

**Associations Incorporation Reform Act 2012**  
**Associations Incorporation Reform Regulations 2012**

**RULES OF THE VICTORIAN JAZZ CLUB INC.**

**No : ASOO18623U**

*Page*

<b>PART 1—PRELIMINARY</b>	<b>3</b>
1 Name	3
2 Purposes	3
3 Financial year	3
4 Definitions	3
<b>PART 2—POWERS OF THE CLUB</b>	<b>5</b>
5 Powers of The Club	5
6 Not for profit organisation	5
<b>PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES</b>	<b>6</b>
<b>Division 1—Membership</b>	<b>6</b>
7 Minimum number of members	6
8 Who is eligible to be a member	6
9 Application for membership	6
11. New membership	7
12 Annual subscription	7
13 General rights of members	8
14 Associate members	8
15 Rights not transferable	8
16 Ceasing membership	8
17 Resigning as a member	8
18 Register of members	9
<b>Division 2—Disciplinary action</b>	<b>9</b>
19 Grounds for taking disciplinary action	9
20 Disciplinary subcommittee	9
21 Notice to member	9
22 Decision of subcommittee	10
23 Appeal rights	10
24 Conduct of disciplinary appeal meeting	10
<b>Division 3—Grievance procedure</b>	<b>11</b>
25 Application	11
26 Parties must attempt to resolve the dispute	11
27 Appointment of mediator	11
28 Mediation process	11
29 Failure to resolve dispute by mediation	12
<b>PART 4—GENERAL MEETINGS OF THE CLUB</b>	<b>13</b>
30 Annual general meetings	13
31 Special general meetings	13
32 Special general meeting held at request of members	13
33 Notice of general meetings	14
34 Postal Voting	14
35 Use of technology	15
36 Quorum at general meetings	15
37 Adjournment of general meeting	15
38 Voting at general meeting	16
39 Special resolutions	16
40 Determining whether resolution carried	16

41	Minutes of general meeting	18
<b>PART 5—COMMITTEE</b>		<b>19</b>
<b>Division 1—Powers of Committee</b>		<b>19</b>
42	Role and powers	19
43	Delegation	19
<b>Division 2—Composition of Committee and duties of members</b>		<b>20</b>
44	Composition of Committee	20
45	General Duties	20
46	President and Vice-President	21
47	Secretary	21
48	Treasurer	21
<b>Division 3—Election of Committee members and tenure of office</b>		<b>22</b>
49	Who is eligible to be a Committee member	22
50	Positions to be declared vacant	22
51	Nominations	23
52	Election of President etc.	23
53	Election of ordinary members	23
54	Ballot	24
55	Term of office	24
56	Vacation of office	25
57	Filling casual vacancies	25
<b>Division 4—Meetings of Committee</b>		<b>25</b>
58	Meetings of Committee	25
59	Notice of meetings	25
60	Urgent meetings	25
61	Procedure and order of business	26
62	Use of technology	26
63	Quorum	27
64	Voting	27
65	Conflict of interest	27
66	Minutes of meeting	27
67	Leave of absence	28
<b>PART 6—FINANCIAL MATTERS</b>		<b>29</b>
68	Source of funds	29
69	Management of funds	29
70	Financial records	29
71	Financial statements	30
<b>PART 7—GENERAL MATTERS</b>		<b>31</b>
72	Common seal	31
73	Registered address	31
74	Notice requirements	31
75	Custody and inspection of books and records	31
76	Winding up and cancellation	32
77	Alteration of Rules	32

## PART 1—PRELIMINARY

### 1 Name

The name of the incorporated Club is "The Victorian Jazz Club Incorporated" and in these Rules will hereinafter be referred to as "the Club".

### 2 Purposes

The purposes of the Club are :

- (1) To encourage and facilitate the performance of jazz music.
- (2) To encourage young persons to perform and enjoy hearing jazz music.
- (3) To organise functions for the performance of jazz music.
- (4) To purchase or hire premises required for the meetings and activities of the club.
- (5) To purchase or hire all equipment required for the conduct of the activities of the club.
- (6) To raise money to finance the activities of the Club by annual subscription fees, charging entry fees to events, the conduct of raffles and appeals, arranging sponsorship and by borrowing money.
- (7) To arrange for the manufacture and/or sale of merchandise relevant to the activities of the Club and to authorize other persons to sell merchandise in Club with the conduct of those activities.
- (8) To publish a periodical newsletter and other publications.
- (9) To support other organisations involved in the performance or promotion of jazz music by financial or other forms of assistance;
- (10) To undertake all other activities or undertakings that are incidental to the abovementioned purposes.

### 3 Financial year

The financial year of the Club is each period of 12 months ending on the 30<sup>th</sup> of April .

### 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 46;

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

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

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

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

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

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

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

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

*member* means a member of the Club ;

*member entitled to vote* means a member who under rule 13(2) is entitled to vote at a general meeting;

*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 postal vote, to vote in favour of the resolution;

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

*the Registrar* means the Registrar of Incorporated Associations.

## **PART 2—POWERS OF THE CLUB**

### **5 Powers of The Club**

- (1) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Club 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 Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### **6 Not for profit organisation**

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Club from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

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

The Club must have at least 16 members.

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

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

#### **9 Application for membership**

- (1) To apply to become a member of the Club, a person must submit a written application to a committee member stating that the person—
  - (a) wishes to become a member of the Club and
  - (b) supports the purposes of the Club; and
  - (c) agrees to comply with these Rules.
- (2) The application—
  - (a) must be signed by the applicant; and
  - (b) may be accompanied by the joining fee.
- (3) Proof of membership of the Club shall be of a manner decided upon by the Committee from time to time.
- (4) Financial members only will be admitted to Club functions, and non-members may be admitted at the discretion of the Committee provided that they have paid an admission fee charged for such functions, and provided that they are not at that time behaving in a manner unbecoming a member of the Club.
- (5) Life Members

Any person who has served on the Committee for a total of ten (10) years becomes a Life Member. Other Life Memberships may be conferred by seventy-five percent of members voting in favour at an Annual General Meeting. Life Membership provides for all the benefits due to a member without payment of an annual subscription.

Any spouse or partner of a Life Member is automatically entitled to membership without payment of an annual subscription, and will be issued with a single membership card.

Life Members are to be given free admission to the Club's Functions, except where there is a food/liquor component included, in which case food/liquor component will be payable. This privilege does not extend to spouse/partner of Life Members, who will be admitted at the member's price.
- (6) Single Members:

This classification of membership applies to an adult person whose benefits include receipt of the Club's publications, the right to vote at general meetings, the right to nominate for a position in the Committee and the right to attend the Club's functions at the member's price.
- (7) Family Members:

This classification of membership applies to an adult person and that person's partner or spouse whose benefits include receipt of one copy of the Club's publications, the right to vote at general meetings, the right to nominate for positions on the Committee and the right to attend the Club's functions at the member's price. Additionally, their full-time

student children not yet 25 years of age are also considered members but do not have voting rights, nor may they occupy positions on the Committee.

(8) **Subscribers:**

This classification of membership applies to any person or organisation whose benefits are limited to receipt of the Club's publications. Subscribers do not have the right to vote at general meetings, may not occupy a position on the Committee and may enter the Club's functions at the non-member price

(9) **Honorary Membership:**

Nothing herein shall prevent the conferring by the Committee of Honorary Membership on any persons. Such membership shall carry all the benefits of financial membership, excepting the honorary members shall not be permitted to vote at general meetings and cannot occupy a position on the Committee. Honorary membership shall be renewable annually and for sufficient cause may be cancelled at any time by the Committee.

(10) **Consideration of application—**

- (a) As soon as practicable after an application for membership is received, a subcommittee appointed by the Committee must decide whether to accept or reject the application; and
- (b) If the subcommittee rejects the application, it must return any money accompanying the application to the applicant; and
- (c) No reason need be given for the rejection of an application.

## **11. New membership**

(1) If an application for membership is approved by the subcommittee—

- (a) the designated Membership Officer 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; and
- (b) a new membership card will be issued as soon as practicable.

(2) A person becomes a member of the Club 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—

- (a) the subcommittee approves the person's membership; or
- (b) the person pays the joining fee.

## **12 Annual subscription**

(1) The committee shall determine—

- (a) the amount of the annual subscription for the following financial year, to be presented for approval at the Annual general meeting; and
- (b) the date for payment of the annual subscription.

(2) The Club may determine that a lower annual subscription is payable by associate members.

(3) The Club may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—

- (a) the full annual subscription; or
- (b) a pro rata annual subscription based on the remaining part of the calendar year; or
- (c) a fixed amount determined from time to time by the Club.

- (3) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

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

- (1) A member of the Club who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Club as provided under rule 75; and
  - (f) to inspect the register of members subject to rule 75(2).
- (2) A member is entitled to vote if—
  - (a) the member is a member other than an associate member; and
  - (b) more than 10 business days have passed since he or she became a member of the Club ; and
  - (c) the member's membership rights are not suspended for any reason.

### **14 Associate members**

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

### **15 Rights not transferable**

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

### **16 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

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

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



## 18 Register of members

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

### Division 2—Disciplinary action

## 19 Grounds for taking disciplinary action

The Club may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Club; or
- (c) has engaged in conduct prejudicial to the Club

## 20 Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
  - (a) may be Committee members, members of the Club or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

## 21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Club proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advising the member that he or she may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **22 Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Club .
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **23 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the 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 of the Club 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 person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

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

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

- (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), 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.
- (3) 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**

#### **25 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Committee;
  - (c) a member and the Club.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

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

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

#### **27 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
  - (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
    - (ii) if the dispute is between a member and the Committee or the Club—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 the Club 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 CLUB**

### **30 Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Club may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then; and
  - (b) to receive and consider—
    - (i) the annual report of the Committee on the activities of the Club during the preceding financial year; and
    - (ii) the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act; and
  - (c) to elect the members of the Committee; and
  - (d) to confirm or vary the amounts of the annual subscription.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **31 Special general meetings**

- (1) In addition to the Annual General meeting there will be one general meeting held not sooner than five months after the last Annual General Meeting, and no later than seven months after the last Annual General Meeting.
- (2) Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (3) The Committee may convene a special general meeting whenever it thinks fit.
- (4) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

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

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 5 % of the number of members eligible to vote as per rule 9.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

- (4) A special general meeting convened by members under subrule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

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

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Club—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution.
- (3) This rule does not apply to a disciplinary appeal meeting.
  
- (4) In the case of elections to the Committee at the Annual General Meeting —
  - (a) at least 21 days before the Annual General Meeting; and
  - (b) a list of candidates in accordance with rule 52 shall be published in the Club magazine.

### **34 Postal Voting**

- (1) Postal voting material shall be made available to eligible members as defined in rule (9)—
  - (a) for elections to Committee—
    - (i) Voting Instruction Form; and
    - (ii) Committee Voting Form.
  - (b) for special resolutions—
    - (i) Voting Instruction Form; and
    - (ii) Special Resolution Voting Form.
  - (c) for elections to Committee and special resolutions—
    - (i) Voting Instruction Form; and
    - (ii) Committee Voting Form; and
    - (iii) Special Resolution Voting Form.

- (2) The Committee Voting Form(s) and/or Special Resolution Voting Form(s) must be returned in a sealed envelope along with the signed Voting Instruction Form and addressed to the Returning Officer at the nominated address.
- (3) The Postal Vote must be in the hands of the Returning Officer no later than 24 hours before the meeting at which it is to be used.
- (4) The Chairperson may appoint the Returning Officer prior to the meeting to allow the Returning Officer to count postal votes delivered 24hrs or more before the start of the meeting.
- (5) Any Postal Votes received after this time frame will be considered invalid.
- (6) Any Postal Votes not accompanied by a signed Voting Instruction Form will be considered invalid.

### **35 Use of technology**

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

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

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, or as allowed under rule 35) of sixteen members, of which six may be members of the Committee (being members under these Rules to vote at a general meeting).
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;
  - (b) in any other case—
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 11) may proceed with the business of the meeting as if a quorum were present.

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

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or

- (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

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

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) Upon any question arising at a general meeting of the Club, a member has one vote only: and
  - (c) All votes must be given personally; and
  - (d) in the case of a special resolution (refer rule 39), the question must be decided on a majority of votes of members present; or
  - (e) in the case of an election (refer Division 3, Part 5 of these rules), the question must be decided on a majority of votes of members present.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

### **39 Special resolutions**

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

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

- (1) Subject to subrule (2) or rule 39 if applicable, 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 members on any question—
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (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 Minutes of general meeting**

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
  - (c) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
  - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## PART 5—COMMITTEE

### Division 1—Powers of Committee

#### 42 Role and powers

- (1) The business of the Club must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.
- (3) The Committee—
  - (a) shall control and manage the business and affairs of the Club; and
  - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by general meetings of the Club; and
  - (c) shall organise and manage functions where possible and as often as is deemed practicable by the Committee in suitable premises, open to members and visitors; and
  - (d) Bands shall play and some provision must be made for those who wish to be seated and listen to the music and those who wish to dance; and
  - (e) where possible, refreshments are to be on sale; and
  - (f) the Committee may also permit persons to sell jazz-related material at such functions; such as (but not confined to) sound recordings or photographs; and
  - (g) the admission fee to such functions is to be decided upon from time to time by the Committee; and
  - (h) shall arrange for the Club's Financial Statement to be published in Jazzbeat once each year.
- (4) The Committee may—
  - (a) appoint and remove staff; and
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

#### 43 Delegation

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

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

### **44 Composition of Committee**

The Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) seven (7) ordinary members elected under rule 53.

### **45 General Duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Club ; and
  - (b) for a proper purpose; and
  - (c) do all things necessary to provide for good management of the affairs of the Club; and
  - (d) direct the policy of the Club in furtherance of its objectives; and
  - (e) make, amend and rescind By-Laws as may be deemed necessary, subject to ratification by seventy-five (75) percent of members voting at a general meeting; and
  - (f) authorise expenditure of the Club’s funds for any purpose in accordance with the objectives of the Club; and
  - (g) instigate, control, superintend and manage any functions which may assist in furthering the objectives of the Club; and
  - (h) impose levies and fees on members and subscribers; and
  - (i) reprimand, suspend or expel members and subscribers for breaches of these Rules, in accordance with the Act; and
  - (j) meet as often as is deemed necessary by the Officers; and
  - (k) grant leave of absence to any of its members provided that such leave does not in total constitute more than thirteen (13) weeks in any one year; and
  - (l) subscribe to and/or become associated or affiliated with any other bodies, the objectives of which are kindred to the objectives of the Club.
- (5) The Committee may engage any jazz band or group of jazz musicians to play at Club functions as it deems expedient and the band leader shall be responsible to the Committee for his or her band.
- (6) All positions in the Committee are strictly honorary and no payment shall be made to any member of the Committee for any service performed for and on behalf of the Club

however any authorised out-of-pocket expenses incurred by a member of the Committee or any other person performing any duty for and on behalf of the Club shall be paid by the Club on written application accompanied by a valid receipt.

- (7) 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 Club .
- (8) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **46 President and Vice-President**

- (1) The President is the Chief Executive Officer of the Club and shall preside at all meetings of the Club and carry out their decisions in accordance with these Rules;
- (2) Subject to subrule (3), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (3) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

#### **47 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated Club.
- (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 Club and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Club in accordance with rules 72 and 75; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
  - (e) the Secretary shall be responsible for —
    - (i) collecting and distributing all mail delivered to the Club's address; and
    - (ii) taking and promptly distributing minutes of all meetings; and
    - (iii) maintaining a register of motions moved and seconded at meetings; and
    - (iv) ensuring that action arising from motions carried is taken; and
    - (v) ensuring that a full list of inwards and outwards correspondence is tabled at meetings and generally assisting the President at all meetings.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **48 Treasurer**

- (1) The Treasurer must—

- (a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
  - (b) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
  - (c) make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds; and
  - (d) ensure cheques are signed by at least 2 committee members.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Club are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual general meeting of the Club.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Club.
- (4) The Treasurer shall—
- (a) Attend all meetings of the Committee unless granted leave of absence and shall keep a correct account of all monies received and expended; and
  - (b) He/she shall under no circumstances pay, lend or otherwise appropriate any of the Club's funds to any member, cause or purpose except when authorised by the Committee; and
  - (c) He/she shall keep the books up to date and have them ready at all times to present to the Committee on demand and shall produce such books to members of the Club when required for inspection and in general perform all such duties as are usually performed by such an officer in a like position; and
  - (d) He/she shall receive annual membership and subscription fees and shall reconcile them with the register of members; and
  - (e) He/she shall reconcile receipts from functions conducted by the Club with attendances of members and non-members at them.

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

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

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

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

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

- (1) This rule applies to—
- (a) the first annual general meeting of the Club after its incorporation; or
  - (b) any subsequent annual general meeting of the Club, after the annual report and financial statements of the Club have been received: and
  - (c) any other matters dealt with; and
  - (d) the Chairperson of the meeting has called for nominations in accordance with rule 51.

- (2) subsequent to subrule (1), the Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 52 to 54.

## **51 Nominations**

- (1) The Chairperson of the meeting must announce the list of candidates as per rule 33(4)(b).
- (2) Where insufficient candidates have nominated for a position—
  - (a) An eligible member of the Club may—
    - i. nominate himself or herself; or
    - ii. with the member's consent, be nominated by another member.
- (3) Where a nominated candidate as per rule 33(4)(b) withdraws—
  - (a) An eligible member of the Club may—
    - i. nominate himself or herself; or
    - ii. with the member's consent, be nominated by another member.

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

- (1) At the annual general meeting, elections must be held for the following positions—
  - (a) President; and
  - (b) Vice-President; and
  - (c) Secretary; and
  - (d) Treasurer.
- (2) Nominations of candidates for election as officers of the Club or as ordinary members of the committee must be —
  - (a) made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Secretary of the Club not less than thirty five (35) days before the date fixed for the holding of the annual general meeting.
- (3) A candidate may only be nominated for one office, or as an ordinary member of the Committee, prior to the Annual General Meeting.
- (4) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (5) If more than one member is nominated for a position, a ballot must be held in accordance with rule 54.
- (6) On his or her election, the new President may take over as Chairperson of the meeting.

## **53 Election of ordinary members**

- (1) A change in the number of ordinary members of the Committee to hold office for the next year must be determined by special resolution.
- (2) A single election shall be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

#### **54 Ballot**

- (1) If a ballot is required for the election to fill a position, the Chairperson of the meeting, prior to declaring all positions vacant, must appoint a member to act as Returning Officer to conduct the ballot—
  - (a) The Chairperson may appoint the Returning Officer prior to the meeting to allow the Returning Officer to count postal votes delivered 24hrs or more before the start of the meeting.
- (2) The Returning Officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The Returning Officer must provide a Ballot paper to each member present in person—
  - (a) the Ballot paper may be blank or preprinted.
- (6) The voter must write on the ballot paper the name of each candidate for whom they wish to vote; and
  - (a) the voter must not write the names of more candidates than the number to be elected.
- (7) Ballot papers that do not comply with subrule(7)(b) are not to be counted.
- (8) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (9) 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.
- (10) 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 by members present 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.
- (11) Where a returned voting paper or postal vote is not legible, the Returning Officer must declare and record the vote as invalid.

#### **55 Term of office**

- (1) Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Club may—
  - (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.



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

#### **56 Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
  - (a) ceases to be a member of the Club ; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
  - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

#### **57 Filling casual vacancies**

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

### **Division 4—Meetings of Committee**

#### **58 Meetings of Committee**

- (1) The Committee must meet at least once a month at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Club at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

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

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

#### **60 Urgent meetings**

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

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

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

#### **62 Use of technology**

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **63 Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of any six members of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (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 59.

### **64 Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present 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.

### **65 Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.
- (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 Club is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Club .

### **66 Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 65.
- (3) The Secretary shall send a copy of the minutes of the meeting to all members who attended a Committee meeting or a general meeting and to members who have registered an apology for that meeting, within 14 days after that meeting.

- (4) Members registered as an apology from a General Meeting should also be sent a copy of all relevant reports tabled at that meeting

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

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 13 weeks.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## PART 6—FINANCIAL MATTERS

### 68 Source of funds

The funds of the Club may be derived from joining fees, annual subscriptions, donations, fund-raising activities, function entry charges, sale of the Club's merchandise, bequests, donations, grants, interest and any other sources approved by the Committee.

### 69 Management of funds

- (1) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) No person shall have any authority to incur any expenditure on behalf of the Club, except with the approval of the committee and except for the normal recurrent running costs of the Club.
- (6) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.
- (7) With the approval of the 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.

### 70 Financial records

- (1) The Club 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 Club 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 Committee.

## **71 Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Club;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7—GENERAL MATTERS**

### **72 Common seal**

- (1) The Club may have a common seal.
- (2) If the Club has a common seal—
  - (a) the name of the Club must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
  - (c) the common seal must be kept in the custody of the Secretary.

### **73 Registered address**

The registered address of the Club is—

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

### **74 Notice requirements**

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

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

- (1) Members may on request inspect free of charge—
  - (a) the register of members, subject to subrule (2);
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Club referred to in this rule and the Club 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 Club 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 Club.

## **76 Winding up and cancellation**

- (1) The Club may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
- (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 Club and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

## **77 Alteration of Rules**

- (1) These Rules may only be altered by special resolution of a general meeting of the Club.
-