# CONSUMER AFFAIRS VICTORIA

## Associations Incorporation Reform Act 2012

## RULES

## For the

# Co-ordinating Cat Council of Australia (CCCA)

## Associations Incorporation Reform Regulations 2012

## Part 3

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## Based on the Model Rules for an Incorporated Association

**Note**

The member associations who from time to time are members of the Association (CCCA) 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 "Co-ordinating Cat Council of Australia (CCCA) 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:

(a) To promote the health and welfare of cats through support of the Feline Health Research Fund

(b) To take cooperative action on matters of common interest and that are beneficial for the promotion of the cat fancy

(c) To prepare and recommend standard policies for the conduct of any kind of cat show or exhibition, the appointment of judges, the registration of cats, and any matters incidental to any of the foregoing

(d) To prepare standard policies for the recognition of judges, disqualifications, registration and matters of like nature

(e) To deal with any matter in connection with non-member cat controlling bodies

(f) To maintain a register of recognised CCCA national judges

(g) To prepare and recommend standard policies across all affiliates in relation to the showing, exhibiting and breeding of cats and any other matters connected with, or incidental to, the health and welfare of cats

(h) To actively seek cooperation and agreement with the Australian Cat Federation (ACF) on all cat matters of mutual benefit and concern

### 3 Financial year

The financial year of the Association (CCCA) is each period of 12 months ending on 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);

***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 47;

***Committee*** means the Executive Committee that must manage 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 Executive Committee elected or appointed under Division 3 of Part 5;

***Delegate*** means a financial member of a financial CCCA member body who has been elected by his/her member body to be a delegate to the CCCA committee.

***disciplinary appeal meeting*** means a meeting of the members of the Association (CCCA) convened under rule 23(3);

***disciplinary meeting*** means a meeting of the Executive 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 member associations of the Association (CCCA) convened in accordance with Part 4 and includes an annual general meeting, an ordinary general meeting, a special general meeting and a disciplinary appeal meeting;

***executive member*** is an elected delegate to one (or more) of the positions stated in rule 45

***executive committee*** consists of the elected executive members.

***member body*** means a member of the Association (CCCA), that is, any cat controlling body (known as a member association) approved by a 75 percent majority of existing members at a general meeting of the Association and not a member association in the first 12 months of their associate membership;

***member body entitled to vote*** means a member association who under rule 13(2) is entitled to vote at a general meeting (that is, not associate members);

***office-bearers*** means the President, Vice-President, Secretary, Treasurer and Liaison Officer (LO)

***special resolution*** means a resolution that requires not less than 75 percent of the member associations 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 Association*** means The Co-ordinating Cat Council Of Australia Inc.

***the Registrar*** means the Registrar of Incorporated Associations.

***the Rules*** means the rules of this document and are a contract between the association and its member bodies.

## 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;

(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;

(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 member association(s).

(2) Subrule (1) does not prevent the Association from paying a member body or a member of the Committee —

(a) reimbursement for expenses properly incurred by the member bodies; or

(b) for goods or services provided by the member body (for example, the seed fund for the National Show) —

if this is done in good faith on terms no more favourable than if the member body 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 member associations

The Association must have at least 4 member bodies.

### 8 Who is eligible for membership

Any cat association / controlling body approved by a 75 percent majority of members at a general meeting of the Association who support the purposes of the Association (CCCA) is eligible for membership. New members initially become associate members for a

period of 12 months from the date of the general meeting at which they were first approved. Upon expiry of associate membership, full membership must again be approved by a 75 percent majority of members at a general meeting.

**9 Application for membership**

(1) To apply for membership of the Association (CCCA), a cat controlling body / an association must submit a written application to the Secretary stating that the member body —

(a) wishes to become a member of the Association (CCCA); and

(b) supports the purposes of the Association (CCCA); and

(c) agrees to comply with these Rules.

(2) The application —

**Note**

The joining fee is the fee (if any) determined by the Association under rule 12(3).

**10 Consideration of application**

(1) At the next scheduled general meeting of the Association (CCCA) after an application for membership is received, the Association (CCCA) must decide by resolution passed by a 75 percent majority of members whether to accept or reject the application.

(2) The Association (CCCA) must notify the applicant in writing of its decision as soon as practicable after the decision is made.

(3) If the Association (CCCA) rejects the application, it must return any money accompanying the application to the applicant.

(4) No reason need be given for the rejection of an application.

**11 New membership**

(1) If an application for membership is approved by the Association (CCCA), the new member body becomes an associate member for a period of 12 months from the date of the general meeting at which their application was approved by the requisite 75 percent majority

(2) If an application for membership is approved by the Association (CCCA) —

(a) the resolution to accept the membership must be recorded in the minutes of the meeting; and

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

(3) An association initially becomes an associate member of the Association for a period of 12 months and, subject to rule 13(2), is entitled to exercise voting rights of membership 12 months from the meeting on which the Association approves the association's membership

**12 Annual subscription and fee on joining**

(1) At each annual general meeting, the Association (CCCA) must determine—

(a) 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 (CCCA) may determine that a lower annual subscription is payable by associate members.

(3) The Association (CCCA) may determine that any new member association 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 (CCCA).

(4) The rights of a member body (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 body of the Association (CCCA) that 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 send two (2) delegates 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 77; and

(f) to inspect the register of members.

(2) A member body is entitled to vote if —

(a) the member is a full member, not an associate member; and

(b) more than 10 business days have passed since it became a member of the Association (CCCA); and

(c) the member body's membership rights are not suspended for any reason.

**14 Associate members**

(1) Associate members of the Association (CCCA) include —

(a) any new member body in the first 12 months after approval by 75 percent majority of existing members at a General Meeting of the Association and that has agreed to take part in a CCCA mentoring / support program; and

(b) any other category of membership 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 Association (CCCA) or the Committee or by resolution at a general meeting.

**15 Rights not transferable**

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

### 16 Ceasing membership

(1) The membership of an association ceases on resignation, expulsion or dissolution of the member association.

(2) If a member body ceases to be a member of the Association (CCCA), the Secretary must, as soon as practicable, enter the date an association ceased to be a member in the register of members.

### 17 Resigning as a member

(1) A member body 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 the Secretary.

(2) A member body (including an Associate Member) is taken to have resigned if—

(a) the member body'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 body to confirm that it wishes to remain a member; and when

(ii) the member body has not, within 3 months after receiving that request, confirmed in writing that it wishes to remain a member.

### 18 Register of members

(1) The Secretary must keep and maintain a register of member bodies that includes—

(a) for each current member body —

(i) the member body's name;

(ii) the address for notice last given by the member body;

(iii) the date of becoming a member;

(iv) if the member body is an associate member, a note to that effect;

(v) any other information determined by the Committee or the Association (CCCA); and

(b) for each former member body, the date of ceasing to be a member.

(2) Any official representative of a member body 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 (CCCA) may take disciplinary action against a member body in accordance with this Division if it is determined that the member body —

(a) has failed to comply with these Rules; or

(b) refuses to support the purposes of the Association;

(c) has failed to actively and consistently participate in the work, business and activities of the Association (CCCA); or

(d) has engaged in conduct prejudicial or conduct unbecoming to the Association.

**20 Disciplinary subcommittee**

(1) If the Association (CCCA) is satisfied that there are sufficient grounds for taking disciplinary action against a member body, the Association must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member association.

(2) The members of the disciplinary subcommittee —

(a) may be Executive Committee members, members of member bodies of the Association (CCCA) or anyone else; but

(b) must not be biased against, or in favour of, the member body concerned.

**21 Notice to member body**

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member body —

(a) stating that the Association (CCCA) proposes to take disciplinary action against the member body; 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 body that it 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 body '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 disciplinary subcommittee**

(1) At the disciplinary meeting, the disciplinary subcommittee must—

(a) give the member body an opportunity to be heard; and

(b) consider any written statement submitted by the member body.

(2) After complying with subrule (1), the disciplinary subcommittee may—

(a) take no further action against the member body; or

(b) subject to subrule (3) —

(i) reprimand the member body; or

(ii) require the member body to take part in a CCCA mentoring and support program for a specified period; or

(iii) suspend the membership rights of the member body for a specified period; or

(iv) expel the member body from the Association.

(3) The disciplinary subcommittee may not fine the member body.

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

**23 Appeal rights**

(1) A member body whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that it 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 member body is taken; or

(b) to the Secretary not later than 48 hours after the vote.

(3) If a member body has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Executive Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

(4) Notice of the disciplinary appeal meeting must be given to each member body of the Association who is entitled to vote as soon as practicable and must —

(a) specify the date, time and place of the meeting; and

(b) state —

(i) the name of the member body 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 member bodies present must vote on whether the decision to suspend or expel the member body 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 Committee must state the grounds for suspending or expelling the member body and the reasons for taking that action; and

(c) the member body whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

(2) After complying with subrule (1), the member bodies 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 member body should be upheld or revoked.

(3) A member body may not vote by proxy at the meeting.

(4) The decision is upheld if not less than 75 percent of the members voting at the meeting vote in favour of the decision.

## Division 3—Grievance procedure

### Application

**25** (1)The grievance procedure set out in this Division applies to disputes under these Rules between —

(a) a member body and another member body;

(b) a member body and the Executive Committee;

(c) an exhibitor at a CCCA National Show and the Association;

(d) a member body and the Association.

(2) A member body 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 Executive Committee through the Secretary 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 body and another member body — a person appointed by the Executive Committee; or

(ii) if the dispute is between a member body and the Executive Committee or the Association (CCCA) or between an exhibitor at a CCCA National Show and the Association (CCCA) — a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Committee may be a member or former member of a member body 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.

**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.

**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 (CCCA)**

**30 Annual general meetings**

(1) The Executive Committee must convene an annual general meeting of the Association (CCCA) to be held within 5 months after the end of each financial year.

(2) Despite subrule (1), the Association (CCCA) may hold its first annual general meeting at any time within 18 months after its incorporation.

(3) The Executive 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 held since then;

(b) to receive and consider —

(i) the annual reports of the office bearers on the activities of the Association (CCCA) during the preceding financial year; and

(ii) the financial statements of the Association (CCCA) for the preceding financial year submitted by the Treasurer in accordance with Part 7 of the Act;

(c) to elect the members of the Executive Committee;

(d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.

(e) To review the amount of the Show seed fund.

(5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

**31 General meetings: Special and ordinary general meetings**

(1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a general meeting.

(2) The Association holds two ordinary general meetings each year. The second ordinary general meeting for the year is held immediately after the annual general meeting unless preceded by a special general meeting.

(3) A special general meeting will only be held to deal with changes to the name, purposes and/or rules of the Association and/or special resolutions.

(4) The Executive Committee may convene a special general meeting whenever it thinks fit.

(5) No business other than that set out in the notice under rule 33 may be conducted at the special general 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 member associations

(1) The Executive Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 2 member bodies or 10% of the total number of member bodies whichever is the greater.

(2) The Association holds two ordinary general meetings each year. The second ordinary meeting for the year is held immediately after the annual general meeting unless preceded by a special general meeting.

(3) 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 presidents and secretaries of the member bodies requesting the meeting; and

(d) be provided to the Secretary.

(4) If the Executive Committee does not convene a special general meeting within one month after the date on which the request is made, the member bodies making the request (or any of them) may convene the special general meeting.

(5) A special general meeting convened by member bodies 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.

(6) The Association (CCCA) must reimburse all reasonable expenses incurred by the member bodies 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 member bodies convening the meeting) must give to each member body of the Association (CCCA) —

(a) at least 42 days notice of a special general meeting if a special resolution is to be proposed at the meeting; or

(b) at least 35 days notice of an ordinary 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 body may appoint another member body as its proxy to vote and speak on its behalf at a general or special general meeting other than at a disciplinary appeal meeting.

(2) The appointment of a proxy must be in writing and signed by the president and secretary of the member body making the appointment and must be in the hands of the Secretary of the Association (CCCA) at least 24 hours prior to the meeting.

(3) The member body appointing the proxy may give specific directions as to how the proxy is to vote on its behalf, otherwise the proxy may vote on behalf of the member body in any matter as it sees fit.

(4) If the Committee or the Association (CCCA) has approved a form for the appointment of a proxy, the member body may use any other form that clearly identifies the association appointed as the member body's proxy and has been signed by the president and secretary of the member body.

(5) Notice of a general meeting given to a member body under rule 33 must —

(a) state that the member body may appoint another member body as a proxy for the meeting; and

(b) include a copy of any form that the Association (CCCA) 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 (CCCA) no later than 24 hours before the commencement of the meeting.

**35 Use of technology**

(1) A member body not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member body and the member bodies present at the meeting to clearly and simultaneously communicate with each other. Meetings may be recorded, and if so, an announcement is to be made prior to the commencement of the meeting.

(2) For the purposes of this Part, a member body participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member body 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 member bodies is present.

(2) Each member body shall be entitled to send two delegates to a general meeting of the Association and must notify the Secretary 28 days before the meeting of the names of its delegates.

(3) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35 of four (4) member associations entitled to vote.

(4) If a quorum is not present within 60 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;

**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.

(5) If a quorum is not present within 60 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 member bodies) may proceed with the business of the meeting as if a quorum were present.

(6) If a member body fails to attend 3 consecutive general meetings (other than a disciplinary meeting) without apology, the Association may consider taking disciplinary action against the member body under Rule 19 (c).

**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 member bodies 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 member bodies 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 Executive 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 body who is entitled to vote has one vote; and

(b) member bodies may vote personally or by proxy; and

(c) except in the case of a special resolution or on matters related to additions or changes to recognised breeds, standards, colours, or breeding restrictions which all require a 75 percent majority, the question must be decided on a simple majority of votes.

(2) If votes are divided equally on a question, the Chairperson of the meeting has a casting vote.

(a) If the Chairperson is the President and they are also an elected member their member body's committee, they will not have a casting vote in the case of a tied vote. In this situation the matter will be deferred to the next meeting for further discussion and a decision.

(3) If the question is whether or not to confirm the minutes of a previous meeting, only member bodies 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 75 percent of the member bodies 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 an executive committee member from office;

(b) to alter these Rules, including changing the name or any of the purposes of the Association (CCCA).

**40 Determining whether resolution carried**

(1) Subject to subsection (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 poll (where votes are cast in writing) is demanded by three or more member bodies 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.

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

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

**41 Conflict of interest**

(1) A member body that has a material personal interest in a matter being considered at a general meeting must disclose the nature and extent of that interest to the meeting.

(2) The member body —

(a) must not be present while the matter is being considered at the meeting; and

(b) must not vote on the matter.

(3) This rule does not apply to a material personal interest —

(a) that exists only because the member body belongs to a class of persons for whose benefit the Association (CCCA) is established; or

(b) that the member body has in common with all, or a substantial proportion of, the members of the Association (CCCA).

### 42 Minutes of general meeting

(1) The Executive 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 delegates of the member bodies attending the meeting; and

(b) proxy forms given to the Chairperson of the meeting under rule 34(6); and

(c) the financial statements submitted to the member bodies in accordance with rule 30(4)(b)(ii); and

(d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association (CCCA); and

(e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## PART 5—EXECUTIVE COMMITTEE

### Division 1—Powers of Executive Committee

### 43 Role and powers

(1) The business of the Association (CCCA) must be managed by or under the direction of an Executive Committee.

(2) The Executive Committee may exercise all the powers of the Association (CCCA) except those powers that these Rules or the Act require to be exercised by general meetings of the member associations of the Association (CCCA).

(3) The Executive Committee may —

(a) appoint and remove staff;

(b) establish subcommittees consisting of members with terms of reference it considers appropriate.

### 44 Delegation

(1) The Executive 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 Executive 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 Executive Committee considers appropriate.

(3) The Executive Committee may, in writing, revoke a delegation wholly or in part.

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

### 45 Composition of Executive Committee

The Executive Committee consists of —

(a) a President; and

(b) a Vice-President; and

(c) a Liaison Officer; and

(d) a Secretary; and

(e) a Treasurer; and

(f) ordinary members (if any) elected under rule 55.

### 46 General Duties

(1) As soon as practicable after being elected or appointed to the Executive Committee, each Executive Committee member must become familiar with these Rules and the Act.

(2) The Executive Committee is collectively responsible for ensuring that the Association (CCCA) complies with the Act and that individual members of the Executive Committee comply with these Rules.

(3) Executive Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

(4) Executive Committee members must exercise their powers and discharge their duties —

(a) in good faith in the best interests of the Association (CCCA); and

(b) for a proper purpose.

(5) Executive Committee members and former committee members must not make improper use of —

(a) their position; or

(b) information acquired by virtue of holding their position —

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

**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, an Executive committee member must perform any other duties imposed from time to time by resolution at a general meeting.

### 47 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 (executive) 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 an Executive Committee meeting — a committee member elected by the other committee members present.

## 48 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 72(3), all books, documents and securities of the Association (CCCA) in accordance with rules 74 and 77; 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 his or her appointment within 14 days after the appointment.

## 49 Treasurer

(1) The Treasurer must —

(a) receive all moneys paid to or received by the Association (CCCA) and issue receipts for those moneys in the name of the Association (CCCA); and

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

(c) make any payments authorised by the Executive Committee or by a general meeting of the Association (CCCA) from the Association's funds; and

(d) ensure cheques are signed by at least 2 Executive Committee members.

(2) The Treasurer must —

(a) ensure that the financial records of the Association (CCCA) are kept in accordance with the Act; and

(b) co-ordinate the preparation of the financial statements of the Association (CCCA) and their certification by the Executive Committee prior to their submission to the annual general meeting of the Association (CCCA).

(3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

## 50 Liaison Officer LO)

(1) The LO must —

(a) liaise with representatives of relevant national and international organisations on behalf of the Association (CCCA); and

(b) represent the Association (CCCA) at national and international forums as appropriate.

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

### 51 Who is eligible to be an Executive member

A delegate of a member body is eligible to be elected or appointed as an executive member if

(a) their member body is entitled to vote at a general meeting; and

(b) the President may not be an office bearer of a member association.

(c) If the elected President is a member of a member body of the Association, they cannot also be a delegate for their member body after they have accepted the President position.

### 52 Positions to be declared vacant

(1) This rule applies to —

(a) the first annual general meeting of the Association (CCCA) after its incorporation; or

(b) any subsequent annual general meeting of the Association (CCCA), 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 Executive Committee vacant and hold elections for those positions in accordance with rules 53 to 56.

### 53 Nominations

(1) Nominations for executive positions,

(a) Must be completed using the approved CCCA Nomination form

(b) The nomination forms are to be obtained from the CCCA website or the Secretary

(c) Must be approved through the member body from which the nomination is being received

(d) Must be approved by the nominee's member body.

(e) Must be sent from the nominee's member body's secretary

(f) The completed nomination form must be received by the CCCA secretary no less than 35 days prior to the Annual General Meeting.

(2) A delegate 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.

### 54. 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) Liaison Officer;

(d) Secretary;

(e) Treasurer.

(2) If only one person is nominated for the position, the Chairperson of the meeting must declare that person elected to the position.

(3) If more than one person is nominated, a ballot must be held in accordance with rule 56.

(4) On his or her election, the new President may take over as Chairperson of the meeting.

**55. 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 people 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 people nominated exceeds the number to be elected, a ballot must be held in accordance with rule 56.

**56. 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 person nominated for the position.

(3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.

(4) The election must be by secret ballot.

(5) 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;

(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.

### 57 Term of office

(1) Subject to subrule (3) and rule 56, an Executive committee member holds office until the positions of the Executive Committee ae declared vacant at the next annual general meeting.

(2) An executive member may be re-elected.

(3) A general meeting of the Association (CCCA) may—

(a) by special resolution remove an executive member from office;

(b) elect an eligible delegate of a member body of the Association (CCCA) to fill a vacant position in accordance with this Division. The elected member would remain in that position for the remainder of the current term.

(4) An executive 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 (CCCA) (not exceeding a reasonable length) and may request that the representations be provided to the member bodies of the Association (CCCA).

(5) The Secretary or the President may give a copy of the representations to each member association of the Association (CCCA) or, if they are not so given, the executive member may require that they be read out at the meeting at which the special resolution is to be proposed.

### 58 Vacation of office

(1) An executive member may resign from the Executive Committee by written notice addressed to the Secretary.

(a) A person ceases to be an executive member if he or she —

(b) ceases to be a member of a member body of the Association (CCCA); or

(c) fails to attend 3 consecutive meetings (other than special or urgent committee meetings) without leave of absence under rule 69; or

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

**Note**

An Executive member may not hold the office of secretary if they do not reside in Australia.

### 59 Filling casual vacancies

(1) The Executive Committee may appoint a member of an eligible member body of the Association (CCCA) to fill a position on the Executive Committee that —

(a) has become vacant under rule 58; or

(b) was not filled by election at the last annual general meeting.

(2) If the position of Secretary becomes vacant, the Executive Committee must appoint a member to the position within 14 days after the vacancy arises.

(3) Rule 57 applies to any committee member appointed by the Executive Committee under subrule (1) or (2).

(4) The Executive Committee may continue to act despite any vacancy in its membership.

### Division 4 — Meetings of Committee (Executive)

**60 Meetings of Executive Committee**

(1) The Executive Committee will meet as required, either electronically and/or in person between the ordinary general meetings of the Association (CCCA) at the dates, times and places determined by the Executive Committee.

(2) The date, time and place of the first Committee meeting must be determined by the members of the Executive Committee as soon as practicable after the annual general meeting of the Association (CCCA) at which the members of the Committee were elected.

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

**61 Notice of meetings**

(1) Notice of each Executive 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 Executive 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.

**62 Urgent meetings**

(1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 61 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.

**63 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 Executive Committee.

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

**64 Use of technology**

(1) A committee member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that executive member and the executive members present at the meeting to clearly and simultaneously communicate with each other.

(2) For the purposes of this Part, an executive 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.

**65 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 64) of a majority of the Executive Committee members holding office.

(3) If a quorum is not present within 60 minutes after the notified commencement time of a Committee 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 and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 61.

**66 Voting**

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

(2) A motion is carried if a majority of Committee members present 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.

**67 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 nature and extent of that interest to the Executive Committee.

(2) The Committee 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 (CCCA) is established; or

(b) that the member has in common with all, or a substantial proportion of, the members of the Association (CCCA).

**68 Minutes of meeting**

(1) The Executive 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 Committee 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.

**69 Leave of absence**

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

(2) The Executive 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

**70 Source of funds**

The funds of the Association (CCCA) may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Executive Committee or the Association (CCCA).

**71 Management of funds**

(1) The Association (CCCA) must open an account with a financial institution from which all expenditure of the Association (CCCA) 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 (CCCA), the Executive Committee may approve expenditure on behalf of the Association (CCCA).

(3) The Executive Committee may authorise the Treasurer to expend funds on behalf of the Association (CCCA) (including by electronic funds transfer) up to a specified limit without requiring approval from the Executive 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 Executive Committee members.

(5) All funds of the Association (CCCA) must be deposited into the financial account of the Association (CCCA) no later than 5 working days after receipt.

(6) With the approval of the Executive Committee, 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.

**72 Financial records**

(1) The Association (CCCA) 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 (CCCA) must retain the financial records for 7 years after the transactions covered by the records are completed.

(3) The Treasurer must keep in his or her custody, or under his or her control—

(a) the financial records for the current financial year; and

(b) any other financial records as authorised by the Executive Committee.

**73 Financial statements**

(1) For each financial year, the Executive Committee must ensure that the requirements under the Act relating to the financial statements of the Association (CCCA) are met.

(2) Without limiting subrule (1), those requirements include —

(a) the preparation of the financial statements;

(b) if required, the review or auditing of the financial statements;

(c) the certification of the financial statements by the Executive Committee;

(d) the submission of the financial statements to the annual general meeting of the Association (CCCA);

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

**PART 7—GENERAL MATTERS**

**74 Common seal**

(1) The Association (CCCA) may have a common seal.

(2) If the Association (CCCA) has a common seal —

(a) the name of the Association (CCCA) must appear in legible characters on the common seal;

(b) a document may only be sealed with the common seal by the authority of the Executive Committee or the Association (CCCA) and the sealing must be witnessed by the signatures of two Executive Committee members;

(c) the common seal must be kept in the custody of the Secretary.

75 **Registered address**

The registered address of the Association is—

i. the address determined from time to time by resolution of the Executive Committee; or

ii. if the Executive Committee has not determined an address to be the registered address — the postal address of the Secretary.

76 **Notice requirements**

(1) Any notice required to be given to a member body or a committee member under these Rules may be given —

(a) by handing the notice to the member body personally; or

(b) by sending it by post to the member body at the address recorded for the member body on the register of members; or

(c) by email or facsimile transmission.

(2) Subrule (1) does not apply to notice given under rule 62.

(3) Any notice required to be given to the Association (CCCA) or the Executive Committee may be given —

(a) by providing the notice to the Secretary of the Association (CCCA); 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 Executive Committee determines that it is appropriate in the circumstances —

(i) by email to the email address of the Association (CCCA) or the Secretary; or

(ii) by facsimile transmission to the facsimile number of the Association (CCCA).

77 **Custody and inspection of books and records**

(1) Member bodies may on request inspect free of charge —

(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 (CCCA), including minutes of Committee meetings.

**Note**

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

(2) The Executive Committee may refuse to permit a member body to inspect records of the Association (CCCA) that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association (CCCA).

(3) The Executive Committee must on request make copies of these rules available to member body s and applicants for membership free of charge.

(4) Subject to subrule (2), a member body 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.

(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 (CCCA) and includes the following —

(a) its membership records;

(b) its financial statements;

(c) its financial records;

(d) records and documents relating to transactions, dealings, business or property of the Association.

78 **Winding up and cancellation**

(1) The Association (CCCA) 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 (CCCA), the surplus assets of the Association (CCCA) must not be distributed to any member bodies or former member bodies of the Association (CCCA).

(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 (CCCA) 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.

## 79 Alteration of Rules

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

**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 (CCCA) is taken to have adopted its own rules, not the model rules.