



RULES OF ASSOCIATION

[Adopted **date]**

TABLE OF PROVISIONS

1.	NAME	1
2.	PURPOSES.....	1
3.	FINANCIAL YEAR.....	1
4.	DEFINITIONS.....	1
5.	POWERS OF ASSOCIATION.....	3
6.	NOT FOR PROFIT ORGANISATION	4
7.	MINIMUM NUMBER AND CATEGORIES OF MEMBERS.....	4
8.	TYPES OF MEMBERSHIP AND CREATION OF NEW CATEGORIES.....	4
9.	APPLICATION FOR MEMBERSHIP.....	4
10.	CONSIDERATION OF APPLICATION.....	5
11.	NEW MEMBERSHIP	5
12.	SUBSCRIPTIONS AND FEES	5
13.	GENERAL RIGHTS OF MEMBERS	5
14.	RIGHTS NOT TRANSFERABLE.....	6
15.	CEASING MEMBERSHIP	6
16.	RESIGNING AS A MEMBER.....	6
17.	REGISTER OF MEMBERS.....	6
18.	GROUNDS FOR TAKING DISCIPLINARY ACTION	7
19.	DISCIPLINARY SUBCOMMITTEE	7
20.	NOTICE TO MEMBER	7
21.	DECISION OF SUBCOMMITTEE	7
22.	APPEAL RIGHTS.....	8
23.	CONDUCT OF DISCIPLINARY APPEAL MEETING.....	8
24.	APPLICATION.....	9
25.	PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE.....	9
26.	APPOINTMENT OF MEDIATOR	9
27.	MEDIATION PROCESS.....	10
28.	FAILURE TO RESOLVE DISPUTE BY MEDIATION.....	10

29.	ANNUAL GENERAL MEETINGS	10
30.	SPECIAL GENERAL MEETINGS	11
31.	SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS	11
32.	NOTICE OF GENERAL MEETINGS	11
33.	PROXIES	12
34.	USE OF TECHNOLOGY	12
35.	QUORUM AT GENERAL MEETINGS	13
36.	ADJOURNMENT OF GENERAL MEETING	13
37.	VOTING AT GENERAL MEETING	13
38.	SPECIAL RESOLUTIONS	14
39.	DETERMINING WHETHER RESOLUTION CARRIED	14
40.	MINUTES OF GENERAL MEETING	14
41.	ROLE AND POWERS	15
42.	DELEGATION	15
43.	COMPOSITION OF BOARD	15
44.	GENERAL DUTIES	16
45.	PRESIDENT AND VICE PRESIDENT	16
46.	EXECUTIVE OFFICER	16
47.	TREASURER	17
48.	PRESIDENT, VICE PRESIDENT AND ELECTED DIRECTORS	17
49.	APPOINTED DIRECTORS	18
50.	VACATION OF OFFICE	18
51.	FILLING CASUAL VACANCIES	19
52.	MEETINGS OF BOARD	19
53.	NOTICE OF MEETINGS	19
54.	URGENT MEETINGS	19
55.	PROCEDURE AND ORDER OF BUSINESS	20
56.	USE OF TECHNOLOGY	20
57.	QUORUM	20
58.	VOTING	20

59.	CONFLICT OF INTEREST.....	21
60.	MINUTES OF MEETING.....	21
61.	SOURCE OF FUNDS.....	21
62.	NEGOTIABLE INSTRUMENTS	21
63.	MANAGEMENT OF FUNDS	21
64.	FINANCIAL RECORDS.....	22
65.	FINANCIAL STATEMENTS	22
66.	COMMON SEAL.....	22
67.	REGISTERED ADDRESS.....	22
68.	NOTICE REQUIREMENTS.....	23
69.	CUSTODY AND INSPECTION OF BOOKS AND RECORDS	23
70.	WINDING UP AND CANCELLATION	24
71.	ALTERATION OF RULES.....	24
72.	THE GIFT FUND	24
73.	WINDING UP THE GIFT FUND	25
74.	GIFT FUND FORMS PART OF THE COMPANY FUND	25
75.	NOT FOR PROFIT	25
76.	RECEIPTS.....	25
77.	GIFT FUND MANAGEMENT COMMITTEE.....	26
78.	AMENDMENTS TO THIS PART 8.....	26
79.	REPORTING OF STATISTICAL INFORMATION.....	26

STATEMENT OF RULES
VICTORIAN MUSIC TEACHERS' ASSOCIATION

PART 1 – PRELIMINARY

1. NAME

The name of the incorporated association (hereinafter called **the Association**) is Victorian Music Teachers' Association Incorporated.

2. PURPOSES

The principal purpose of the association is the promotion of music, including by:

- 2.1. advocating, encouraging, developing and promoting music education in Victoria;
- 2.2. educating the public about music and music teaching;
- 2.3. establishing high standards for music teaching through professional accreditation programs
- 2.4. improving the quality of music teaching by providing a range of professional learning and enrichment opportunities;
- 2.5. providing music students with learning and performance opportunities;
- 2.6. providing regional music students with access to quality music education through various initiatives such as bursaries and scholarships;
- 2.7. providing a range of ancillary services to the public and members, which support the provision of high-quality music education in the community;
- 2.8. providing general advice to the community on matters relating to music and music education;
- 2.9. participating in the public debate on matters relating to or affecting music and music education;
- 2.10. working with other like-minded organisations to encourage and promote high standards in music education.

3. FINANCIAL YEAR

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

4. DEFINITIONS

In these Rules:

- 4.1. **Absolute majority, of the Board**, means a majority of the Directors currently holding office and entitled to vote at the time (as distinct from a majority of Directors present at a Board meeting);
- 4.2. **Chairperson, of a general meeting or Board meeting**, means the person chairing the meeting as required under rule 45;
- 4.3. **Board** means the board of Directors having management of the business of the

Association;

- 4.4. **Board meeting** means a meeting of the Board held in accordance with these Rules;
- 4.5. **Deductible Contribution** means a contribution that is deductible under Items 7 or 8 of the table in subsection 30-15(2) of ITAA 97 and that is not otherwise deductible as a gift under any other Item appearing in that table;
- 4.6. **Director** means a member of the Board elected or appointed under Division 3 of Part 5;
- 4.7. **Disciplinary appeal** meeting means a meeting of the members of the Association convened under rule 22.3;
- 4.8. **Disciplinary** meeting means a meeting of the Board convened for the purposes of rule 21;
- 4.9. **Disciplinary subcommittee** means the subcommittee appointed under rule 19;
- 4.10. **Eligible Charity** means a charity:
 - 4.10.1. which is listed on the Register of Cultural Organisations maintained under Subdivision 30-B, section 30-100 ITAA 97;
 - 4.10.2. with charitable purposes similar to, or inclusive of, the Principal Purpose, and
 - 4.10.3. which also prohibits the distribution of any Surplus Assets to its Members to at least the same extent as the Company;
- 4.11. **Executive officer** means an employee of the Association who is responsible for the management and operations of the Association and the execution of decisions made by Board
- 4.12. **Financial year** means the 12-month period specified in rule 3;
- 4.13. **Fund-raising Event** has the meaning in subsection 995-1(1) of ITAA 97;
- 4.14. **General meeting** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;
- 4.15. **Individual Member** means an individual person who is a registered, financial member of the Association.
- 4.16. **ITAA 97** means the Income Tax Assessment Act 1997 as amended from time to time;
- 4.17. **Member** means an Individual Member or Organisation Member;
- 4.18. **Member entitled to vote** means a member who under rule 13.2 is entitled to vote at a general meeting;
- 4.19. **Ordinary Member of the Board** means a member of the Board who is not an officer of the Association under Rule 20;
- 4.20. **Organisation Member** means an organisation (whether incorporated, unincorporated or otherwise) which is a registered, financial member of the Association.

- 4.21. **Purpose** means the purpose of the Association in clause 2.
- 4.22. **Responsible Persons** means a person who:
- 4.22.1. has a degree of responsibility to the community as a whole and includes school principals, judges, clergymen, solicitors, doctors, accountants and other professional persons, mayors, councillors, town clerks and members of parliament. Generally, they are persons who perform a public function, or they belong to a professional body (such as the Institute of Chartered Accountants, State Law Societies and Medical Registration Boards) which as a professional code of ethics and rules of conduct; or
 - 4.22.2. an appointee of a Chief Justice of the Supreme Court; or
 - 4.22.3. persons who have received formal recognition from the Government for their services to the community.
- 4.23. **Special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;
- 4.24. **The Act** means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;
- 4.25. **The Registrar** means the Registrar of Incorporated Associations.
- 4.26. **Rules** means these rules.
- 4.27. **Surplus Assets** means any assets of the Association that remain after paying all debts and other liabilities of the Association, including the costs of winding up.

PART 2—POWERS OF ASSOCIATION

5. POWERS OF ASSOCIATION

- 5.1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve the Purpose.
- 5.2. Without limiting sub-rule 5.1, the Association may, in the furtherance of its Purpose:
- 5.2.1. acquire, hold and dispose of real or personal property;
 - 5.2.2. open and operate accounts with financial institutions;
 - 5.2.3. invest its money in any security in which trust monies may lawfully be invested;
 - 5.2.4. raise and borrow money on any terms and in any manner as it thinks fit;
 - 5.2.5. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - 5.2.6. appoint agents to transact business on its behalf;
 - 5.2.7. enter into any other contract it considers necessary or desirable; and
 - 5.2.8. pursue through itself or others such commercial arrangements, including

sponsorship and marketing opportunities as are appropriate to further the interests of the Association.

- 5.3. The Association may only exercise its powers and use its income and assets (including any surplus) for its Purposes.

6. NOT FOR PROFIT ORGANISATION

- 6.1. The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2. Sub-rule 6.1 does not prevent the Association from paying a member:
- 6.2.1. reimbursement for expenses properly incurred by the member; or
 - 6.2.2. 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.

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 – Membership

7. MINIMUM NUMBER AND CATEGORIES OF MEMBERS

- 7.1. The Association must have at least five members. A natural person or organisation who meets the published membership criteria of the Association is eligible for membership.
- 7.2. The Members of the Association shall consist of:
- 7.2.1. Individual Members, who subject to these Rules, may attend, debate and vote at General Meetings;
 - 7.2.2. Organisation Members, who subject to these Rules, shall be represented by their Delegate who shall have the right to attend and debate at General Meetings, but have not right to vote at General Meetings; and
 - 7.2.3. such new categories of Members created in accordance with Rule 8.

8. TYPES OF MEMBERSHIP AND CREATION OF NEW CATEGORIES

- 8.1. The Board has the right and power from time to time to specify different types of Individual Members and Organisation Members and differentiate between those types according to experience, qualifications, privileges, rights and obligations (including membership fees) subject always to clause 7 of these Rules.
- 8.2. The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights). No new category of membership may be granted voting rights without the approval of the Members by Ordinary Resolution. Where the Board has created a new category of membership under this clause it must notify the Members of the new category at the next General Meeting.

9. APPLICATION FOR MEMBERSHIP

To apply to become a member of the Association, a person or organisation must submit an application in accordance with the published membership criteria and application procedure.

10. CONSIDERATION OF APPLICATION

- 10.1. As soon as practicable after an application for membership is received, the Executive Officer shall refer the application to the Board.
- 10.2. Upon an application being referred to the Board, the Board shall determine whether to approve or reject the application.
- 10.3. Upon an application being approved by the Board, the Executive Officer shall, with as little delay as possible, notify the applicant of the approval for membership of the Association.
- 10.4. If the Board rejects the application, it must return any money accompanying the application to the applicant.

11. NEW MEMBERSHIP

- 11.1. If an application for membership is approved by the Board:
 - 11.1.1. the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
 - 11.1.2. the Executive Officer shall, upon receipt of the relevant subscription or fee (if any), enter the applicant's name and address, and the date of becoming a member, in the register of members, and upon the name being so entered, the applicant becomes a member of the Association.
- 11.2. A person becomes a member of the Association and, subject to rule 13.2 is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
 - 11.2.1. the Board approves the person's membership; or
 - 11.2.2. the person pays the relevant subscription or fee (if any).

12. SUBSCRIPTIONS AND FEES

- 12.1. The membership subscription, fees and any levies payable by Members (or any category or type of Members) to the Association, the basis of, the time for and the manner of payment shall be as determined by the Board from time to time.
- 12.2. The rights of a member (including the right to vote) who has not paid the annual membership fee by the due date are suspended until the membership is paid.

13. GENERAL RIGHTS OF MEMBERS

- 13.1. An Individual Member of the Association has the right:
 - 13.1.1. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - 13.1.2. to attend and be heard at general meetings; and

- 13.1.3. to vote at a general meeting; and
 - 13.1.4. to have access to the minutes of general meetings and other documents of the Association as provided under rule 69; and
 - 13.1.5. subject to clause 17.2 to inspect the register of members.
- 13.2. A member is entitled to vote if:
- 13.2.1. the member is an Individual Member
 - 13.2.2. more than 10 business days have passed since he or she became a member of the Association; and
 - 13.2.3. the member's membership rights are not suspended for any reason.

14. RIGHTS NOT TRANSFERABLE

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

15. CEASING MEMBERSHIP

- 15.1. The membership of a person ceases on resignation, expulsion or death.
- 15.2. If a person ceases to be a member of the Association, the Executive Officer must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

16. RESIGNING AS A MEMBER

- 16.1. A member may resign by notice in writing given to the Association.
- 16.2. A member is taken to have resigned if:
 - 16.2.1. the member's annual membership is more than three months in arrears; or
 - 16.2.2. where no annual membership is payable:
 - 16.2.2.1. the Executive Officer has made a written request to the member to confirm that he or she wishes to remain a member; and
 - 16.2.2.2. the member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a member.

17. REGISTER OF MEMBERS

- 17.1. The Executive Officer must keep and maintain a register of members that includes such information as is required under the Act from time to time.
- 17.2. Having regard to confidentiality considerations, an extract of the register, excluding the address of any Member or Director shall be available at a reasonable time and free of charge, for inspection (but not copying) by Members upon reasonable request.

Division 2—Disciplinary action

18. **GROUNDINGS 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:

- 18.1. has failed to comply with these Rules; or
- 18.2. refuses to support the purposes of the Association; or
- 18.3. has engaged in conduct prejudicial to the Association.

19. **DISCIPLINARY SUBCOMMITTEE**

- 19.1. If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 19.2. The members of the disciplinary subcommittee—
 - 19.2.1. may be Directors, members of the Association or anyone else; but
 - 19.2.2. must not be biased against, or in favour of, the member concerned.

20. **NOTICE TO MEMBER**

- 20.1. Before disciplinary action is taken against a member, the Executive Officer must give written notice to the member—
 - 20.1.1. stating that the Association proposes to take disciplinary action against the member; and
 - 20.1.2. stating the grounds for the proposed disciplinary action; and
 - 20.1.3. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (**the disciplinary meeting**); and
 - 20.1.4. advising the member that he or she may do one or both of the following:
 - 20.1.4.1. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - 20.1.4.2. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - 20.1.4.3. setting out the member's appeal rights under rule 22.
- 20.2. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

21. **DECISION OF SUBCOMMITTEE**

- 21.1. At the disciplinary meeting, the disciplinary subcommittee must:

- 21.1.1. give the member an opportunity to be heard; and
- 21.1.2. consider any written statement submitted by the member.
- 21.2. After complying with sub-rule 21.1, the disciplinary subcommittee may:
 - 21.2.1. take no further action against the member; or
 - 21.2.2. subject to sub-rule 21.3:
 - 21.2.2.1. reprimand the member; or
 - 21.2.2.2. suspend the membership rights of the member for a specified period; or
 - 21.2.2.3. expel the member from the Association.
- 21.3. The disciplinary subcommittee may not fine the member.
- 21.4. 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.

22. APPEAL RIGHTS

- 22.1. A person whose membership rights have been suspended or who has been expelled from the Association under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 22.2. The notice must be in writing and given:
 - 22.2.1. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - 22.2.2. to the Secretary not later than 48 hours after the vote.
- 22.3. If a person has given notice under sub-rule 22.2, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 22.4. Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:
 - 22.4.1. specify the date, time and place of the meeting; and
 - 22.4.2. state:
 - 22.4.2.1. the name of the person against whom the disciplinary action has been taken; and
 - 22.4.2.2. the grounds for taking that action; and
 - 22.4.2.3. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

23. CONDUCT OF DISCIPLINARY APPEAL MEETING

- 23.1. At a disciplinary appeal meeting:
 - 23.1.1. no business other than the question of the appeal may be conducted; and
 - 23.1.2. the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - 23.1.3. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 23.2. After complying with sub-rule 23.1, the members 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.
- 23.3. A member may not vote by proxy at the meeting.
- 23.4. The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

24. APPLICATION

- 24.1. The grievance procedure set out in this Division applies to disputes under these Rules between:
 - 24.1.1. a member and another member;
 - 24.1.2. a member and the Board;
 - 24.1.3. a member and the Association.
- 24.2. 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.

25. 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.

26. APPOINTMENT OF MEDIATOR

- 26.1. 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:
 - 26.1.1. notify the Board of the dispute; and
 - 26.1.2. agree to or request the appointment of a mediator; and
 - 26.1.3. attempt in good faith to settle the dispute by mediation.
- 26.2. The mediator must be:
 - 26.2.1. a person chosen by agreement between the parties; or

- 26.2.2. in the absence of agreement:
 - 26.2.2.1. if the dispute is between a member and another member, a person appointed by the Board; or
 - 26.2.2.2. if the dispute is between a member and the Board or the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 26.3. A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who:
 - 26.3.1. has a personal interest in the dispute; or
 - 26.3.2. is biased in favour of or against any party.

27. MEDIATION PROCESS

- 27.1. The mediator to the dispute, in conducting the mediation, must:
 - 27.1.1. give each party every opportunity to be heard; and
 - 27.1.2. allow due consideration by all parties of any written statement submitted by any party; and
 - 27.1.3. ensure that natural justice is accorded to the parties throughout the mediation process.
- 27.2. The mediator must not determine the dispute.

28. 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

29. ANNUAL GENERAL MEETINGS

- 29.1. The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- 29.2. The Board may determine the date, time and place of the annual general meeting.
- 29.3. The ordinary business of the annual general meeting is as follows:
 - 29.3.1. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - 29.3.2. to receive and consider:
 - 29.3.2.1. the annual report of the Board on the activities of the Association during the preceding financial year; and
 - 29.3.2.2. the financial statements of the Association for the preceding financial year prepared and submitted by the Board in

accordance with the Act;

29.3.3. to elect the members of the Board (if applicable);

29.4. The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules, which shall be "special business".

29.5. All notices of motion for inclusion as special business at a General Meeting must be submitted in writing (in the prescribed form if any) to the Executive Officer not less than twenty-eight days (excluding receiving date and meeting date) prior to the General Meeting.

30. SPECIAL GENERAL MEETINGS

30.1. Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

30.2. The Board may convene a special general meeting whenever it thinks fit.

30.3. No business other than that set out in the notice under rule 33 may be conducted at the meeting.

31. SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS

31.1. The Board must convene a special general meeting if a request to do so is made in accordance with sub-rule 31.2 by at least 10% of the total number of members.

31.2. A request for a special general meeting must:

31.2.1. be in writing; and

31.2.2. state the business to be considered at the meeting and any resolutions to be proposed; and

31.2.3. include the names and signatures of the members requesting the meeting; and

31.2.4. be given to the Executive Officer.

31.3. If the Board 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.

31.4. A special general meeting convened by members under sub-rule 31.3:

31.4.1. must be held within 3 months after the date on which the original request was made; and

31.4.2. may only consider the business stated in that request.

31.5. The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule 31.3.

32. NOTICE OF GENERAL MEETINGS

- 32.1. The Executive Officer (or, in the case of a special general meeting convened under rule 31.1, the members convening the meeting) must give to each member of the Association:
 - 32.1.1. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - 32.1.2. at least 14 days' notice of a general meeting in any other case.
- 32.2. The notice must:
 - 32.2.1. specify the date, time and place of the meeting; and
 - 32.2.2. indicate the general nature of each item of business to be considered at the meeting; and
 - 32.2.3. if a special resolution is to be proposed:
 - 32.2.3.1. state in full the proposed resolution; and
 - 32.2.3.2. state the intention to propose the resolution as a special resolution; and
 - 32.2.4. comply with rule 33.5.
- 32.3. This rule does not apply to a disciplinary appeal meeting.

33. PROXIES

- 33.1. A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- 33.2. A proxy must be in the form approved by the Board from time to time, must be in writing, signed by the member making the appointment
- 33.3. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- 33.4. Notice of a general meeting given to a member under rule 32 must:
 - 33.4.1. state that the member may appoint another member as a proxy for the meeting; and
 - 33.4.2. include a copy of any form that the Board has approved for the appointment of a proxy.
- 33.5. A form appointing a proxy must be given to the Executive Officer (either physically or electronically) at least 48 hours before the commencement of the meeting.

34. USE OF TECHNOLOGY

- 34.1. A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 34.2. For the purposes of this Part, a member participating in a general meeting as

permitted under sub-rule 34.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

35. QUORUM AT GENERAL MEETINGS

- 35.1. No business may be conducted at a general meeting unless a quorum of members is present.
- 35.2. The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 34) of 10 members entitled to vote.
- 35.3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - 35.3.1. in the case of a meeting convened by, or at the request of, members under rule 31, the meeting must be dissolved;
 - 35.3.2. in any other case:
 - 35.3.2.1. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - 35.3.2.2. notice of the date, time and place to which the meeting is adjourned must be confirmed by written notice given to all members as soon as practicable after the meeting.
- 35.4. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule 35.3.2, 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.

36. ADJOURNMENT OF GENERAL MEETING

- 36.1. 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.
- 36.2. Without limiting sub-rule 36.1, a meeting may be adjourned:
 - 36.2.1. if there is insufficient time to deal with the business at hand; or
 - 36.2.2. to give the members more time to consider an item of business.
- 36.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 36.4. 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 32.

37. VOTING AT GENERAL MEETING

- 37.1. On any question arising at a general meeting:
 - 37.1.1. subject to sub-rule 37.3, each member who is entitled to vote has one

vote; and

37.1.2. members may vote personally or by proxy; and

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

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

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

37.4. This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 23.

38. SPECIAL RESOLUTIONS

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

39. DETERMINING WHETHER RESOLUTION CARRIED

39.1. Subject to subsection 39.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

39.1.1. carried; or

39.1.2. carried unanimously; or

39.1.3. carried by a particular majority; or

39.1.4. lost:

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

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

39.2.1. the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

39.2.2. the Chairperson must declare the result of the resolution on the basis of the poll.

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

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

40. MINUTES OF GENERAL MEETING

40.1. The Board must ensure that minutes are taken and kept of each general meeting.

40.2. The minutes must record the business considered at the meeting, any resolution on

which a vote is taken and the result of the vote.

- 40.3. In addition, the minutes of each annual general meeting must include:
- 40.3.1. the names of the members attending the meeting; and
 - 40.3.2. proxy forms given to the Chairperson of the meeting under rule 33.5; and
 - 40.3.3. the financial statements submitted to the members in accordance with rule 29.3.2.2; and
 - 40.3.4. the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - 40.3.5. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD

Division 1—Powers of the Board

41. ROLE AND POWERS

- 41.1. The business of the Association must be managed by or under the direction of a Board.
- 41.2. The Board 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.
- 41.3. The Board may:
 - 41.3.1. appoint and remove staff;
 - 41.3.2. establish subcommittees consisting of members with terms of reference it considers appropriate.

42. DELEGATION

- 42.1. The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than:
 - 42.1.1. this power of delegation; or
 - 42.1.2. a duty imposed on the Board by the Act or any other law.
- 42.2. The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 42.3. The Board may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Board and duties of members

43. COMPOSITION OF BOARD

The Board consists of:

- 43.1. six Elected Directors elected by the Members in accordance with Rule 48, which must include a President, Vice President and Treasurer; and
- 43.2. up to two Appointed Directors which may be appointed in accordance with Rule 49.

44. GENERAL DUTIES

- 44.1. As soon as practicable after being elected or appointed to the Board, each Director must become familiar with these Rules and the Act.
- 44.2. The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- 44.3. Directors must exercise their powers and discharge their duties with reasonable care and diligence.
- 44.4. Directors must exercise their powers and discharge their duties:
 - 44.4.1. in good faith in the best interests of the Association; and
 - 44.4.2. for a proper purpose.
- 44.5. Directors and former Directors must not make improper use of:
 - 44.5.1. their position; or
 - 44.5.2. 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.
- 44.6. In addition to any duties imposed by these Rules, a Director must perform any other duties imposed from time to time by resolution at a general meeting.

45. PRESIDENT AND VICE PRESIDENT

- 45.1. Subject to sub-rule 45.2, the President or, in the President's absence, the Vice President is the Chairperson for any general meetings and for any Board meetings.
- 45.2. If the President and the Vice President are both absent, or are unable to preside, the chairperson of the meeting must be:
 - 45.2.1. in the case of a general meeting, a member elected by the other members present; or
 - 45.2.2. in the case of a Board meeting, a Director elected by the other Directors present.

46. EXECUTIVE OFFICER

- 46.1. The Executive Officer must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 46.2. The Executive Officer must:
 - 46.2.1. maintain the register of members in accordance with rule 17; and

- 46.2.2. keep custody of the financial records books, documents and securities of the Association in accordance with the Act; and
 - 46.2.3. perform any other duty or function imposed on the Executive Officer by these Rules.
- 46.3. The Executive Officer must give to the Registrar notice of his or her appointment within 14 days after the appointment.

47. TREASURER

- 47.1. The Treasurer must:
- 47.1.1. receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - 47.1.2. ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - 47.1.3. make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
 - 47.1.4. ensure cheques and electronic banking financial transactions are authorised by at least 2 Directors or other persons as delegated by Board.
- 47.2. The Treasurer must:
- 47.2.1. ensure that the financial records of the Association are kept in accordance with the Act; and
 - 47.2.2. coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- 47.3. The Treasurer may delegate some of these functions to the Executive Officer and must ensure that at least one other Director has access to the accounts and financial records of the Association.

Division 3—Election of Directors and tenure of office

48. ELECTED DIRECTORS

- 48.1. Nominees for Elected Director positions on the Board must be an Individual Member of the Association, over the age of 18 years, reside in Australia and meet the qualifications as prescribed from time to time by the Board.
- 48.2. The Executive Officer shall call for nominations sixty days before the date of the annual general meeting.
- 48.3. Nominations for Elected Directors must:
- 48.3.1. identify whether the nominee is seeking appointment as President, Vice President, Treasurer or another Elected Director;
 - 48.3.2. be in writing;

- 48.3.3. be on the prescribed form (if any);
 - 48.3.4. be signed by a Member; and
 - 48.3.5. be certified by the nominee expressing his or her willingness to accept the position.
- 48.4. Nominations must be received by the Executive Officer at least forty-five days prior to the annual general meeting.
- 48.5. If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then the Chairperson of the meeting must declare each of those members to be elected to the positions.
- 48.6. If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as the chair directs.
- 48.7. The voting shall be conducted by preferential ballot or by such other procedure as is determined by the Board.
- 48.8. Elected Directors shall be elected in accordance with these Rules for a term of three years, which shall commence from the conclusion of the annual general meeting at which the election occurred until the conclusion of the third annual general meeting following.
- 48.9. Should any adjustment to the term of the Elected Directors elected under these Rules be necessary to ensure rotational terms and staggered end dates, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in these Rules with the objective of approximately one third of the total Elected Directors retiring each year.

49. APPOINTED DIRECTORS

- 49.1. The Elected Directors may appoint up to two Appointed Directors
- 49.2. The Appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition but need not have experience in or exposure to music. They must be over the age of 18 years, reside in Australia and need not be a Member of the Association.
- 49.3. Appointed Directors may be appointed by the Elected Directors in accordance with these Rules for a term of up to three years and the Board may adjust the term of Appointed Directors in its sole discretion to ensure rotational terms in accordance with this Constitution.

50. VACATION OF OFFICE

- 50.1. A Director may resign from the Board by written notice addressed to the Board.
- 50.2. In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:
- 50.2.1. ceases to be a member of the Association;
 - 50.2.2. is absent without the consent of the Board for 3 consecutive Board

meetings;

50.2.3. dies;

50.2.4. becomes of unsound mind or a person whose person or estate is liable to be dealt with under the laws relating to mental health;

50.2.5. is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of that interest.

51. FILLING CASUAL VACANCIES

51.1. The Board may appoint an eligible member of the Association as an Elected Director for remainder of the Elected Director's term to fill a position that:

51.1.1. has become vacant under rule 55; or

51.1.2. was not filled by election at the last annual general meeting.

51.2. Any Appointed Director casual vacancy may be filled by the remaining Directors from among appropriately qualified persons, for the remainder of the Appointed Director's term.

51.3. The Board may continue to act despite any vacancy in its membership.

Division 4—Meetings of Board

52. MEETINGS OF BOARD

52.1. The Board must meet as often as is deemed necessary in each year (and at least 4 times) at the dates, times and places determined by the Board.

52.2. The Executive Office must convene a meeting of the Board on the request of the President or any two Directors.

53. NOTICE OF MEETINGS

53.1. Notice of each Board meeting must be given to each Director no later than 7 days before the date of the meeting.

53.2. Notice may be given of more than one Board meeting at the same time.

53.3. The notice must state the date, time and place of the meeting.

53.4. If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.

53.5. The only business that may be conducted at the meeting is the business for which the meeting is convened.

54. URGENT MEETINGS

54.1. In cases of urgency, a meeting can be held without notice being given in accordance with rule 53 provided that as much notice as practicable is given to each Director by

the quickest means practicable.

- 54.2. Any resolution made at the meeting must be passed by an absolute majority of the Board.
- 54.3. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

55. PROCEDURE AND ORDER OF BUSINESS

- 55.1. The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- 55.2. The order of business may be determined by the members present at the meeting.

56. USE OF TECHNOLOGY

- 56.1. A Director who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Director and the Directors present at the meeting to clearly and simultaneously communicate with each other.
- 56.2. For the purposes of this Part, a Director participating in a Board meeting as permitted under sub-rule 56.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

57. QUORUM

- 57.1. No business may be conducted at a Board meeting unless a quorum is present.
- 57.2. The quorum for a Board meeting is the presence (in person or as allowed under rule 61) of a majority of the Directors holding office.
- 57.3. If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
 - 57.3.1. in the case of a special meeting—the meeting lapses;
 - 57.3.2. 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 53.

58. VOTING

- 58.1. On any question arising at a Board meeting, each Director present at the meeting has one vote. A Director unable to attend a Board meeting may, at the discretion of the President provide his or her vote on a specific resolution in writing to the President prior to the time of the Board meeting.
- 58.2. A motion is carried if a majority of Directors present at the meeting (or a Director unable to attend who has provided a vote on the motion under Rule 58.1) vote in favour of the motion.
- 58.3. Sub-rule 58.2 does not apply to any motion or question which is required by these

Rules to be passed by an absolute majority of the Board.

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

59. CONFLICT OF INTEREST

- 59.1. A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.

- 59.2. The member:

59.2.1. must not be present while the matter is being considered at the meeting; and

59.2.2. must not vote on the matter.

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

59.3.1. that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

59.3.2. that the member has in common with all, or a substantial proportion of, the members of the Association.

60. MINUTES OF MEETING

- 60.1. The Board must ensure that minutes are taken and kept of each Board meeting.

- 60.2. The minutes must record the following:

60.2.1. the names of the members in attendance at the meeting;

60.2.2. the business considered at the meeting;

60.2.3. any resolution on which a vote is taken and the result of the vote;

60.2.4. any material personal interest disclosed under rule 59.

PART 6—FINANCIAL MATTERS

61. SOURCE OF FUNDS

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

62. NEGOTIABLE INSTRUMENTS

The Board may specify those individuals authorised to sign negotiable instruments on behalf of the Association, and in the absence of such authorisation, all such instruments must be signed by two Directors.

63. MANAGEMENT OF FUNDS

- 63.1. 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.
- 63.2. Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.

64. FINANCIAL RECORDS

- 64.1. The Association must keep financial records that:
 - 64.1.1. correctly record and explain its transactions, financial position and performance; and
 - 64.1.2. enable financial statements to be prepared as required by the Act.
- 64.2. The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 64.3. The Treasurer must keep in his or her custody, or under his or her control—
 - 64.3.1. the financial records for the current financial year; and
 - 64.3.2. any other financial records as authorised by the Board.

65. FINANCIAL STATEMENTS

For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.

PART 7—GENERAL MATTERS

66. COMMON SEAL

- 66.1. The Association may have a common seal.
- 66.2. If the Association has a common seal:
 - 66.2.1. the name of the Association must appear in legible characters on the common seal;
 - 66.2.2. a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Directors;
 - 66.2.3. the common seal must be kept in the custody of the Secretary.

67. REGISTERED ADDRESS

The registered address of the Association is:

- 67.1. the address determined from time to time by resolution of the Board; or
- 67.2. if the Board has not determined an address to be the registered address, the postal address of the Secretary.

68. NOTICE REQUIREMENTS

- 68.1. Any notice required to be given to a member or a Director under these Rules may be given:
- 68.1.1. by handing the notice to the member personally; or
 - 68.1.2. by sending it by post to the member at the address recorded for the member on the register of members; or
 - 68.1.3. by email or facsimile transmission.
- 68.2. Sub-rule 68.1 does not apply to notice given under rule 54.
- 68.3. Any notice required to be given to the Association or the Board may be given:
- 68.3.1. by handing the notice to a member of the Board; or
 - 68.3.2. by sending the notice by post to the registered address; or
 - 68.3.3. by leaving the notice at the registered address; or
 - 68.3.4. if the Board determines that it is appropriate in the circumstances:
 - 68.3.4.1. by email to the email address of the Association or the Secretary; or
 - 68.3.4.2. by facsimile transmission to the facsimile number of the Association.

69. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 69.1. Members may on request inspect free of charge—
- 69.1.1. the register of members;
 - 69.1.2. the minutes of general meetings;
 - 69.1.3. subject to sub-rule 69.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- 69.2. The Board 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.
- 69.3. The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- 69.4. Subject to subrule 69.2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 69.5. For purposes of this rule:
- 69.5.1. **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and

management of the Association and includes the following—

- 69.5.1.1. its membership records;
- 69.5.1.2. its financial statements;
- 69.5.1.3. its financial records;
- 69.5.1.4. records and documents relating to transactions, dealings, business or property of the Association.

70. WINDING UP AND CANCELLATION

- 70.1. The Association may be wound up voluntarily by special resolution.
- 70.2. If the Association is wound up, any Surplus Assets must not be distributed to a Member or a former Member, unless that Member or former Member is an Eligible Charity.
- 70.3. Subject to the Act and any other applicable Act, and any court order, any Surplus Assets that remain after the Company is wound up must be distributed to one or more Eligible Charities.
- 70.4. The members must resolve by a Special Resolution which Eligible Charity or Eligible Charities will be given the Surplus Assets at or before the time of winding up. If the Members do not make this decision, the Association may apply to the Supreme Court to make this decision.

71. ALTERATION OF RULES

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

PART 8 —THE GIFT FUND

72. THE GIFT FUND

- 72.1. The Association may maintain for the Purpose a fund (**Gift Fund**):
 - 72.1.1. to which gifts, or Deductible Contributions, of money or property for that purpose are to be made;
 - 72.1.2. to which any money received by the Association because of those gifts, or Deductible Contributions, is to be credited; and
 - 72.1.3. that does not receive any other money or property.
- 72.2. All gifts made to the gift fund are to be held by the Association on trust to be used only for the Purpose.
- 72.3. The Association must maintain a separate bank account for the Gift Fund.
- 72.4. The Association must use the following only for the Purpose:
 - 72.4.1. gifts, or Deductible Contributions, made to the Gift Fund;
 - 72.4.2. any money received because of those gifts or Deductible Contributions.

- 72.5. The Association must not distribute money to Members except as reimbursement for out of pocket expenses incurred on behalf of the Association or proper remuneration for administrative services.
- 72.6. The Association must comply with any rules that the Federal Treasurer of Australia or the Minister for the Arts make to ensure that gifts made to the Gift Fund will only be used for the Purpose.
- 72.7. Investment of monies in the Gift Fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

73. WINDING UP THE GIFT FUND

- 73.1. At the first occurrence of:
- 73.1.1. the winding up of the Gift Fund; or
 - 73.1.2. the Association or the Gift Fund ceasing to be endorsed on the Register of Cultural Organisations under Subdivision 30-B of the ITAA 97, section 30-100 (or any successor register);
- any surplus assets of the Gift Fund must be transferred to one or more Eligible Charities as the Members decide.
- 73.2. Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of ITAA 97 are satisfied, a transfer under this clause must be made in accordance with those conditions.

74. GIFT FUND FORMS PART OF THE COMPANY FUND

To avoid any doubt, it is declared that the Gift Fund forms part of the funds of the Association.

75. NOT FOR PROFIT

The Gift Fund will be operated on a not-for-profit basis.

76. RECEIPTS

- 76.1. Receipts for gifts to the Gift Fund must state:
- 76.1.1. the name of the Association and that the receipt is for a gift made to the Gift Fund;
 - 76.1.2. the Australian Business Number of the Association;
 - 76.1.3. the fact that the receipt is for a gift; and
 - 76.1.4. any other matter required to be included on the receipt pursuant to the requirements of the ITAA 97.
- 76.2. Any receipts issued by the Company for a Deductible Contribution must state:
- 76.2.1. the name of the Association;
 - 76.2.2. the ABN of the Association;

- 76.2.3. the fact that the Deductible Contribution was made in return for either or both;
 - 76.2.3.1. a right to attend or participate in a specific Fund-raising Event;
 - 76.2.3.2. the purchase of goods and services at an auction held at a Fund-raising Event;
- 76.2.4. the amount of the contribution if the contribution is money; and
- 76.2.5. the GST inclusive market value of the minor benefit provided in return for the contribution.

77. GIFT FUND MANAGEMENT COMMITTEE

A committee of management of no fewer than three persons, a majority of whom are Responsible Persons, will administer the Gift Fund. The committee will be appointed by the Board.

78. AMENDMENTS TO THIS PART 8

The Department responsible for the administration of the Register of Cultural Organisations (or its successor) will be notified of any proposed amendments or alterations to this Part 8, to assess the effect of any amendments on the Gift Fund’s continuing Deductible Gift Recipient status.

79. REPORTING OF STATISTICAL INFORMATION

The Association must provide to the Department responsible for the administration of the Register of Cultural Organisations (or its successor) at 6 monthly intervals (Reporting Period) statistical information on the gifts made to the Gift Fund since the previous Reporting Period (or such other reporting as is required for the Gift Fund to maintain its Deductible Gift Recipient status)

PART 9 —TRANSITIONAL PROVISIONS

80. INITIAL BOARD

- 80.1. On adoption of these Rules, the Board will consist of:
 - 80.1.1. those directors of the Association that were the directors of the Association immediately prior to the adoption of these Rules
 - 80.1.2. any additional Elected Directors elected at the first annual general meeting of the Association (up to the maximum stated in the new Rules).

(Initial Board).

- 80.2. Nominations for Elected Directors on the Initial Board may be made under the rules in place immediately preceding the adoption of these Rules or as otherwise directed by the Board.
- 80.3. The Initial Board will be in place until the annual general meeting of the Association following the meeting at which these Rules were adopted, subject to these Rules.
- 80.4. The Initial Board may:

- 80.4.1. in the absence of an election in relation to those positions, select from amongst the Initial Board the positions of President, Vice-President, Secretary and Treasurer;
- 80.4.2. call for nominations and hold elections or fill a casual vacancy on the Initial Board in order to ensure the appropriate number of Elected Directors.