

# **CONSUMER AFFAIRS VICTORIA**

Authorised Version No.001

Association Incorporation Reform Act 2023

S.R No.116/2023

Authorised Version as at  
18 November 2023

**Authorised Version No. 001**  
**Associations Incorporation Reform**  
**Regulations 2023**

**S.R. No. 116/2023**

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**TABLE OF PROVISIONS**

<i>Regulation</i>	<i>Page</i>
<b>Part 1—Preliminary</b>	<b>1</b>
1 Objectives	1
2 Authorising provision	2
3 Commencement	2
4 Revocation	2
5 Definitions	3
<b>Part 2—Particulars</b>	<b>4</b>
6 Application for incorporation	4
7 Incorporation and certificate of registration—association	4
8 Application for incorporation under this Act	5
9 Incorporation and certificate of registration—registrable body	5
10 Application for amalgamation	6
11 Amalgamation and certificate of registration	7
12 Application to change name of incorporated association	7
13 Revocation of exemption from section 57	8
14 Notice of appointment of secretary	10
<b>Part 3—Model rules</b>	<b>11</b>
15 Model rules	11
<b>Part 4—Financial reporting</b>	<b>12</b>
16 Tier one, tier two and tier three associations	12
<b>Part 5—Transfer of incorporation</b>	<b>13</b>
17 Definition of <i>prescribed body corporate</i>	13
<b>Part 6—Winding up and cancellation</b>	<b>14</b>
18 Procedure for winding up on certificate	14

<i>Regulation</i>	<i>Page</i>
19 Application for cancellation of incorporation	14
<b>Part 7—Forms and fees</b>	<b>15</b>
20 Submission of financial statement to annual general meeting— tier one association	15
21 Submission of financial statement to annual general meeting— tier two association	15
22 Submission of financial statement to annual general meeting— tier three association	15
23 Fees	15
<b>Part 8—Miscellaneous</b>	<b>16</b>
24 Inspection of register and obtaining copies of documents	16
25 Infringement notices for prescribed offences	17
26 Fines	18
27 Attachments	18
<b>Schedule 1—Form</b>	<b>19</b>
<b>Schedule 2—Fees to be paid to the Registrar</b>	<b>20</b>
<b>Schedule 3—Prescribed infringement offences—provisions, descriptions and penalties</b>	<b>23</b>
<b>Schedule 4—Model rules for an incorporated association</b>	<b>26</b>
<hr/>	
<b>Endnotes</b>	<b>70</b>
1 General information	70
2 Table of Amendments	72
3 Explanatory details	73

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**Authorised Version No. 001**  
**Associations Incorporation Reform**  
**Regulations 2023**

**S.R. No. 116/2023**

Authorised Version as at  
18 November 2023

**Part 1—Preliminary**

**1 Objectives**

The objectives of these Regulations are—

- (a) to prescribe particulars and forms for the purposes of the **Associations Incorporation Reform Act 2012**; and
- (b) to provide for model rules of incorporated associations; and
- (c) to make provision for the winding up and cancellation of certain incorporated associations; and
- (d) to prescribe fees payable under the **Associations Incorporation Reform Act 2012**; and
- (e) to prescribe certain offences under the **Associations Incorporation Reform Act 2012** to be infringement offences within the meaning of the **Infringements Act 2006** and to prescribe for each infringement offence the penalty payable to expiate the offence; and
- (f) to prescribe maximum fines which can be imposed by an incorporated association on its members; and

- (g) to prescribe the amount of total revenue of an incorporated association below which the association is a tier one association under the **Associations Incorporation Reform Act 2012**; and
- (h) to prescribe the amount of total revenue of an incorporated association above which the association is a tier three association under the **Associations Incorporation Reform Act 2012**; and
- (i) to prescribe the value of the gross assets of an incorporated association below which the association may apply to the Registrar to cancel its incorporation under the **Associations Incorporation Reform Act 2012**; and
- (j) to make provision for other matters that are necessary for carrying out or giving effect to the **Associations Incorporation Reform Act 2012**.

## **2 Authorising provision**

These Regulations are made under section 222 of the **Associations Incorporation Reform Act 2012**.

## **3 Commencement**

These Regulations come into operation on 18 November 2023.

## **4 Revocation**

The following Regulations are **revoked**—

- (a) the Associations Incorporation Reform Regulations 2012<sup>1</sup>;
- (b) the Associations Incorporation Reform Amendment (Privacy) Regulations 2015<sup>2</sup>;

(c) the Associations Incorporation Reform Amendment Regulations 2018<sup>3</sup>.

## 5 Definitions

In these Regulations—

*ACNC* means the Australian Charities and Not-for-profits Commission established under section 105-5 of the Australian Charities and Not-for-profits Commission Act 2012 of the Commonwealth;

*authorised deposit-taking institution* has the same meaning as in the Banking Act 1959 of the Commonwealth;

*the Act* means the **Associations Incorporation Reform Act 2012**.

## **Part 2—Particulars**

### **6 Application for incorporation**

For the purposes of section 6(3)(c) of the Act, the prescribed particulars are—

- (a) the registered address of the proposed incorporated association; and
- (b) the postal address of the proposed incorporated association; and
- (c) the name, address, contact telephone number and email address of the applicant (if applicant is not the person nominated to be the first secretary of the proposed incorporated association); and
- (d) the number of members of the unincorporated association at the time of application; and
- (e) the estimated total revenue of the proposed incorporated association in its first financial year.

### **7 Incorporation and certificate of registration—association**

For the purposes of section 8(3) of the Act, the prescribed particulars are—

- (a) the name of the incorporated association; and
- (b) the registration number of the incorporated association; and
- (c) the date on which the association was registered as an incorporated association under the Act.

## **8 Application for incorporation under this Act**

For the purposes of section 12(2)(c) of the Act, the prescribed particulars are—

- (a) the name of the registrable body; and
- (b) if applicable, the Act or regulation under which the registrable body was incorporated, formed or registered; and
- (c) if the registrable body has a registration number or other unique identifier, that number or identifier; and
- (d) the registered address of the proposed incorporated association; and
- (e) the number of members of the registrable body at the time of application; and
- (f) the total revenue of the registrable body in the preceding financial year; and
- (g) the estimated total revenue of the registrable body in the current financial year; and
- (h) the postal address of the proposed incorporated association; and
- (i) the email address of the proposed incorporated association.

## **9 Incorporation and certificate of registration—registrable body**

For the purposes of section 14(3) of the Act, the prescribed particulars are—

- (a) the name of the incorporated association; and
- (b) the registration number of the incorporated association; and
- (c) the date on which the association was registered as an incorporated association under the Act.

## **10 Application for amalgamation**

- (1) For the purposes of section 18(2)(c) of the Act, the prescribed particulars are—
  - (a) the names of the incorporated associations to be amalgamated; and
  - (b) the registration numbers of the incorporated associations to be amalgamated; and
  - (c) the registered addresses of the incorporated associations to be amalgamated; and
  - (d) the proposed registered address of the incorporated association to be formed by the amalgamation; and
  - (e) the proposed postal address of the incorporated association to be formed by the proposed amalgamation; and
  - (f) the proposed email address of the incorporated association to be formed by the proposed amalgamation.
- (2) For the purposes of section 18(3)(a) of the Act, the prescribed particulars are—
  - (a) the name of each incorporated association to which the notice relates; and
  - (b) the registration number of each of the incorporated associations referred to in paragraph (a); and
  - (c) for each incorporated association, the date and place of the general meeting at which the special resolution was passed; and
  - (d) details of the special resolutions passed at the meetings approving—
    - (i) the terms of the amalgamation of the incorporated associations; and

- (ii) the purposes of the proposed amalgamated incorporated association; and
- (iii) the proposed rules of the proposed amalgamated incorporated association; and
- (e) details of the terms of the amalgamation of the incorporated associations; and
- (f) the postal address of the association to be formed by the proposed amalgamation.

#### **11 Amalgamation and certificate of registration**

For the purposes of section 20(3) of the Act, the prescribed particulars are—

- (a) the name of the newly incorporated association; and
- (b) the registration number of the newly incorporated association; and
- (c) the date on which the amalgamated associations were registered as a single incorporated association under the Act.

#### **12 Application to change name of incorporated association**

For the purposes of section 24(3)(b) of the Act, the prescribed particulars are—

- (a) the current name of the incorporated association; and
- (b) the registration number of the incorporated association; and
- (c) the proposed new name of the incorporated association; and

- (d) the name, address, contact telephone number and email address of the secretary of the incorporated association; and
- (e) the place of the meeting where the special resolution for the change of name was passed.

### **13 Revocation of exemption from section 57**

For the purposes of section 59B(6) of the Act, the prescribed particulars are—

- (a) the name of the incorporated association; and
- (b) a statement that the Registrar has revoked the exemption granted to the association under section 59A of the Act; and
- (c) whether the exemption was revoked on the initiative of the Registrar or upon application by the secretary made under section 59B(3) of the Act; and
- (d) the date on which the Registrar notified the secretary of the revocation of the exemption; and
- (e) a statement that the effect of the Registrar revoking the exemption is that members of the association will be permitted to inspect the association's register of members that contains the names and addresses of members of the association; and
- (f) a statement that members of the association will be permitted to use information obtained from the register of members to contact other members in relation to the management or purposes of the association; and

- (g) a statement that a member of the association may apply to VCAT for a review of the decision of the Registrar to revoke the exemption within 28 days of receiving this notice; and
- (h) a statement that the association cannot allow members to inspect the register of members until after 28 days have passed since members received this notice and either—
  - (i) no member of the association has applied to VCAT for a review of the decision to revoke the exemption; or
  - (ii) an application was made to VCAT and the decision to revoke the exemption was upheld by VCAT; and
- (i) a statement that—
  - (i) a member may request that the secretary under section 59 of the Act restrict access to the personal information of the member recorded in the register of members; and
  - (ii) if the secretary believes there are special circumstances that justify restricting access to the member's information, the secretary must agree to the request; and
- (j) a statement that if the secretary refuses a request referred to in paragraph (i)—
  - (i) the secretary must notify the member in writing and set out the reasons for the decision; and
  - (ii) the member may apply to VCAT for a review of the secretary's decision within 28 days of being notified of the secretary's decision; and

- (iii) the secretary will not release that member's personal information without the member's consent unless 28 days have passed since the secretary gave notice to the member, and—
  - (A) the member has not sought a review of the decision; or
  - (B) VCAT has upheld the secretary's decision to release the information.

#### **14 Notice of appointment of secretary**

For the purposes of section 74(2)(b) of the Act, the prescribed particulars are—

- (a) the name of the incorporated association; and
- (b) the registration number of the incorporated association; and
- (c) the telephone number of the secretary (if available); and
- (d) the email address of the secretary (if available); and
- (e) the date of appointment of the secretary.

## **Part 3—Model rules**

### **15 Model rules**

For the purposes of section 49(1) of the Act, the rules set out in Schedule 4 are prescribed to be model rules for an incorporated association.

## **Part 4—Financial reporting**

### **16 Tier one, tier two and tier three associations**

- (1) For the purposes of section 90(2)(a) of the Act, the prescribed amount for the financial year commencing on 1 July 2024 and each subsequent financial year is \$500 000.
- (2) For the purposes of section 90(4) of the Act, the prescribed amount for the financial year commencing on 1 July 2024 and each subsequent financial year is \$3 000 000.

## **Part 5—Transfer of incorporation**

### **17 Definition of *prescribed body corporate***

For the purposes of paragraph (c)(ii) of the definition of *prescribed body corporate* in section 109 of the Act, an Aboriginal and Torres Strait Islander corporation within the meaning of the Corporations (Aboriginal and Torres Strait Islander) Act 2006 of the Commonwealth is prescribed.

## **Part 6—Winding up and cancellation**

### **18 Procedure for winding up on certificate**

For the purposes of section 130(5)(b) of the Act, the prescribed security is \$50 000 in the form of—

- (a) cash; or
- (b) a cheque drawn on an authorised deposit-taking institution; or
- (c) a certificate of deposit issued by an authorised deposit-taking institution; or
- (d) a debenture or security that is guaranteed by the government of a State or a Territory or the Commonwealth; or
- (e) a surety issued by an authorised deposit-taking institution or a body corporate authorised to carry on insurance business under the Insurance Act 1973 of the Commonwealth.

### **19 Application for cancellation of incorporation**

For the purposes of section 136(1)(a) of the Act, the prescribed amount is \$50 000.

## **Part 7—Forms and fees**

### **20 Submission of financial statement to annual general meeting—tier one association**

For the purposes of section 94(2)(b) of the Act, the prescribed form is Form 1 in Schedule 1.

### **21 Submission of financial statement to annual general meeting—tier two association**

For the purposes of section 97(2)(b) of the Act, the prescribed form is Form 1 in Schedule 1.

### **22 Submission of financial statement to annual general meeting—tier three association**

For the purposes of section 100(2)(b) of the Act, the prescribed form is Form 1 in Schedule 1.

### **23 Fees**

For the purposes of a provision of the Act specified for an item in Column 2 of the table in Schedule 2, the prescribed fee is the corresponding amount specified for that item in Column 4 of the table in that Schedule.

## **Part 8—Miscellaneous**

### **24 Inspection of register and obtaining copies of documents**

For the purposes of section 196(1)(b) of the Act, the prescribed documents are—

- (a) an application for incorporation lodged with the Registrar under section 6 of the Act; and
- (b) an application for incorporation by a registrable body lodged with the Registrar under section 12 of the Act; and
- (c) an application for amalgamation lodged with the Registrar under section 18 of the Act; and
- (d) an application to change the name of an incorporated association lodged with the Registrar under section 24 of the Act; and
- (e) a notification of change of registered address of an incorporated association lodged with the Registrar under section 28 of the Act; and
- (f) an application to alter the rules of an incorporated association lodged with the Registrar under section 50 of the Act; and
- (g) a notice of appointment as secretary of an incorporated association lodged with the Registrar under section 74 of the Act; and
- (h) the following documents of an incorporated association lodged with the Registrar under section 102 of the Act—
  - (i) the annual statements;
  - (ii) the financial statements;

- (iii) the reports of the review of financial statements prepared for the purposes of section 96 of the Act;
- (iv) the reports of the audit of financial statements prepared for the purposes of section 96 or 99 of the Act; and
- (i) copies of financial information received from the ACNC in relation to an incorporated association; and
- (j) copies of financial statements received from the ACNC in relation to an incorporated association; and
- (k) copies of any report of the review of financial statements and copies of any report of the audit of financial statements received from the ACNC in relation to an incorporated association.

## **25 Infringement notices for prescribed offences**

- (1) For the purposes of Division 2 of Part 14 of the Act—
  - (a) an offence committed against a provision of the Act specified for an item in Column 2 of the table in Schedule 3 and described in Column 3 of the table is prescribed as an infringement offence; and
  - (b) the prescribed infringement penalty for the infringement offence is the corresponding amount specified for that item in Column 4 of the table in Schedule 3.
- (2) A description of an offence specified for an item in Column 3 of the table in Schedule 3 and corresponding to a provision of the Act specified in Column 2 of the table is a description for convenience of reference only and is not to be taken to affect the nature or elements of the

offence to which it refers or the operation of these Regulations.

## **26 Fines**

The committee of an incorporated association may impose a fine on a member of the association not exceeding \$500 payable to the association if—

- (a) the incorporated association provides for the imposition of a fine in its rules for a breach of the rules; and
- (b) the committee determines that the member has breached a rule.

## **27 Attachments**

- (1) If there is insufficient space in a form to contain the required information, that information must be set out in an attachment.
- (2) If a document is attached to a form, the form must refer to the document and specify the following—
  - (a) an identifying mark or name;
  - (b) the number of pages in the document;
  - (c) a brief description of the nature of the document and its contents.

### **Note**

***Document*** is defined in section 38 of the **Interpretation of Legislation Act 1984**.

## Schedule 1—Form

Regulations 20, 21 and 22

### FORM 1

**Associations Incorporation Reform Act 2012**  
Sections 94(2)(b), 97(2)(b) and 100(2)(b)

#### **ANNUAL STATEMENTS GIVE TRUE AND FAIR VIEW OF FINANCIAL POSITION OF INCORPORATED ASSOCIATION**

We, [*insert name of committee member of incorporated association*] and [*insert name of other committee member*], being members of the Committee of the [*insert full name of the incorporated association*], certify that—

The statements attached to this certificate give a true and fair view of the financial position of the [*insert full name of the incorporated association*] during and at the end of the financial year of the association ending on [*insert end date of relevant financial year*].

Signed:

Dated:

Signed:

Dated:

Associations Incorporation Reform Regulations 2023  
S.R. No. 116/2023  
Schedule 2—Fees to be paid to the Registrar

## Schedule 2—Fees to be paid to the Registrar

			Regulation 23
<i>Column 1</i>	<i>Column 2</i>	<i>Column 3</i>	<i>Column 4</i>
<i>Item</i>	<i>Provision of the Act</i>	<i>Type of fee</i>	<i>Amount</i>
1	6(4)	Application for incorporation of proposed association—model rules	5 fee units
2	6(4)	Application for incorporation of proposed association—own rules	30 fee units
3	12(3)	Application for incorporation by registrable body—model rules	8 fee units
4	12(3)	Application for incorporation by registrable body—own rules	33 fee units
5	18(3)	Application for amalgamation—model rules	16·5 fee units
6	18(3)	Application for amalgamation—own rules	30 fee units
7	24(3)	Application to change the name of an incorporated association	9 fee units
8	50(4)	Application to alter the rules of an incorporated association	26 fee units
9	91	Application to be declared tier one or tier two association for purposes of a financial year	6·5 fee units
10	102	Lodgement of financial statements with Registrar—tier one association	3 fee units
11	102	Lodgement of financial statements with Registrar—tier two association	6 fee units

Associations Incorporation Reform Regulations 2023  
S.R. No. 116/2023  
Schedule 2—Fees to be paid to the Registrar

<i>Column 1</i>	<i>Column 2</i>	<i>Column 3</i>	<i>Column 4</i>
<i>Item</i>	<i>Provision of the Act</i>	<i>Type of fee</i>	<i>Amount</i>
12	102	Lodgement of financial statements with Registrar—tier three association	12 fee units
13	103(2)	Application for exemption from lodging financial statements—tier one association	2 fee units
14	103(2)	Application for exemption from lodging financial statements—tier two association	4 fee units
15	103(2)	Application for exemption from lodging financial statements—tier three association	4 fee units
16	104(2)	Application for extension of time for holding annual general meeting or lodging financial statements—tier one association	2·5 fee units
17	104(2)	Application for extension of time for holding annual general meeting or lodging financial statements—tier two association	2·5 fee units
18	104(2)	Application for extension of time for holding annual general meeting or lodging financial statements—tier three association	2·5 fee units
19	108(2)	Application for exemption from requirements to remove auditor under section 107(2)	2·5 fee units
20	196(1)	Inspection of register or prescribed documents kept by Registrar	2 fee units

Associations Incorporation Reform Regulations 2023  
S.R. No. 116/2023  
Schedule 2—Fees to be paid to the Registrar

<i>Column 1</i>	<i>Column 2</i>	<i>Column 3</i>	<i>Column 4</i>
<i>Item</i>	<i>Provision of the Act</i>	<i>Type of fee</i>	<i>Amount</i>
21	196(2)(a)	Obtain copies of prescribed documents kept by Registrar	3 fee units
22	196(2)(b)	Obtain certified copies of a prescribed document kept by Registrar	4·5 fee units
23	197	Obtain certified duplicate of a certificate of registration of an incorporated association	2 fee units

### Schedule 3—Prescribed infringement offences—provisions, descriptions and penalties

Regulation 25			
<i>Column 1</i>	<i>Column 2</i>	<i>Column 3</i>	<i>Column 4</i>
<i>Item</i>	<i>Provision of the Act</i>	<i>Description of offence</i>	<i>Penalty</i>
1	23(1)	Failure to display name on business documents etc.	1 penalty unit
2	23(2)	Failure to display registration number on business documents etc.	1 penalty unit
3	28(1)	Failure to have registered address	1 penalty unit
4	28(3)	Failure to notify Registrar of change of registered address	1 penalty unit
5	53(1)	Failure to permit member to inspect rules or minutes of general meetings	1 penalty unit
6	53(2)	Failure to give member copy of rules or minutes of general meeting within 14 days of receipt of a written request	1 penalty unit
7	74(1)	Failure to notify Registrar within 14 days of appointment as secretary	1 penalty unit
8	88(2)	Failure to return copies of documents to association within 28 days of ceasing to hold office or ceasing to be a member	1 penalty unit
9	99(1)	Failure to have financial statements audited before submission to annual general meeting	2 penalty units

Associations Incorporation Reform Regulations 2023

S.R. No. 116/2023

Schedule 3—Prescribed infringement offences—provisions, descriptions and penalties

<i>Column 1</i>	<i>Column 2</i>	<i>Column 3</i>	<i>Column 4</i>
<i>Item</i>	<i>Provision of the Act</i>	<i>Description of offence</i>	<i>Penalty</i>
10	101(2)	Failure to permit member to inspect trust deed	1 penalty unit
11	102(1)	Failure to lodge statement in approved form with copy of financial statements	1 penalty unit
12	105(1)	Failure to retain financial statements for 7 years after annual general meeting	4 penalty units
13	105(2)	Failure to retain certificate referred to in section 94(3), 97(3) or 100(3) for 7 years after signing	2 penalty units
14	112	Failure to notify Registrar of registration or incorporation as a prescribed body corporate	2 penalty units
15	201(2)	Failure to keep original of a document of which a copy has been lodged with the Registrar for 7 years and, if requested to do so by the Registrar, produce that document	4 penalty units
16	202(3)	Failure to comply with requirement of Registrar to produce original of document within 28 days after receiving the request or within any longer period specified by the Registrar	1 penalty unit
17	206(3)	Failure to lodge certified English translation of document	1 penalty unit

Associations Incorporation Reform Regulations 2023

S.R. No. 116/2023

Schedule 3—Prescribed infringement offences—provisions, descriptions and penalties

<i>Column 1</i>	<i>Column 2</i>	<i>Column 3</i>	<i>Column 4</i>
<i>Item</i>	<i>Provision of the Act</i>	<i>Description of offence</i>	<i>Penalty</i>
18	209(1)	Person or body that is not a body corporate uses name or title that includes the word "Incorporated", "Inc." or "Inc"	2 penalty units

## Schedule 4—Model rules for an incorporated association

Regulation 15

### Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

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.

## Part 1—Preliminary

### 1 Name

The name of the incorporated association is "[*insert name*] Incorporated".

#### Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

### 2 Purposes

The purposes of the Association are—  
[*insert purposes*].

### 3 Financial year

The financial year of the Association is each period of 12 months ending on [*insert last day of financial year, e.g. "30 June"*].

### 4 Definitions

In these Rules—

***absolute majority***, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

***appeal subcommittee*** means a subcommittee appointed under rule 23(3);

***associate member*** means a member referred to in rule 14(1);

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

***Committee*** means the Committee having management of the business of the Association;

***committee meeting*** means a meeting of the Committee held in accordance with these Rules;

***committee member*** means a member of the Committee elected or appointed under Division 3 of Part 5;

***disciplinary appeal meeting*** means a meeting of the appeal subcommittee convened for the purposes of rule 24;

***disciplinary meeting*** means a meeting of the Committee convened for the purposes of rule 22;

***disciplinary subcommittee*** means the subcommittee appointed under rule 20;

***financial year*** means the 12-month period specified in rule 3;

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

***member*** means a member of the Association;

***registered mediator*** means a person registered as a mediator accredited under the National Mediator Accreditation System developed

by the Mediator Standards Board Limited  
ABN 11 145 829 812;

***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.

## **Part 2—Powers of Association**

### **5 Powers of Association**

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
  - (a) acquire, hold and dispose of real or personal property; or
  - (b) open and operate accounts with financial institutions; or
  - (c) invest its money in any security in which trust monies may lawfully be invested; or
  - (d) raise and borrow money on any terms and in any manner as it thinks fit; or
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability; or
  - (f) appoint agents to transact business on its behalf; or

- (g) enter into any other contract it considers necessary or desirable.
- (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**

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (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.

### **Note**

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act 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**

#### **7 Minimum number of members**

The Association must have at least 5 members.

#### **8 Who is eligible to be a member**

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

## **9 Application for membership**

- (1) To apply to become a member of the Association, a person must submit a written application to a committee member 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.
- (2) The application—
  - (a) must be signed by the applicant; and
  - (b) may be accompanied by the joining fee.

### **Notes**

- 1 The joining fee is the fee (if any) determined by the Association under rule 12(3).
- 2 A requirement for a signature of a person may be met by electronic signature. See section 9 of the **Electronic Transactions (Victoria) Act 2000**.

## **10 Consideration of application**

- (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.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) The Committee is not required to give a reason for the rejection of an application.

### **Note**

An association may have obligations under Division 6 of Part 4 of the **Equal Opportunity Act 2010**.

## **11 New membership**

- (1) If an application for membership is approved by the Committee—
  - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - (b) the Secretary must, as soon as practicable, ensure the name and address of the new member, and the date on which they became a member, is recorded in the register of members.
- (2) A person becomes a member of the Association from the date on which both of the following have occurred—
  - (a) the Committee approves the person's membership; and
  - (b) the person pays the joining fee.
- (3) Subject to rule 13(2), a person is entitled to exercise their rights of membership from the date referred to in subrule (2).

## **12 Annual subscription and fee on joining**

- (1) At each annual general meeting, the Association must determine—
  - (a) the process for setting the amount of the annual subscription (if any) for the following financial year; and
  - (b) the date for payment of the annual subscription.
- (2) The Association may determine that a lower annual subscription is payable by associate members.

- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

### **13 General rights of members**

- (1) 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; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
  - (f) to inspect the register of members.
- (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 the member became a member of the Association; and
- (c) the member's membership rights are not suspended for any reason.

#### **14 Associate members**

- (1) Associate members of the Association include—
  - (a) any members under the age of 15 years; and
  - (b) any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

#### **15 Rights not transferable**

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

#### **16 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (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.

#### **17 Resigning as a member**

- (1) A member may resign by notice in writing given to the Association.

##### **Note**

Rule 74(3) sets out how notice may be given to the Association. It includes by post or by handing the notice to a member of the committee.

- (2) A member is taken to have resigned if—
  - (a) the member's annual subscription is more than 12 months in arrears; or
  - (b) where no annual subscription is payable—
    - (i) the Secretary has made a written request to the member to confirm that the member wishes to remain a member; and
    - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that the member wishes to remain a member.

## **18 Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name; and
    - (ii) the address for notice last given by the member; and
    - (iii) the email address last given by the member (if available); and
    - (iv) the date of becoming a member; and
    - (v) if the member is an associate member, a note to that effect; and
    - (vi) any other information determined by the Committee; and
  - (b) for each former member, the name of the person and the date on which the person ceased to be a member of the Association.

- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

**Note**

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the register of members.

## **Division 2—Disciplinary action**

### **19 Grounds for taking disciplinary action**

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; or
- (c) has engaged in conduct prejudicial to the Association.

### **20 Disciplinary subcommittee**

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) Subject to subrule (3), the Committee may appoint any person to a disciplinary subcommittee.
- (3) A person must not be appointed to a disciplinary subcommittee if the person is biased in favour of or against the member concerned.

## **21 Notice to member**

- (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 the member 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 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **22 Decision of subcommittee**

- (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.

- (2) After complying with subrule (1), the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (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.

## **23 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that the person wishes to appeal against the suspension or expulsion.
- (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 7 days after the vote.
- (3) If a person has given notice under subrule (2), the Committee must appoint at least 3 persons to an appeal subcommittee to consider the appeal.
- (4) Subject to subrule (5), the Committee may appoint any person to an appeal subcommittee.

- (5) A person must not be appointed to an appeal subcommittee if the person—
  - (a) was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or
  - (b) has a personal interest in the dispute; or
  - (c) is biased in favour of or against the member concerned.
- (6) The Committee must convene a meeting of the appeal subcommittee (the ***disciplinary appeal meeting***) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- (7) Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned as soon as practicable and must—
  - (a) specify the date, time and place of 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
    - (iii) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **24 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and

- (b) the appeal 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.
- (2) After complying with subrule (1), members of the appeal subcommittee present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if a majority of the persons voting at the meeting vote in favour of the decision.

### **Division 3—Grievance procedure**

#### **25 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member; and
  - (b) a member and the Committee; and
  - (c) a member and the Association.
- (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.

#### **26 Parties must attempt to resolve the dispute**

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.

## **27 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
    - (a) notify the Committee 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.
  - (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 registered mediator.
- Note**
- This includes a registered mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.
- (3) Subject to subrule (4), the Committee may appoint any person as a mediator.
  - (4) The Committee must not appoint a person as a mediator if the person—
    - (a) has a personal interest in the dispute; or
    - (b) is biased in favour of or against any party.

## **28 Mediation process**

- (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.
- (2) The mediator must not determine the dispute.
- (3) Any costs of mediation are to be paid—
  - (a) if an agreement as to costs is reached between the parties—in accordance with that agreement; or
  - (b) if there is no such agreement—by the Committee.

## **29 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**

## **30 Annual general meetings**

- (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.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.

- (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 or 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;
  - (c) to elect the members of the Committee;
  - (d) to determine the process for setting the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **31 Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

#### **Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

**32 Special general meeting held at request of members**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (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.
- (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 (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (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.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **33 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(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.
- (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
  - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

**Note**

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

### **34 Proxies**

- (1) A member may appoint another member as the member's proxy to vote and speak on the member's behalf at a general meeting other than at a disciplinary appeal meeting.

- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf, otherwise the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (4) If the Committee has 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.
- (5) Notice of a general meeting given to a member under rule 33 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 Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (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 24 hours before the commencement of the meeting.

### **35 Use of technology**

- (1) A general meeting may be held and members may take part by the use of technology that allows members to clearly and simultaneously communicate with each other participating member.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted

under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **36 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 10% of the members entitled to vote.
- (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 32—  
the meeting must be dissolved; or

#### **Note**

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (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.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (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.

### **37 Adjournment of general meeting**

- (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.
- (2) Without limiting subrule (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.

#### **Example**

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (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.
- (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 33.

### **38 Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (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.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (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.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

### **39 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 by proxy) vote in favour of the resolution.

#### **Note**

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office; or
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

### **40 Determining whether resolution carried**

- (1) Subject to subrule (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.

- (2) If a count is demanded by 3 or more members on any question—
  - (a) the count 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 count.
- (3) A count demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A count demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **41 Minutes of general meeting**

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (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.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
  - (c) the certificate signed by 2 committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (d) 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**

#### **42 Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (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 of the Association.
- (3) The Committee may—
  - (a) appoint and remove staff; and
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

#### **43 Delegation**

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

## **Division 2—Composition of Committee and duties of members**

### **44 Composition of Committee**

The Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) ordinary members (if any) elected under rule 53.

### **45 General duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise the member's powers and discharge the member's duties with reasonable care and diligence.
- (4) Committee members must exercise the member's powers and discharge the member's duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
  - (a) the member's, or former member's, position;  
or

- (b) information acquired by virtue of holding the member's, or former member's, position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

**Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) 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 President and Vice-President**

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (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 committee meeting—a committee member elected by the other committee members present.

**47 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

**Example**

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

(2) The Secretary must—

- (a) maintain the register of members in accordance with rule 18; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
  - (c) subject to the Act and these Rules, 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.
- (3) The Secretary must give to the Registrar notice of the Secretary's appointment within 14 days after the appointment.

**48 Treasurer**

(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; and
- (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
- (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.

- (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 the Association's certification by the Committee prior to the Association's submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that all other committee members have access to the accounts and financial records of the Association.

### **Division 3—Election of Committee members and tenure of office**

#### **49 Who is eligible to be a Committee member**

A member is eligible to be elected or appointed as a committee member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

#### **50 Positions to be declared vacant**

- (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.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

## **51 Nominations**

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may—
  - (a) nominate himself or herself; or
  - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

## **52 Election of President etc.**

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
  - (a) President;
  - (b) Vice-President;
  - (c) Secretary;
  - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On the President's election, the new President may take over as Chairperson of the meeting.

## **53 Election of ordinary members**

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.

- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

#### **54 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of the candidate's election.
- (4) The election must be by secret ballot.
- (5) If the election is held in person, the returning officer must give a blank piece of paper to—
  - (a) each member present in person; and
  - (b) each proxy appointed by a member.

#### **Example**

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

- (7) If the ballot is for more than one position—
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote; and
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

**Examples**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

**55 Term of office**

- (1) Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.

- (3) A general meeting of the Association may—
  - (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(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.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

## **56 Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if the person—
  - (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or

- (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

**Note**

A Committee member may not hold the office of Secretary if they do not reside in Australia.

**57 Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
  - (a) has become vacant under rule 56; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

**Division 4—Meetings of Committee**

**58 Meetings of Committee**

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.

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

#### **59 Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

#### **60 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

#### **61 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.

- (2) The order of business may be determined by the members present at the meeting.

## **62 Use of technology**

- (1) A committee meeting may be held by the use of technology that allows committee members to clearly and simultaneously communicate with each other participating member.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **63 Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special meeting—the meeting lapses; or
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the date, time and place to which the meeting is adjourned must be given in accordance with rule 59.

## **64 Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.

- (2) A motion is carried if a majority of committee members present and voting at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

## **65 Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the committee member's position and the nature and extent of that interest to the Committee.
- (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.

### **Note**

Under section 81(3) of the Act, if there are insufficient committee members 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.

- (3) 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.

- (4) The Committee must keep a conflict of interest register.
- (5) The conflict of interest register must record the following—
  - (a) the name and position of the member who has disclosed a material personal interest;
  - (b) a description of the nature and extent of that interest;
  - (c) a management plan documenting actions required to mitigate the conflict.

#### **66 Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (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) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 65.

#### **67 Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (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**

### **68 Source of funds**

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fundraising activities, grants, interest and any other sources approved by the Committee.

### **69 Management of funds**

- (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.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) Despite subrule (1), the Committee may authorise the Treasurer to maintain a petty cash fund for minor and incidental expenses of the Association.
- (7) The Treasurer must record the withdrawal or deposit of an amount from the petty cash fund at the time of the transaction.

## **70 Financial records**

- (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 Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in the Treasurer's custody, or under the Treasurer's control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

## **71 Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (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 certification of the financial statements by the Committee; 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 7—General matters**

### **72 Common seal**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal; and
  - (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 2 committee members; and
  - (c) the common seal must be kept in the custody of the Secretary.

### **73 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.

### **74 Notice requirements**

- (1) Any notice required to be given to a member or a committee member 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 on the register of members; or

- (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the Committee may be given—
  - (a) by handing the notice to a member of the Committee; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Committee determines that it is appropriate in the circumstances—
    - (i) by email to the email address of the Association or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Association.

## **75 Custody and inspection of books and records**

- (1) Members may on request inspect free of charge any of the following—
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

### **Note**

See note following rule 18 for details of access to the register of members.

- (2) The Committee 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.

- (3) The Committee must on request make available, or provide copies of, these Rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may request a copy of, or 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.
- (5) For the purposes of this rule—

***relevant document*** means any record or other document, however compiled, recorded or stored, that relates to the incorporation and management of the Association and includes the following—

- (a) a membership record;
- (b) a financial statement;
- (c) a financial record;
- (d) any other record or document relating to transactions, dealings, business or property of the Association.

## **76 Winding up and cancellation**

- (1) The Association may be wound up voluntarily by special resolution.
- (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.
- (3) Subject to the Act and any court order made under section 133 of the Act, 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.

- (4) The body to which the surplus assets are to be given must be decided by special resolution.

## **77 Alteration of Rules**

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

### **Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

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## Endnotes

### 1 General information

See [www.legislation.vic.gov.au](http://www.legislation.vic.gov.au) for Victorian Bills, Acts and current authorised versions of legislation and up-to-date legislative information.

The Associations Incorporation Reform Regulations 2023, S.R. No. 116/2023 were made on 14 November 2023 by the Governor in Council under section 222 of the **Associations Incorporation Reform Act 2012**, No. 20/2012 and came into operation on 18 November 2023: regulation 3.

The Associations Incorporation Reform Regulations 2023 will sunset 10 years after the day of making on 14 November 2033 (see section 5 of the **Subordinate Legislation Act 1994**).

#### INTERPRETATION OF LEGISLATION ACT 1984 (ILA)

##### Style changes

Section 54A of the ILA authorises the making of the style changes set out in Schedule 1 to that Act.

##### References to ILA s. 39B

Sidenotes which cite ILA s. 39B refer to section 39B of the ILA which provides that where an undivided regulation, rule or clause of a Schedule is amended by the insertion of one or more subregulations, subrules or subclauses the original regulation, rule or clause becomes subregulation, subrule or subclause (1) and is amended by the insertion of the expression "(1)" at the beginning of the original regulation, rule or clause.

##### Interpretation

As from 1 January 2001, amendments to section 36 of the ILA have the following effects:

- **Headings**

All headings included in a Statutory Rule which is made on or after 1 January 2001 form part of that Statutory Rule. Any heading inserted in a Statutory Rule which was made before 1 January 2001, by a Statutory Rule made on or after 1 January 2001, forms part of that Statutory Rule.

This includes headings to Parts, Divisions or Subdivisions in a Schedule; Orders; Parts into which an Order is divided; clauses; regulations; rules; items; tables; columns; examples; diagrams; notes or forms.

See section 36(1A)(2A)(2B).

- **Examples, diagrams or notes**

All examples, diagrams or notes included in a Statutory Rule which is made on or after 1 January 2001 form part of that Statutory Rule. Any examples, diagrams or notes inserted in a Statutory Rule which was made before 1 January 2001, by a Statutory Rule made on or after 1 January 2001, form part of that Statutory Rule. See section 36(3A).

- **Punctuation**

All punctuation included in a Statutory Rule which is made on or after 1 January 2001 forms part of that Statutory Rule. Any punctuation inserted in a Statutory Rule which was made before 1 January 2001, by a Statutory Rule made on or after 1 January 2001, forms part of that Statutory Rule. See section 36(3B).

- **Provision numbers**

All provision numbers included in a Statutory Rule form part of that Statutory Rule, whether inserted in the Statutory Rule before, on or after 1 January 2001. Provision numbers include regulation numbers, rule numbers, subregulation numbers, subrule numbers, paragraphs and subparagraphs. See section 36(3C).

- **Location of "legislative items"**

A "legislative item" is a penalty, an example or a note. As from 13 October 2004, a legislative item relating to a provision of a Statutory Rule is taken to be at the foot of that provision even if it is preceded or followed by another legislative item that relates to that provision. For example, if a penalty at the foot of a provision is followed by a note, both of these legislative items will be regarded as being at the foot of that provision. See section 36B.

- **Other material**

Any explanatory memorandum, table of provisions, endnotes, index and other material printed after the Endnotes does not form part of a Statutory Rule. See section 36(3)(3D)(3E).

## **2 Table of Amendments**

There are no amendments made to the Associations Incorporation Reform Regulations 2023 by statutory rules, subordinate instruments and Acts.

### 3 Explanatory details

<sup>1</sup> Reg. 4(a): S.R. No. 128/2012 as amended by S.R. Nos 46/2015 and 81/2018.

<sup>2</sup> Reg. 4(b): S.R. No. 46/2015.

<sup>3</sup> Reg. 4(c): S.R. No. 81/2018.

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#### Fee Units

These Regulations provide for fees by reference to fee units within the meaning of the **Monetary Units Act 2004**.

The amount of the fee is to be calculated, in accordance with section 7 of that Act, by multiplying the number of fee units applicable by the value of a fee unit.

The value of a fee unit for the financial year commencing 1 July 2023 is \$15.90. The amount of the calculated fee may be rounded to the nearest 10 cents.

The value of a fee unit for future financial years is to be fixed by the Treasurer under section 5 of the **Monetary Units Act 2004**. The value of a fee unit for a financial year must be published in the Government Gazette and a Victorian newspaper before 1 June in the preceding financial year.

#### Penalty Units

These Regulations provide for penalties by reference to penalty units within the meaning of section 110 of the **Sentencing Act 1991**. The amount of the penalty is to be calculated, in accordance with section 7 of the **Monetary Units Act 2004**, by multiplying the number of penalty units applicable by the value of a penalty unit.

The value of a penalty unit for the financial year commencing 1 July 2023 is \$192.31. The amount of the calculated penalty may be rounded to the nearest dollar.

The value of a penalty unit for future financial years is to be fixed by the Treasurer under section 5 of the **Monetary Units Act 2004**. The value of a penalty unit for a financial year must be published in the Government Gazette and a Victorian newspaper before 1 June in the preceding financial year.