominees until it is resolved which two nominees shall be bestowed the award.
- e) The awards subcommittee may resolve that no award should be bestowed for the year at its absolute discretion.
- f) The decision of the awards subcommittee is notified to Council at least thirty (30) days prior to the date fixed for the holding of the Annual General Meeting.

DIVISION 2 - DISCIPLINARY ACTION

29. Grounds for taking disciplinary action

29.1. The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:

- a) has failed to comply with these Rules; or
- b) refuses to support the purposes of the Association;
- c) fails to comply with the Code of Conduct and Ethical Behaviour; or
- d) has engaged in conduct prejudicial to the Association.

30. Disciplinary subcommittee

30.1. If the Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Council must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

30.2. The members of the disciplinary subcommittee:

- a) may be Councillors, members of the Association or anyone else; but
- b) must not have a conflict of interest with respect to the matter or member concerned, be biased against, or in favour of, the member concerned.

31. Notice to member

31.1. Before disciplinary action is taken against a member, the Secretary must give written notice to the member:

- a) stating that the Association proposes to take disciplinary action against the member; and
- b) stating the grounds for the proposed disciplinary action; and
- c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
- d) advising the member that they may do one or both of the following;

- i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- e) setting out the member's appeal rights under rule 33.

31.2. The notice must be given at least 28 days before the disciplinary meeting is held.

32. Decision of disciplinary subcommittee

32.1. At the disciplinary meeting, the disciplinary subcommittee must:

- a) Give the member an opportunity to be heard; and
- b) Consider any written statement submitted by the member.

32.2. After complying with rule 32.1, the disciplinary subcommittee may:

- a) Take no further action against the member; or
- b) Reprimand the member; or
- c) Suspend the membership rights of the member for a specified period; or
- d) Expel the member from the Association.

32.3. The disciplinary subcommittee may not fine the member.

32.4. The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

33. Appeal rights

33.1. A person whose membership rights have been suspended or who has been expelled from the Association under rule 32 may give notice to the effect that they wish to appeal against the suspension or expulsion.

33.2. The notice must be in writing and given:

- a) To the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
- b) To the Secretary not later than 3 business days after the vote.

33.3. If a person has given notice under rule 33.2, a disciplinary appeal meeting must be convened by the Council as soon as practicable, but in any event not later than 21 days, after the notice is received.

33.4. Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:

- a) Specify the date, time and place of the meeting at least 21 days prior to the meeting; and

- b) State:
 - i. The name of the person against whom the disciplinary action has been taken; and
 - ii. The grounds for taking that action and the disciplinary subcommittee's decision and any recommendations; and
 - iii. That at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the member should be upheld or revoked.

34. Conduct of disciplinary appeal meeting

34.1. At a disciplinary appeal meeting:

- a) no business other than the question of the appeal may be conducted; and
- b) the disciplinary subcommittee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

34.2. After complying with rule 34.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision should be upheld or revoked.

34.3. A member may not vote by proxy at the meeting.

34.4. The decision is upheld if 75% or more of the members voting at the meeting vote in favour of the decision.

34.5. The decision is revoked if more than 25% of the members voting at the meeting vote against the decision and the suspension or membership rights or the expulsion of a member by the disciplinary subcommittee under this rule is immediately reversed.

DIVISION 3 - GRIEVANCE PROCEDURE

35. Application

35.1. The grievance procedure set out in this Division applies to disputes under these Rules between:

- a) A member and another member;
- b) A member and the Council;
- c) A member and the Association.

35.2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

36. Parties must attempt to resolve the dispute

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

37. Appointment of mediator

37.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 36, the parties must within 10 days:

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

37.2. 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 Council; or
 - ii. if the dispute is between a member and the Council or the Association, a person appointed or employed by a recognised dispute resolution centre.

37.3. A mediator appointed by the Council may be 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 biased in favour of or against any party.

38. Mediation process

38.1. The mediator to the dispute, in conducting the mediation, must:

- a) give each party every opportunity to be heard; and
- b) allow due consideration by all parties of any written statement submitted by any party; and
- c) ensure that natural justice is accorded to the parties throughout the mediation process.

38.2. The mediator must not determine the dispute.

39. Failure to resolve dispute by mediation

39.1. If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the *Associations Incorporation Reform Act 2012* or otherwise the law.

PART 4 - GENERAL MEETINGS OF THE ASSOCIATION

40. Annual general meetings

- 40.1. The Council must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year or within such time as required by the Registrar where an extension to convene the annual general meeting has been granted.
- 40.2. Despite rule 40.1, the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- 40.3. The Council will determine the date, time and place of the annual general meeting.
- 40.4. The ordinary business of the annual general meeting is as follows:
- a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then; and
 - b) to receive and consider:
 - i. the Annual Report of the Association on the activities during the preceding financial year; and
 - ii. the Financial Statements of the Association for the preceding financial year submitted by the Council in accordance with Part 7 of the *Associations Incorporation Reform Act 2012*;
 - c) to elect the members of the Council.
- 40.5. The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

41. Special general meetings

- 41.1. Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 41.2. The Council may convene a special general meeting as it deems appropriate.
- 41.3. No business other than that set out in the notice under rule 43 may be conducted at the meeting however general business may be considered at the meeting if:
- a) it is included as an item for consideration in the notice under rule 43; and
 - b) the majority of members at the meeting agree.

42. Special general meeting held at request of members

- 42.1. The Council must convene a special general meeting if a request to do so is made in accordance with rule 42.2 by at least 10% of the total number of members eligible to vote.
- 42.2. A request for a special general meeting must:
- a) be in writing; and

- b) state the business to be considered at the meeting and any resolutions to be proposed; and
- c) include the names and signatures of the members requesting the meeting; and
- d) be given to the Secretary.

42.3. If the Council does not convene a special general meeting within one month after the date on which the request is received by the Secretary, the members making the request (or any of them) may convene the special general meeting.

42.4. A special general meeting convened by members under rule 42.3:

- a) must be held within 3 months after the date on which the original request was received by the Secretary; and
- b) may only consider the business stated in that request.

42.5. The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under rule 42.3.

43. Notice of general meetings

43.1. The Secretary (or, in the case of a special general meeting convened under rule 40.3, the members convening the meeting) must give to each member of the Association:

- 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.

43.2. The notice must:

- a) specify the date, time and place of the meeting; and
- b) indicate the general nature of each item of business to be considered at the meeting; and
- c) if a special resolution is to be proposed;
 - i. state in full the proposed resolution; and
 - ii. state the intention to propose the resolution as a special resolution; and
 - iii. comply with rule 44.5.

43.3. This rule does not apply to a disciplinary appeal meeting as rule 33.4 sets out the requirements for notice of a disciplinary appeal meeting.

44. Proxies

44.1. A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.

- 44.2. The appointment of a proxy must be in writing and signed by the member making the appointment.
- 44.3. 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 matter as they see fit.
- 44.4. If the Council has not approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 44.5. Notice of a general meeting given to a member under rule 43 must:
- a) state that the member may appoint another member as a proxy for the meeting; and
 - b) include a copy of any form that the Council has approved for the appointment of a proxy.
- 44.6. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 44.7. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 72 hours before the commencement of the meeting.

45. Use of technology

- 45.1. A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 45.2. For the purposes of this Part, a member participating in a general meeting as permitted under rule 45.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

46. Quorum at general meetings

- 46.1. No business may be conducted at a general meeting unless a quorum of members is present.
- 46.2. The quorum for a general meeting is the presence (physically, by proxy, or as allowed under rule 45.1) of 10% of the members entitled to vote.
- 46.3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
- a) In the case of a meeting convened by, or at the request of, members under rule 42: the meeting:
 - i. Must be dissolved; and
 - ii. The business that was to have been considered at the meeting is taken to have been dealt with; and

iii. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 42.

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.

46.4. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under rule 46.3(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

47. Adjournment of general meeting

47.1. The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

47.2. Without limiting rule 47.1, 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.

47.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

47.4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 43.

48. Voting at general meeting

48.1. On any question arising at a general meeting:

a) subject to rule 48.3, each member who is entitled to vote has one vote; and

b) members may vote personally or by proxy; and

c) except in the case of a special resolution, the question must be decided on a majority of votes.

48.2. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

48.3. 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.

48.4. This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 34.

49. Special resolutions

- 49.1. A special resolution is passed if 75% or more of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.
- 49.2. In addition to certain matters specified in the *Associations Incorporation Reform Act 2012*, a special resolution is required:
- a) to remove a Councillor from office, except as provided for by rule 60;
 - b) to alter this document, including changing the name or any of the purposes of the Association.

50. Determining whether resolution carried

50.1. Subject to rule 50.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:

- a) carried; or
- b) carried unanimously; or
- c) carried by a particular majority; or
- d) lost;

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

50.2. If a poll (where votes are cast in writing) is demanded by three or more members on any question:

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

50.3. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

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

51. Minutes of general meeting

51.1. The Council must ensure that minutes are taken and kept of each general meeting.

51.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

51.3. In addition, the minutes of each annual general meeting must include:

- a) the names of the members attending the meeting and apologies; and
- b) proxy forms given to the Chairperson of the meeting under rule 44.6; and
- c) the annual report and financial statements submitted to the members in accordance with rule 40.4(b).

PART 5—COUNCIL

DIVISION 1—POWERS OF COUNCIL

52. Role and powers

52.1. The business of the Association must be managed by or under the direction of a Council.

52.2. The Council may exercise all the powers of the Association except those powers that these Rules or the *Associations Incorporation Reform Act 2012* require to be exercised by general meetings of the members of the Association.

52.3. The Council may:

- a) Appoint and remove staff;
- b) Establish subcommittees consisting of members with terms of reference it considers appropriate.

53. Delegation

53.1. The Council may delegate to a member of the Council, a subcommittee or staff, any of its powers and functions other than:

- a) this power of delegation; or
- b) a duty imposed on the Council by the *Associations Incorporation Reform Act 2012* or any other law.

53.2. The delegation must be in writing and may be subject to the conditions and limitations the Council considers appropriate.

53.3. The Council may, in writing, revoke a delegation wholly or in part.

DIVISION 2—COMPOSITION OF COUNCIL AND DUTIES OF COUNCILLORS

54. Composition of Council

54.1. The Council consists of seven (7) members duly elected in accordance with Division 3 of Part 5 and announced at the annual general meeting of the Association.

54.2. The Council consists of:

- a) The Executive Council, comprising:
 - i. the President; and
 - ii. the Vice-President;
 - iii. the Secretary;

- iv. the Treasurer; and
- b) Three (3) ordinary councillors.

55. General Duties

- 55.1. As soon as practicable after being elected or appointed to the Council, each Councillor become familiar with these Rules and the Act, specifically Division 3 of Part 6 of the *Associations Incorporation Reform Act 2012* which sets out the general duties of the office holders of an incorporated association.
- 55.2. The Council is collectively responsible for ensuring that the Association complies with the *Associations Incorporation Reform Act 2012* and that individual members of the Council comply with these Rules.
- 55.3. Councillors must exercise their powers and discharge their duties with reasonable care and diligence.
- 55.4. Councillors must exercise their powers and discharge their duties:
- a) in good faith in the best interests of the Association; and
 - b) for a proper purpose.
- 55.5. Councillors and former Councillors 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.
- 55.6. In addition to any duties imposed by these Rules, a Councillor must perform any other duties imposed from time to time by resolution at a general meeting.

56. President and Vice-President

- 56.1. Subject to rule 56.2, the President or, in the President's absence, the Vice-president is the Chairperson for any general meetings and for any Council meetings.
- 56.2. If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
- a) in the case of a general meeting, a member elected by the other members present; or
 - b) in the case of a Council meeting, a Councillor elected by the other Councillors present.

57. Secretary

- 57.1. The Secretary must be a natural person and reside in Australia to comply with the *Corporations Act 2001*.

57.2. The Secretary must perform any duty or function required under the *Associations Incorporation Reform Act 2012* to be performed by the Secretary of an incorporated Association.

57.3. The Secretary must:

- a) Maintain the register of members in accordance with rule 24; and
- b) Maintain the registers of minutes of meetings; and
- c) Ordinarily take and prepare all minutes of meetings; and
- d) Keep custody of the common seal of the Association, and except for the financial records referred to in rule 84.3, all books, documents and securities of the Association in accordance with rules 82 and 85; and
- e) Subject to the *Associations Incorporation Reform Act 2012* and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- f) Lodge documents of the Association with Consumer Affairs Victoria and the Australian Securities and Investments Commission in the prescribed form and within prescribed timeframes;
- g) Perform any other duty or function imposed on the Secretary by these Rules.

57.4. The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

58. Treasurer

58.1. The Treasurer must:

- a) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt and that receipts for those monies are issued in the name of the Association; and
- b) make any payments authorised by the Council or by a general meeting of the Association from the Association's funds; and
- c) ensure that the financial records of the Association are kept in accordance with the *Associations Incorporation Reform Act 2012* and oversee any person to whom duties are delegated, such as an accountant or bookkeeper; and
- d) coordinate the preparation of the financial statements of the Association, their audit or review and their certification by the Council prior to their submission at the annual general meeting of the Association.

58.2. The Treasurer must ensure that at least one other Councillor has access to the accounts and financial records of the Association.

DIVISION 3—ELECTION OF COUNCILLORS AND TENURE OF OFFICE

59. Who is eligible to be a Councillor

59.1. A member is eligible to be elected or appointed as a Councillor if the member:

- a) is 18 years or over;
- b) is entitled to vote at a general meeting; and
- c) has no other person from the same membership or family who, as a result of election or appointment would be serving on Council concurrently.

60. Positions to become vacant

60.1. This rule applies to:

- a) the first annual general meeting of the Association after its incorporation; or
- b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

60.2. The Chairperson of the first annual general meeting must declare all positions on the Council vacant and hold elections for those positions in accordance with rules 61 to 64.

60.3. For subsequent annual general meetings, the Secretary must advise members which Council members' term of office will expire in accordance with rule 61 at the next annual general meeting, and the Association will be holding elections for those positions in accordance with rules 61 to 64.

61. Nominations

61.1. Not less than 60 days prior to the election of each position, the Secretary must call for nominations to fill the positions becoming vacant.

61.2. An eligible member of the Association may:

- a) nominate themselves; or
- b) with the member's consent, be nominated by another member.

61.3. Each nominee must make a written statement of between three hundred (300) and five hundred (500) words in support of their nomination.

61.4. Nominations must be received by the Secretary not less than forty-two (42) days prior to the date fixed for the holding of the Annual General Meeting.

62. Election of Councillors

62.1. If the number of nominations for Council exceeds the positions to become vacant a ballot is required for the election for the positions.

62.2. If the nominations for Council positions do not exceed the number of positions due for election, then those people nominated shall be declared elected without the need for an election.

63. Ballot

- 63.1. If a ballot is required under rule 62.1 the Council will then appoint a person to act as Returning Officer to conduct the ballot.
- 63.2. The Returning Officer must not be a member nominated for Council.
- 63.3. The election must be conducted by secret ballot advised to all members eligible to vote and delivered either by post or electronically not less than thirty (30) days prior to the annual general meeting.
- 63.4. The ballot paper must detail each candidate for Council together with the written statement provided by each candidate under rule 61.3 and instructions as to how to cast their vote.
- 63.5. The ballot paper must provide for the member ID and the name of the member voting which the voter must complete to allow the Returning Officer to validate the eligibility of the vote and to ensure no duplicate votes are received.
- 63.6. Proxy votes are not allowed.
- 63.7. Votes received after the closing date are invalid and will not be counted.
- 63.8. As each ballot will be for more than one position:
 - a) the voter must select on the ballot paper the name of each candidate for whom they wish to vote;
 - b) the voter must not select the names of more candidates than the number to be elected.
- 63.9. Ballot papers that do not comply with rules 63.5 to 63.8 are invalid and will not to be counted.
- 63.10. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 63.11. The Returning Officer must advise the Council of the candidates who received the most votes.
- 63.12. If the result of the election is unable to be declared under rule 63.11 because 2 or more candidates received the same number of votes, the result must be decided by a tiebreaker ballot in accordance with rules 63.1 to 63.11 which of them is to be elected. This will be conducted by the Returning Officer unless one or more of the candidates withdraws, leaving the nominations equal to the numbers of positions available.

64. Election of Council Executive

- 64.1. At the annual general meeting, separate elections must be held for each of the following positions:
 - a) President;
 - b) Vice President;
 - c) Secretary; and

d) Treasurer.

- 64.2. Nominees are called for each position and a Councillor may nominate or be nominated for more than one Council Executive position.
- 64.3. Voting will be conducted in the order of President, Vice-President, Secretary and then Treasurer.
- 64.4. A nominee who accepts a position is no longer a nominee for a position that has not yet been voted upon, and their nomination is considered withdrawn.
- 64.5. If only one member is nominated for any position, that person will be automatically elected to the position.
- 64.6. To be elected, a ballot will be decided by a show of hands unless there is more than one nomination for a position AND any Councillor requests a secret ballot. In that case a Returning Officer is to be appointed from outside of the Council and each member will write the name of the person they are voting for on a blank piece of paper.
- 64.7. Councillors nominated for a position may vote.
- 64.8. The person receiving the most votes will be elected to the position.
- 64.9. In the event of a tied vote, a secret ballot will be conducted. If that also fails to resolve the impasse the position will be decided by the toss of a coin, drawing of straws or drawing a name out of a hat.
- 64.10. Once all council executive positions are filled the new President will introduce the Council Executive and Ordinary Councillors to the members.

65. Term of office

- 65.1. Each member of the Council shall subject to these Rules, hold office for a period of two (2) years but shall be eligible for re-election, provided that at the end of the first year of the Association, four (4) of the Council (longest serving members at date of election) shall retire but shall be eligible for re-election and at the end of the second year of the Association, the remaining three (3) members of the Council (from the initial Council) shall retire but shall be eligible for re-election.
- 65.2. A Councillor retiring in accordance with Rule 65.1 is eligible for re-election.
- 65.3. Subject to rule 65.6 and rule 66, a retiring Councillor holds office until the end of the next annual general meeting.
- 65.4. A general meeting of the Association may:
 - a) by special resolution remove a Councillor from office; and
 - b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.

- 65.5. A Councillor who is the subject of a proposed special resolution under rule 65.6(a) 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.
- 65.6. 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 Councillor may require that they be read out at the meeting at which the special resolution is to be proposed.

66. Vacation of office

- 66.1. A Councillor may resign from the Council by written notice addressed to the Council.
- 66.2. A person ceases to be a Councillor if they:
- a) Cease to be a member of the Association; or
 - b) Fail to attend 3 consecutive Council meetings (other than special or urgent Council meetings) without leave of absence under rule 77; or
 - c) Otherwise cease to be a Councillor by operation of section 78 of the *Associations Incorporation Reform Act 2012*.
- 66.3. A Councillor who has been removed by reason of rule 64.2(b) is ineligible to nominate or be elected to the Council at the following Annual General Meeting.

67. Filling casual vacancies

- 67.1. The Council may appoint an eligible member of the Association to fill a position on the Council that;
- a) has become vacant under rule 66; or
 - b) was not filled by election at the last annual general meeting.
- 67.2. In the event of a Councillor vacating office under rule 66, the Council may appoint an unsuccessful nominee from the most recent Election to the vacant position.
- 67.3. If the position of Secretary becomes vacant, the Council must appoint a member to the position within 14 days after the vacancy arises.
- 67.4. Rule 65 applies to any Councillor appointed by the Council under rule 67.1.
- 67.5. The Council may continue to act despite any vacancy in its membership.
- 67.6. A Councillor appointed in accordance with rule 67.1 will serve the balance of the term of the person they are replacing.

DIVISION 4—MEETINGS OF COUNCIL

68. Meetings of Council

- 68.1. The Council must meet at least 6 times in each year at the dates, times and places determined by the Council.
- 68.2. The date, time and place of the first Council meeting must be determined by the members of the Council as soon as practicable after the annual general meeting of the Association at which the members of the Council were elected.
- 68.3. Urgent Council meetings may be convened by the President or by any 4 members of the Council.

69. Notice of meetings

- 69.1. Notice of each Council meeting must be given to each Councillor no later than 14 days before the date of the meeting.
- 69.2. Notice may be given of more than one Council meeting at the same time.
- 69.3. The notice must state the date, time and place of the meeting.

70. Urgent meetings

- 70.1. In cases of urgency, a meeting can be held without notice being given in accordance with rule 69 provided that as much notice as practicable is given to each Councillor by the quickest means practical.
- 70.2. Any resolution made at the meeting must be passed by an absolute majority (more than 50%) of the Council.
- 70.3. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

71. Procedure and order of business

- 71.1. The procedure to be followed at a meeting of a Council must be determined from time to time by the Council.
- 71.2. The order of business may be determined by the Councillors present at the meeting.
- 71.3. If the President is not present at the meeting, the Councillors must appoint the Vice President as the meeting Chairperson.
- 71.4. If both the President and the Vice President are not present at the meeting, the Councillors must appoint a meeting Chairperson from amongst those Councillors present.
- 71.5. If the Secretary is not present at the meeting the Chairperson must appoint a meeting Secretary from amongst those Councillors present to take and prepare the minutes of the meeting.

72. Use of technology

- 72.1. Meetings may be held via tele or video conference or by the use of other technology that allows Councillors to clearly and simultaneously communicate with each other.
- 72.2. Meetings may be recorded by the Secretary for the sole purpose of preparing complete and accurate minutes. Once minutes have been accepted by the Council recordings are to be deleted.
- 72.3. A Councillor who is not physically present at a Council meeting may participate in the meeting by the use of technology that allows that Council member and the Council members present at the meeting to clearly and simultaneously communicate with each other.
- 72.4. For the purposes of this Part, a Councillor participating in a Council meeting as permitted under rule 72 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

73. Quorum

- 73.1. No business may be conducted at a Council meeting unless a quorum is present.
- 73.2. The quorum for a Council meeting is the presence (in person or as allowed under rule 72) of a majority of the Councillors holding office.
- 73.3. If a quorum is not present within 30 minutes after the notified commencement time of a Council meeting;
 - a) in the case of a special meeting—the meeting lapses;
 - b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment. Notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 69.

74. Voting

- 74.1. On any question arising at a Council meeting, each Councillor present at the meeting has one vote.
- 74.2. A motion is carried if a majority of Councillors present at the meeting vote in favour of the motion.
- 74.3. Rule 74.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Council.
- 74.4. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 74.5. Each Councillor is required to vote either in favour or against a motion, abstaining from voting is not allowed apart from rule 75.2 wherein a Councillor is considered to have abstained due to a conflict of interest on the matter.
- 74.6. Voting by proxy is not permitted.

75. Conflict of interest

75.1. A Councillor who has a material personal interest in a matter being considered at a Council meeting must disclose the nature and extent of that interest to the Council.

75.2. The member:

- a) must not be present while the matter is being considered at the meeting; and
- b) must not vote on the matter.

75.3. Under section 81(3) of the *Associations Incorporation Reform Act 2012*, if there are insufficient Councillors to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

75.4. This rule does not apply to a material personal interest:

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

76. Minutes of meeting

76.1. The Council must ensure that minutes are taken and kept of each Council meeting.

76.2. The minutes must record the following:

- a) the names of the members in attendance at the meeting and any apologies;
- b) the meeting Chairperson and the Secretary;
- c) any conflict of interest disclosed under rule 75;
- d) the business considered at the meeting; and
- e) any resolution on which a vote is taken and the result of the vote.

77. Leave of absence

77.1. The Council may grant a Councillor leave of absence from Council meetings for a period not exceeding 3 months.

77.2. The Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Councillor to seek the leave in advance.

PART 6—REGULATIONS

78. Authority

78.1. Members and Councillors must comply with Regulations as if they were part of this Constitution.

78.2. The Regulations shall be those in force as at the date of incorporation and shall remain in force until amended, rescinded or otherwise altered with rule 79.

79. Alteration of Regulations

79.1. The Council may from time to time make such Regulations as it deems fit for and in respect of any one or more of the following: -

- a) the compilation and publication of the Australian Highland Cattle Society Incorporated Herdbook; and
- b) the registration of stock.

80. Notice of Change of Regulations

80.1. The Secretary must give to each member of the Association a Notice of Change of Regulations at least 90 days before the effective date of the change.

81. Member objection

81.1. Members have the right to submit a formal objection to a change of Regulations to the Secretary within 30 days of receipt of the Notice of Change of Regulations.

81.2. Should at least ten (10) full financial members submit an objection, the rule is referred to:

- a) The Annual General Meeting if this is scheduled to occur within 3 months; or
- b) A Special General Meeting convened by Council under rule 41.2.

81.3. Where deferral of implementation occurs under rule 81.2, the Secretary must give to each member of the Association a notice that:

- a) the change of Regulations is deferred and shall be subject to the prior approval of a majority (at least 50%) of the members of the Association present in person or by proxy at a General Meeting; and
- b) the prior Regulations remain in force for the intervening period.

81.4. A postal vote is not a valid form of approval from members for changes to the Regulations.

PART 7—FINANCIAL MATTERS

82. Source of funds

82.1. The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Council.

83. Management of funds

83.1. The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

- 83.2. Subject to any restrictions imposed by a general meeting of the Association, the Council may approve expenditure on behalf of the Association.
- 83.3. The Council may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Council for each item on which the funds are expended.
- 83.4. Any purchase which is unbudgeted must be authorised by a majority vote of the whole Council before services or products are provided.
- 83.5. All payments by cheque, electronic funds transfer or credit card must be authorised by 2 Councillors, one of whom is the Treasurer or the President.
- 83.6. All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 83.7. With the approval of the Council, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

84. Financial records

- 84.1. The Association must keep financial records that:
- a) correctly record and explain its transactions, financial position and performance; and
 - b) enable financial statements to be prepared as required by the *Associations Incorporation Reform Act 2012 and the Corporations Act 2001*.
- 84.2. The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 84.3. The Treasurer must keep in their custody, or under their control:
- a) the financial records for the current financial year; and
 - b) any other financial records as authorised by the Council.

85. Financial Statements

- 85.1. For each financial year, the Council must ensure that the requirements under the *Associations Incorporation Reform Act 2012*, the *Corporations Act 2001* and the Australian Accounting Standards relating to the financial statements of the Association are met.
- 85.2. Without limiting rule 85.1, those requirements include:
- a) the preparation of the financial statements; and
 - b) if required, the review or auditing of the financial statements; and
 - c) the approval of the financial statements by the Council; and
 - d) the submission of the financial statements to the annual general meeting of the Association; and

- e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 8—GENERAL MATTERS

86. Common seal

- 86.1. The Association's common seal must have the name of the Association in legible characters together.
- 86.2. A document may only be sealed with the common seal by the authority of the Council and the sealing must be witnessed by the signatures of two Council Executives.
- 86.3. A register must be maintained which documents all use of the common seal.
- 86.4. The register and the common seal must be kept together in the custody of the Secretary.

87. Registered Office address

- 87.1. The registered office address of the Association is an address in the state of Victoria as this is required by the *Associations Incorporation Reform Act 2012*.
- 87.2. The registered office address of the Association is:
 - a) the address determined from time to time by resolution of the Council; or
 - b) if the Council has not determined an address to be the registered office address; the postal address of the Secretary.

88. Notice requirements

- 88.1. Except in the cases of election of Councillors, and voting on motions at a general or special meeting, any notice required to be given to a member or a Councillor under these Rules may be given:
 - a) by handing the notice to the member personally; or
 - b) by sending it by post to the member at the address recorded for the member in the register of members; or
 - c) by sending it by email to the member at the email address recorded for the member in the register of members.
- 88.2. Rule 88.1 does not apply to notice given under Rule 70.
- 88.3. Any notice required to be given to the Association or the Council may be given:
 - a) by handing the notice to a member of the Council; or
 - b) by sending the notice by post to the registered office address; or
 - c) by leaving the notice at the registered office address; or

- d) by email to the email address of the Association or the Secretary.

89. Custody and inspection of books and records

89.1. Members may on request inspect free of charge:

- a) the register of members subject to rule 28;
- b) the minutes of general meetings;
- c) subject to rule 89.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Council meetings.

89.2. The Council may refuse to permit a member to inspect 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.

89.3. The Council must on request make copies of these rules available to members and applicants for membership free of charge.

89.4. Subject to rule 89.2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

89.5. For purposes of this rule **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- i. its membership records;
- ii. its financial statements;
- iii. its financial records;
- iv. records and documents relating to transactions, dealings, business or property of the Association.

90. Winding up and cancellation

90.1. The Association may be wound up voluntarily by special resolution.

90.2. 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 any members or former members of the Association.

90.3. Subject to the *Associations Incorporation Reform Act 2012* and any court order made under Section 133 of the *Associations Incorporation Reform Act 2012*, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

90.4. The body to which the surplus assets are to be given must be decided by special resolution.

91. Alteration of Rules

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

91.2. An alteration of the Rules does not take effect unless or until it is approved by the Registrar of Incorporated Associations under section 50 of the Act, being Consumer Affairs Victoria.