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Reg No A2117

RULES OF ASSOCIATION

Contents

PART 1- PRELIMINARY	4
1. Name and Statement of Purpose	4
2. Financial year	4
3. Definitions	4
PART 2—POWERS OF ASSOCIATION	6
4. Powers of Association	6
5. Not for Profit Organisation	6
PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	7
<i>DIVISION 1—MEMBERSHIP</i>	7
6. Minimum number of members	7
7. Member Eligibility	7
8. Application for membership	7
9. Consideration of application	8
10. New membership	8
11. Annual subscription and fee on joining	8
12. General rights of members and responsibilities	9
13. Associate members	9
14. Rights not transferable	9
15. Ceasing membership	9
16. Resigning as a member	10
17. Register of members	10
18. District Branches of the Association	10
19. Powers of Branches	11
20. Qualifications for Branch Membership	11
<i>DIVISION 2—DISCIPLINARY ACTION</i>	11
21. Grounds for taking disciplinary action	11
22. Disciplinary subcommittee	12
23. Notice to member	12
24. Decision of subcommittee	12
25. Appeal rights	12
26. Conduct of disciplinary appeal meeting	13
<i>DIVISION 3—GRIEVANCE PROCEDURE</i>	13
27. Application	13
28. Parties must attempt to resolve the dispute	14

29.	Appointment of mediator	14
30.	Mediation process	14
31.	Failure to resolve dispute by mediation	14
PART 4—GENERAL MEETINGS OF THE ASSOCIATION		15
32.	Annual general meetings	15
33.	Special general meetings	15
34.	Special general meeting held at request of members	15
35.	Notice of general meetings	16
36.	Proxies	16
37.	Quorum at general meetings	16
38.	Adjournment of general meeting	17
39.	Voting at general meeting	17
40.	Special resolutions	17
41.	Determining whether resolution carried	17
42.	Minutes of general meeting	18
PART 5—BOARD OF MANAGEMENT		19
<i>DIVISION 1—POWERS OF BOARD OF MANAGEMENT</i>		19
43.	Role and powers	19
44.	Delegation	19
<i>DIVISION 2—COMPOSITION OF BOARD OF MANAGEMENT & DUTIES OF MEMBERS</i>		20
45.	Composition of Board of Management	20
46.	President and Vice-President	20
47.	Secretary	20
48.	Treasurer	21
49.	General Duties	21
<i>DIVISION 3—ELECTION OF BOARD OF MANAGEMENT MEMBERS & TENURE OF OFFICE</i>		22
50.	Who is eligible to be a Board of Management member	22
51.	Positions to be declared vacant	22
52.	Nominations	22
53.	Election of Executive.	22
54.	Election of ordinary members	23
55.	Ballot	23
56.	Term of office	24
57.	Vacation of office	24
58.	Filling casual vacancies	24

<i>DIVISION 4—MEETINGS OF BOARD OF MANAGEMENT</i>	25
59. Meetings of Board of Management	25
60. Notice of meetings	25
61. Urgent meetings	25
62. Procedure and order of business	25
63. Use of technology	25
64. Quorum	26
65. Voting	26
66. Conflict of interest	26
67. Minutes of meeting	27
68. Leave of absence	27
PART 6—FINANCIAL MATTERS	28
69. Source of funds	28
70. Management of funds	28
71. Financial records	28
72. Financial statements	28
PART 7—GENERAL MATTERS	29
73. Common seal	29
74. Registered address	29
75. Notice requirements	29
76. Custody and inspection of books and records	29
77. Winding up and cancellation	30
78. Review of Accounts.	30
79. Alteration of Rules	30

Part 1- PRELIMINARY

1. Name and Statement of Purpose

1. The name of the incorporated association is the "Mountain Cattlemen's Association of Victoria Incorporated".
2. Statement of Purpose
 - a. To promote and protect the interests of cattlemen who by various arrangements graze cattle on Public Land.
 - b. To actively support cattle grazing in appropriate areas on public lands including National Parks.
 - c. To promote better understanding by the public of the value of grazing cattle on Public Land, and to share the Cattlemen's intergenerational knowledge.
 - d. To protect and promote the history, heritage and culture of the Mountain Cattlemen which dates from 1834.
 - e. To support and develop relationships with other public land user groups who have philosophies similar to the Mountain Cattlemen.
 - f. To promote sound land management practices and that they be applied across all Victorian public land regardless of tenures and landscapes.
 - g. To act in conjunction with any party with similar objectives in any part of Australia.

2. Financial year

The financial year of the Association is each period of 12 months ending on 30th of June.

3. Definitions

In these Rules:

Absolute majority, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board of Management members present at a Board of Management meeting);

Additional members of the board – means a member of the board elected by the members at AGM see Rule 54 (2)

AGM means the annual general meeting of the association

Associate member means a member referred to in rule 13(1);

Board means the Board of Management having management of the business of the Association;

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

Board member means a member of the Board of Management elected or appointed under Division 3 of Part 5;

Chairperson, of a general meeting or board meeting, means the person chairing the meeting as required under rule 47(2);

Disciplinary appeal meeting means a meeting of the members of the Association convened under rule 26;

Disciplinary meeting means a meeting of the Board of Management convened for the purposes of rule 24;

Disciplinary subcommittee means the subcommittee appointed under rule 22;

Executive member of the Board means President, Vice President, Secretary and Treasurer

Financial year means the 12 month period specified in rule 3;

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

General member of the Board means a member of the Board who is not an Executive member of the Board

Grazing Licence – for all purposes means a grazing licence and a grazing lease

Grazing Member (Current, Inactive, Principal, or Nominee) where:

- Grazing Member (Current) holds a current grazing licence.
- Grazing Member (Inactive) has previously held a current grazing licence post 1988.
- Grazing Member (Nominee) is the nominee of a Principal Grazing Member.
- Grazing Member (Principal) is a grazing current or inactive member and holds or held a current grazing licence post 1988.

Licence for all purposes means a lease

Licencee means a person or recognised body who holds or held a current grazing licence post 1988.

Life member (Grazing or Associate) means a person or body appointed by a resolution of the AGM.

Member means, a person or recognised body who applies for and is approved for membership as provided for in Rule 10

Member entitled to vote means a member who under rule 12(2) is entitled to vote at a general meeting;

MCAV is an abbreviation of Mountain Cattlemen's Association of Victoria

Special Committee means a Committee established for a specified period to carry out a specific task defined by the Board;

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;

Standing Committee means a Committee tasked with managing specific ongoing functions of the Association as defined by the Board;

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

The Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

4. Powers of Association

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

5. Not for Profit Organisation

1. The Association must not distribute any surplus, income or assets directly or indirectly to its members.
2. Subrule (1) does not prevent the Association from paying a member—
 - a. reimbursement for expenses properly incurred by the member; or
 - b. for goods or services provided by the member—
if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

6. Minimum number of members

The Association must have at least 5 members.

7. Member Eligibility

1. All Grazing (Current and Inactive Licence holders) and Nominees of a Grazing Member (Principal) are eligible for membership.
2. The Association may at its absolute discretion grant Associate Membership to any person or recognised body who supports the Associations Statement of Purpose and agrees to comply with these Rules.
 - a. Associate Members shall have voting rights at General Meetings as defined in Rule 54(3)
 - b. Associate Members may participate in Standing or Special Committees of the Association
 - c. Associate Members may be elected to the Board of the Association subject to the provisions of Rule 50
 - d. Associate Members may be appointed to vacant positions on the Board of the Association subject to rule 54(3)
3. Life Member
 - a. The Board may nominate a Life Member of the Association any member who in its opinion has rendered outstanding service or who has made a notable contribution to the advancement of the Association or its objects.
 - b. Nominations for Life Membership shall be presented to the Annual General Meeting for approval.
 - c. There are separate categories of Life Membership being:
 - i. Any person who is or has been a Grazing (Current, Inactive or Nominee) Member is eligible to be nominated as a Life Member (Grazing).
 - ii. Any person who is or has been an associate member is eligible to be nominated as a Life Member (Associate).
 - iii. Any person or body who has rendered outstanding service or made a notable contribution to the Association may be nominated as a Life Member (Associate).
 - d. Life Members shall have all the general rights of members as outlined in these Rules and shall not be obliged to pay the annual subscription.

8. Application for membership

1. To apply to become a member of the Association, a person must submit a written application to the Board of Management stating that the person—
 - a. wishes to become a member of the Association; and

- b. supports the purposes of the Association; and
 - c. agrees to comply with these Rules.
- 2. The application—
 - a. must be on a form prescribed by the Board of Management
 - b. must be signed by the applicant; and
 - c. may be accompanied by the joining fee (if any)

9. Consideration of application

1. As soon as practicable after an application for membership is received, the Board of Management must decide by resolution whether to accept or reject the application.
2. The Board of Management must notify the applicant in writing of its decision as soon as practicable after the decision is made.
3. If the Board of Management rejects the application, it must return any money accompanying the application to the applicant.
4. No reason need be given for the rejection of an application.

10. New membership

1. If an application for membership is approved by the Board of Management—
 - a. the resolution to accept the membership must be recorded in the minutes of the Board of Management meeting; and
 - b. the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
2. A person becomes a member of the Association and, subject to rule 12(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - a. the Board of Management approves the person's membership; or
 - b. the person pays the joining fee.

11. Annual subscription and fee on joining

1. At each annual general meeting, the Association must determine—
 - a. the amount of the annual subscription (if any) for the following financial year; and
 - b. the date for payment of the annual subscription.
2. The Association may determine that a lower annual subscription is payable by associate members.
 - a. The Association may determine the amount, if any, of the joining fee for any category member, see 32(4 d)
3. The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - a. the full annual subscription; or
 - b. a pro rata annual subscription based on the remaining part of the financial year; or
 - c. a fixed amount determined from time to time by the Association.
4. The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
5. Honorary Life Members shall have all the general rights of members as outlined in these Rules and shall not be obliged to pay the annual subscription.

12. General rights of members and responsibilities

1. A member of the Association who is entitled to vote has the right—
 - a. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - b. to submit items of business for consideration at a general meeting; and
 - c. to attend and be heard at general meetings; and
 - d. to vote at a general meeting; and
 - e. to have access to the minutes of general meetings and other documents of the Association as provided under rule 76; and
 - f. to inspect the register of members.
2. A member is entitled to vote if—
 - a. the member is a member other than an associate member; and
 - b. more than 10 business days have passed since he or she became a member of the Association; and
 - c. the member's membership rights are not suspended for any reason.
3. A member must ensure:
 - a. Not to purport to represent publicly the organisation as an individual.
 - b. Observe all rules, bylaws and policies of the Association.

13. Associate members

1. Associate members include -
 - a. any members under the age of 18 years; and
 - b. any other category of member as determined by special resolution at a general meeting.
2. an associate member must not vote individually but may with any associate members present nominate an associate member representative to exercise a single vote on behalf of associate members in respect to any matter before a general meeting.
3. an associate member may have other rights as determined by the Board or by resolution of a general meeting.

14. Rights not transferable

The rights of a member are not transferable and end when membership ceases, other than the right of a Grazing Member (Current or Inactive) upon resignation or appointment as a Life Member, to assign all entitlements of membership to a substitute member.

15. Ceasing membership

1. The membership of a person ceases on resignation, expulsion or death.
2. If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
3. In the event of any incapacity or death on the part of a principal grazing member holding a grazing licence membership, the grazing (nominee) members of that membership may nominate a replacement grazing (principal) member.

- a) That new principal grazing members may nominate nominee grazing members for that license, who shall, subject to approval by a majority of the Board, replace or reappoint the previous nominee members. Nominations are to be submitted on Appendix Form 5.
4. In the event of the incapacity or death or resignation of a grazing (nominee) member the principal grazing member may nominate a replacement.

16. Resigning as a member

1. A member may resign by notice in writing given to the Association.
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, except for Life Members—
 - 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.

17. 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. The member category;
 - v. If the member is a current grazing member, the location of their grazing licence
 - vi. If the member's licence is inactive
 - vii. any other information determined by the Board of Management; and
 - b. for each former member, the date of ceasing to be a member.
2. Any member may, at a reasonable time and free of charge, inspect the register of members.

18. District Branches of the Association

1. Four district branches of the Association will be established and known as—
 - a. Omeo District Branch;
 - b. Mansfield District Branch;
 - c. Gippsland District Branch; and
 - d. North Eastern District Branch.
2. The Board of Management may from time to time establish additional branches or dissolve existing branches of the Association as it sees fit.
3. Each branch shall be entitled to nominate two representatives to the Board of Management of the Association. The term of office of each such representative on the Board of Management shall be one year. A retiring grazing member shall be eligible for re-election.
4. Branch Nominees to the Board of Management must be appointed by an AGM or in the case of a casual vacancy by the Board of Management.

5. In the event of a casual vacancy in the representation of a branch on the Board, that branch shall nominate another representative to fill the vacancy for the unexpired term of office to be approved by the Board.
6. Only grazing members are eligible to be nominated by branches as Board of Management representatives.

19. Powers of Branches

1. The grazing members of a branch shall be empowered to hold local meetings and subject to the approval of the Board of Management shall have power to fix the number of grazing members to form a quorum at its meetings.
2. A branch shall in addition to that aforementioned and subject to the objects and Rules of the Association and to the Bylaws, orders and instructions of the Board of Management have the following powers and obligations:
 - a. To manage the branch's own matters, subject to board approval.
 - b. To deal with any local matters affecting its own branch, while observing the MCAV bylaws and policies.
 - c. No branch will publicly contradict any MCAV policy.
 - d. To make regulations and orders which after approval by the Board of Management shall be binding upon members of the branch.
 - e. To call before it any member who is alleged to have acted contrary to or in disregard of the Rules of the branch or Association and to require an explanation.

20. Qualifications for Branch Membership

1. Every grazing member of the Association shall be eligible to be a member of the branch most closely located to their place of permanent residence, however they shall be entitled to nominate an alternate branch.
2. A grazing member shall be eligible to be a member of only one branch.
3. A grazing member may choose not to join any branch.

Division 2—Disciplinary action

21. Grounds for taking disciplinary action

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

1. has failed to comply with these Rules; or
2. refuses to support the purposes of the Association; or
3. has engaged in conduct prejudicial to the Association.

22. Disciplinary subcommittee

1. If the Board of Management is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board of Management 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 Board of Management members, members of the Association or anyone else; but
 - b. must not be biased against, or in favour of, the member concerned.

23. Notice to member

1. Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - a. stating that the Association proposes to take disciplinary action against the member; and
 - b. stating the grounds for the proposed disciplinary action; and
 - c. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - d. advising the member that 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 committee at any time before the disciplinary meeting; and
 - e. setting out the member's appeal rights under rule 25.
2. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

24. Decision of subcommittee

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

25. Appeal rights

1. A person whose membership rights have been suspended or who has been expelled from the Association under rule 24 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 Board of Management 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 Association who is entitled to vote as soon as practicable and must—
 - a. specify the date, time and place of the meeting; and
 - b. state—
 - i. the name of the 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.

26. 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 Board of Management 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. A member may not vote by proxy at the meeting.
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

27. 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 Board of Management;
 - c. a member and the Association.
2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

28. 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.

29. Appointment of mediator

1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 28, the parties must within 10 days—
 - a. notify the Board of Management 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 Board of Management; or
 - ii. if the dispute is between a member and the Board of Management or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
3. A mediator appointed by the Board of Management may be a member or former member of the Association but in any case, must not be a person who—
 - a. has a personal interest in the dispute; or
 - b. is biased in favour of or against any party.

30. 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.

31. 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

32. Annual general meetings

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

33. Special general meetings

1. Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
2. The Board of Management may convene a special general meeting whenever it thinks fit.
3. No business other than that set out in the notice under rule 35 may be conducted at the meeting.

34. Special general meeting held at request of members

1. The Board of Management must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of voting members.
2. A request for a special general meeting must—
 - a. be in writing; and
 - b. state the business to be considered at the meeting and any resolutions to be proposed; and
 - c. include the names and signatures of the members requesting the meeting; and
 - d. be given to the Secretary.
3. If the Board of Management does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
4. A special general meeting convened by members under subrule (3)-
 - a. must be held within 3 months after the date on which the original request was made; and
 - b. may only consider the business stated in that request.

5. The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

35. Notice of general meetings

1. The Secretary (or, in the case of a special general meeting convened under rule 34(3), the members convening the meeting) must give to each member of the Association—
 - a. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - b. at least 14 days' notice of a general meeting in any other case.
2. The notice must—
 - a. specify the date, time and place of the meeting; and
 - b. indicate the general nature of each item of business to be considered at the meeting; and
 - c. if a special resolution is to be proposed—
 - i. state in full the proposed resolution; and
 - ii. state the intention to propose the resolution as a special resolution; and
 - d. comply with rule 36(5).
3. This rule does not apply to a disciplinary appeal meeting.

36. Proxies

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.
2. The appointment of a proxy must be in writing and signed by the member making the appointment.
3. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
4. If the Board of Management has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
5. Notice of a general meeting given to a member under rule 35 must—
 - a. state that the member may appoint another member as a proxy for the meeting; and
 - b. include a copy of any form that the Board of Management has approved for the appointment of a proxy.
6. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
7. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

37. 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 by proxy) of 10% of the members entitled to vote.
3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

- a. in the case of a meeting convened by, or at the request of, members under rule 34—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 3) may proceed with the business of the meeting as if a quorum were present.

38. 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 35.

39. Voting at general meeting

1. On any question arising at a general meeting—
 - a. subject to subrule (3), each member who is entitled to vote has one vote; and
 - b. members may vote personally or by proxy; and
 - c. except in the case of a special resolution, the question must be decided on a majority of votes.
2. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
3. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
4. This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 26.

40. 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.

41. Determining whether resolution carried

1. Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - a. carried; or

- b. carried unanimously; or
 - c. carried by a particular majority; or
 - d. lost—
and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
2. If a poll (where votes are cast in writing) is demanded by three or more 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.

42. Minutes of general meeting

1. The Board of Management 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. proxy forms given to the Chairperson of the meeting under rule 36(6); and
 - c. the financial statements submitted to the members in accordance with rule 32(4)(b)(ii); and
 - d. the certificate signed by two Board of Management members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - e. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD OF MANAGEMENT

Division 1—Powers of Board of Management

43. Role and powers

1. The business of the Association must be managed by or under the direction of a Board of Management.
2. The Board of Management 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. The Board must act in accordance with any resolution adopted by a general meeting of members and/or in accordance with Bylaws adopted by the Board of Management.
3. MCAV Bylaws
 - a. Subject to the provisions set down in these Rules, and governed by these Rules, the Association shall conduct its affairs and business in accordance with the provisions of any by-law.
 - b. The Board of Management shall make and amend the By-laws as needed for the conduct of the affairs and business of the Association. No new by-law shall be made or an existing By-law amended except upon notice of motion being duly given and appearing on the notice paper calling the next Board meeting.
 - c. A record shall be kept by the Secretary of each new or amended by-law indicating the date of creation or amendment.
4. The Board of Management may—
 - a. appoint and remove staff;
 - b. establish a subcommittee consisting of members with terms of reference it considers appropriate, including special and standing committees
 - c. may approve grazing (nominee) members of a grazing (principal) member with a Board majority vote

44. Delegation

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

Division 2—Composition of Board of Management & duties of members

45. Composition of Board of Management

1. The Executive members of the Association:
 - a. President;
 - b. Vice President;
 - c. Treasurer which may be an Associate Member
 - d. Secretary which may be an Associate Member
 - e. The Board may appoint an additional Member to the executive
2. Board of Management
 - a. Executive committee comprising, President, Vice President, Secretary, and Treasurer
 - b. Immediate Past President, and
 - c. Eight (8) nominated members elected under rule 54,
 - d. Two (2) additional members elected by the AGM,
 - e. May include one Associate Member representing Associate Members elected by the AGM

46. President and Vice-President

1. The President and Vice-President must be grazing members
2. Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board of Management 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 Board of Management meeting—a Board of Management member elected by the other Board of Management members present.
4. A position description for the President and Vice-president can be found in the MCAV By-laws and operating procedures manual

47. Secretary

1. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
2. The Secretary must—
 - a. maintain the register of members in accordance with rule 17; and
 - b. keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 71(3), all books, documents and securities of the Association in accordance with rules 73 and 76; and
 - c. subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - d. perform any other duty or function imposed on the Secretary by these Rules.

3. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
4. 4. A position description for the Secretary can be found in the MCAV By-laws and operating procedures manual

48. Treasurer

The Treasurer must

1. Ensure all payments are authorised by at least 2 Board of Management members.
2. Ensure that the financial records of the Association are kept in accordance with the Act;
 - b) coordinate the preparation of the financial statements of the Association and their certification by the Board of Management prior to their submission to the annual general meeting of the Association.
3. The Treasurer must ensure that at least one other Board of Management member has access to the accounts and financial records of the Association.
4. A position description for the Treasurer can be found in the MCAV By-laws and operating procedures manual

49. General Duties

1. As soon as practicable after being elected or appointed to the Board of Management, each Board of Management member must become familiar with these Rules and the Act.
2. The Board of Management is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board of Management comply with these Rules.
3. Board of Management members must exercise their powers and discharge their duties with reasonable care and diligence.
4. Board of Management members must exercise their powers and discharge their duties—
 - a. in good faith in the best interests of the Association; and
 - b. for a proper purpose.
5. Board of Management members and former Board of Management members must not make improper use of—
 - a. their position; or
 - b. information acquired by virtue of holding their position—
so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
6. In addition to any duties imposed by these Rules, a Board of Management member must perform any other duties imposed from time to time by resolution at a general meeting, by resolution of a Board of Management meeting or subject to the bylaws adopted by the Board of Management.

Division 3—Election of Board of Management members & tenure of office

50. Who is eligible to be a Board of Management member

A member is eligible to be elected or appointed as a Board of Management member if the member—

- a. is 18 years or over; and
- b. is entitled to vote at a general meeting
- c. is nominated in accordance with the rules
- d. is an associate member

51. Positions to be declared vacant

1. This rule applies to—
 - a. the first annual general meeting of the Association after its incorporation; or
 - b. any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
2. The Chairperson of the meeting must declare all positions on the Board of Management vacant and hold elections for those positions in accordance with rules 52 to 55.

52. Nominations

1. The positions of President and Vice President must be held by a grazing member.
2. Nominations of candidates for election to the Board of Management of the Association shall be on a form approved by the Board:
 - a. made in writing, signed by two grazing members of the Association and accompanied by the written consent of the candidate; in a manner approved by the Board, and
 - b. delivered to the Secretary of the Association not less than 48 hours before the date fixed for the holding of the annual general meeting.
3. A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

53. Election of Executive.

1. At the annual general meeting, separate elections must be held for each of the following positions—
 - a. President;
 - b. Vice-President;
 - c. Secretary;
 - d. Treasurer.
2. Prior to the election of each position, if no nominations have been received for any position the Chairperson may call for nominations to fill that position.
3. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
4. If more than one member is nominated, a ballot must be held in accordance with rule 55.

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

54. Election of ordinary members

1. Two eligible representatives from each branch of the Association, nominated by the branch and confirmed by resolution of the AGM.
 - a. In the event of a failure of a branch to nominate the branch entitlement, the casual vacancy so arising may be filled by electing additional members at the AGM, or by resolution of the Board of Management.
2. Two additional members of the Board, an additional member being another person not in an executive or branch nominated position.
3. Grazing Members of the Association may nominate from the associate membership a candidate for election to the Board of Management to hold any Board of Management office, other than President or Vice President.
4. An election may be held to fill any position.
5. If the number of members nominated for the position of ordinary Board of Management 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.
6. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 55.

55. Ballot

1. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
2. The returning officer must not be a member nominated for the position.
3. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
4. The election must be by secret ballot.
5. The returning officer must give a blank piece of paper to—
 - a. each member present in person; and
 - b. each proxy appointed by a member.
6. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
7. If the ballot is for more than one position—
 - a. the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - b. the voter must not write the names of more candidates than the number to be elected.
8. Ballot papers that do not comply with subrule (7)(b) are not to be counted.
9. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
10. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
11. If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - a. conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or

- b. with the agreement of those candidates, decide by lot which of them is to be elected.

56. Term of office

1. Subject to subrule (3) and rule 57, a Board of Management member holds office until the positions of the Board of Management are declared vacant at the next annual general meeting.
2. A Board of Management member may be re-elected.
3. A general meeting of the Association may—
 - a. by special resolution remove a Board of Management member from office; and
 - b. elect an eligible member of the Association to fill the vacant position in accordance with this Division.
4. A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
5. The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

57. Vacation of office

1. A Board of Management member may resign from the Board of Management by written notice addressed to the Board of Management.
2. A person ceases to be a Board of Management member if he or she—
 - a. ceases to be a member of the Association; or
 - b. fails to attend 3 consecutive Board of Management meetings (other than special or urgent Board of Management meetings) without leave of absence under rule 68; or
 - c. otherwise ceases to be a Board of Management member by operation of section 77 of the Act.

58. Filling casual vacancies

1. The Board of Management may appoint an eligible member of the Association to fill a position on the Board of Management that—
 - a. has become vacant under rule 57; or
 - b. was not filled by election at the last annual general meeting.
2. If the position of Secretary becomes vacant, the Board of Management must appoint a member of the Association to the position within 14 days after the vacancy arises.
3. Rule 56 applies to any Board of Management member appointed by the Board of Management under subrule (1) or (2).
4. The Board of Management may continue to act despite any vacancy in its membership.

Division 4—Meetings of Board of Management

59.Meetings of Board of Management

1. The Board of Management must meet at least 3 times in each year at the dates, times and places determined by the Board of Management.
2. The date, time and place of the first Board of Management meeting must be determined by the members of the Board of Management as soon as practicable after the annual general meeting of the Association at which the members of the Board of Management were elected.
3. Board of Management meetings may be convened by the President or by request of any 4 members of the Board of Management, delivered in writing to the Secretary.

60.Notice of meetings

1. Notice of each Board of Management meeting must be given to each Board of Management member no later than 7 days before the date of the meeting.
2. Notice may be given of more than one Board of Management meeting at the same time.
3. The notice must state the date, time, place and purpose of the meeting.
4. If a special Board of Management 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.

61.Urgent meetings

1. In cases of urgency, a meeting can be held without notice being given in accordance with rule 61 provided that as much notice as practicable is given to each Board of Management member by the quickest means practicable.
2. Any resolution made at the meeting must be passed by an absolute majority of the Board of Management.
3. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

62.Procedure and order of business

1. The procedure to be followed at a meeting of a Board of Management must be determined from time to time by the Board of Management.
2. The order of business may be determined by the members present at the meeting.

63.Use of technology

1. A Board of Management member who is not physically present at a Board of Management meeting may participate in the meeting by the use of technology that allows that Board of Management member and

the Board of Management members present at the meeting to clearly and simultaneously communicate with each other.

2. For the purposes of this Part, a Board of Management member participating in a Board of Management 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.

64. Quorum

1. No business may be conducted at a Board of Management meeting unless a quorum is present.
2. The quorum for a Board of Management meeting is the presence (in person or as allowed under rule 63) of not less than half of the Board of Management members holding office.
3. If a quorum is not present within 30 minutes after the notified commencement time of a Board of Management meeting—
 - a. 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 60.
 - b. If a quorum is not present the meeting lapses, however an informal discussion may be held with recommendations, if any, to be considered at the next meeting.

65. Voting

1. On any question arising at a Board of Management meeting, each Board of Management member present at the meeting has one vote.
2. A motion is carried if a majority of Board of Management 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 Board of Management.
4. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
5. Voting by proxy is not permitted.

66. Conflict of interest

1. A Board of Management member who has a material personal interest in a matter being considered at a Board of Management meeting must disclose the nature and extent of that interest to the Board of Management.
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 Association is established; or
 - b. that the member has in common with all, or a substantial proportion of, the members of the Association.

67.Minutes of meeting

1. The Board of Management must ensure that minutes are taken and kept of each Board of Management 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 66.

68.Leave of absence

1. The Board of Management may grant a Board of Management member leave of absence from Board of Management meetings for a period not exceeding 3 months.
2. The Board of Management must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board of Management member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

69.Source of funds

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

70.Management of funds

1. The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
2. Subject to any restrictions imposed by a general meeting of the Association, the Board of Management may approve expenditure on behalf of the Association.
3. The Board of Management may authorise the Treasurer to approve expenditure on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring preapproval from the Board of Management for each item on which the funds are expended.
4. All cheques, drafts, bills of exchange, promissory notes and all electronic payments and other negotiable instruments must be signed by 2 Board of Management members.
5. All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
6. With the approval of the Board of Management may authorise the Treasurer to approve a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

71.Financial records

1. The Association must keep financial records that—
 - a. correctly record and explain its transactions, financial position and performance; and
 - b. enable financial statements to be prepared as required by the Act.
2. The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
3. The Treasurer must keep in 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 Board of Management.

72.Financial statements

1. For each financial year, the Board of Management must ensure that the requirements under the Act relating to the financial statements of the Association are met.
2. Without limiting subrule (1), those requirements include—
 - a. the preparation of the financial statements;
 - b. if required, the review or auditing of the financial statements;
 - c. the certification of the financial statements by the Board of Management;
 - d. the submission of the financial statements to the annual general meeting of the Association;

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

PART 7—GENERAL MATTERS

73.Common seal

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

74.Registered address

The registered address of the Association is—

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

75.Notice requirements

1. Any notice required to be given to a member or a Board of Management 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, electronic, digital or facsimile transmission.
2. Subrule (1) does not apply to notice given under rule 61.
3. Any notice required to be given to the Association or the Board of Management may be given—
 - a. by handing the notice to a member of the Board of Management; 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 Board of Management determines that it is appropriate in the circumstances—
 - i. by email to the email address of the Association or the Secretary; or
 - ii. by electronic or digital communication to the Secretary of the Association
 - iii. by facsimile transmission to the facsimile number of the Association.

76.Custody and inspection of books and records

1. Members may on request inspect free of charge—
 - a. the register of members;
 - b. the minutes of general meetings;

- c. subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board of Management meetings.
- 2. The Board of Management may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 3. The Board of Management 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 Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 5. For purposes of this rule— *relevant documents* means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
 - a. its membership records;
 - b. its financial statements;
 - c. its financial records;
 - d. records and documents relating to transactions, dealings, business or property of the Association.

77. Winding up and cancellation

- 1. The Association may be wound up voluntarily by special resolution.
- 2. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- 3. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- 4. The body to which the surplus assets are to be given must be decided by special resolution.
- 5. Notwithstanding rule 77 (1) above, if the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first) any surplus of the following assets shall be transferred to another organisation to which deductible gifts can be made.
 - a. Gifts of money or property for the principal purpose of the organisation
 - b. Contributions made in relation to an eligible fund raising event held for the principal purposes of the organisation
 - c. Money received by the organisation because of such gifts and contributions

78. Review of Accounts.

The Board of Management will each year appoint a suitably qualified independent person to review the accounts of the Association before they are submitted to the Members at the Annual General Meeting.

79. Alteration of Rules

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