



**New South Wales Rugby Referees Association Inc.**

Established 1892  
C/- NSW Rugby Locked Bag 1222 Paddington NSW 2021

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## **Rules of the New South Wales Rugby Referees Association**

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## **A. Preamble**

- 1) The name of the Associate is 'New South Wales Rugby Referees Association Inc.' ('the Association').
- 2) The Objects of the Association are:
  - (a) To foster the game of Rugby Union in Sydney and New South Wales through refereeing of Junior and Senior Rugby Union.
  - (b) To foster Rugby Union Refereeing of Junior and Senior Rugby Union and support Rugby Union Referees within Sydney and New South Wales.
  - (c) To support the objects of the NSW Rugby Union and co-operate with it.
  - (d) To disseminate the laws of Rugby Union, to abide by them and assist in educating those associated with the game of Rugby Union about them.
  - (e) To encourage participation in all levels and all forms of the game of Rugby Union.
  - (f) To provide support to other associations which have similar objects to the Association, including facilitating any member becoming a member of the Association, as determined by the Association, from time to time.

Each of the above objects is an independent object.
- 3) For the avoidance of doubt, this Preamble forms a part of these rules.



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## Part 1 - Preliminary

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### 1. Definitions

1) In these rules:

**Commissioner** means the Commissioner of the Office of Fair Trading

**general member** means a member of the Executive who is not an office-bearer of the Association, as referred to in rule 14(2)

**secretary** means:

- (a) the person holding office under these rules as secretary of the Association, or
- (b) if no such person holds that office - the public officer of the Association

**special general meeting** means a general meeting of the Association other than an annual general meeting

**the Act** means the *Associations Incorporation Act 2009*

**the Regulation** means the Associations Incorporation Regulation 2016.

2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## Part 2 - Membership

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### 2. Membership qualifications

A person is qualified to be a member of the Association if, but only if:

- (a) the person is a natural person and the person was:
  - (i) in the case of an unincorporated body that is registered as the association  
- a member of that unincorporated body immediately before the registration of the association, or

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- (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
  - (iii) in the case of a registrable corporation that is registered as an association  
- a member of the registrable corporation immediately before that entity was registered as an association.
- (b) the person is a natural person:
- (i) who has applied for membership of the Association as provided by rule 3, and
  - (ii) who has been approved for membership of the Association by the Executive of the Association.

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### **3. Application for membership**

- 1) An application by a person for membership of the Association:
  - (a) must be made to the Association in writing,
  - (b) must be accompanied by the prescribed fee (if any); and
  - (c) must be lodged with the secretary of the Association.
- 2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Executive which is to determine whether to approve or to reject the nomination.
- 3) The secretary must, if the Executive approved the application and on payment by the applicant of the amounts referred to in clause 1(b), enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

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### **4. Cessation of membership**

A person ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) fails to pay the sum payable under these rules as an annual membership fee within 28 days of that amount being due and the Executive of the Association for that reason resolve to cease that person's membership, or
- (d) is expelled from the Association.

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## **5. Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

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## **6. Resignation of membership**

- 1) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- 2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the Executive may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 3) If a member of the Association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

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## **7. Register of members**

- 1) The secretary of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- 2) The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

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## **8. Fees and subscriptions**

- 1) A member of the Association must, before admission to membership, pay to the Association a fee, as determined by the Executive and agreed by the members at the Annual General Meeting.
- 2) In addition to any amount payable by the member under clause (1), a member of the Association must pay to the Association an annual membership fee as determined by the Executive and agreed by the



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members at the Annual General Meeting before the date determined by the Executive and agreed by the members at the Annual General Meeting.

- 3) The Executive may provide certain categories of members as exempt from this rule.

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## **9. Members' liabilities**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 8.

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## **10. Resolution of internal disputes**

- 1) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- 2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

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## **11. Disciplining of members**

- 1) A complaint may be made to the Executive by any person that a member of the Association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 2) On receiving such a complaint, the Executive:
  - (a) must cause notice of the complaint to be served on the member concerned; and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Executive in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 3) The Executive may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions

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made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

- 4) If the Executive expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Executive for having taken that action and of the member's right of appeal under rule 12.
- 5) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 12(5), whichever is the latter.

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## **12. Right of appeal of disciplined member**

- 1) A member may appeal to the Association in general meeting against a resolution of the Executive under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 3) On receipt of a notice from a member under clause (1), the secretary must notify the Executive which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- 4) At a general meeting of the Association convened under clause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Executive and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 5) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.



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## Part 3 - The Executive

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### 13. Powers of the Executive

The Executive is to be called the Executive of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the Executive to be necessary or desirable for the proper management of the affairs of the Association.

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### 14. Constitution and membership

- 1) Subject in the case of the first members of the Executive to section 28 of the Act, the Executive is to consist of:
  - (a) the office-bearers of the Association, and
  - (b) Up to 2 general members, but a minimum of 1, who are to be elected at the annual general meeting of the Association under rule 15.
- 2) The office-bearers of the Association are to be:
  - (a) the president
  - (b) the treasurer, and
  - (c) the secretary.
- 3) Each member of the Executive is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- 4) In the event of a casual vacancy occurring in the membership of the Executive, the Executive may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- 5) There is no maximum number of consecutive terms for which a member of the Executive may hold office.

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## 15. Election of members

- 1) Nominations of candidates for election as office-bearers of the Association or as the general member of the Executive:
  - (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 2) If insufficient nominations are received to fill all vacancies on the Executive, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 3) If insufficient further nominations are received, any vacant positions remaining on the Executive are taken to be casual vacancies.
- 4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 6) The ballot for the election of office-bearers and ordinary members of the Executive is to be conducted at the annual general meeting in such usual and proper manner as the Executive may direct.

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## 16. Secretary

- 1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- 2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the Executive
  - (b) the names of members of the Executive present at an Executive meeting or a general meeting, and
  - (c) all proceedings at Executive meetings and general meetings.
- 3) Minutes of proceedings at a meeting must be signed by the



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chairperson of the meeting or by the chairperson of the next succeeding meeting.

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## **17. Treasurer**

It is the duty of the treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

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## **18. Casual vacancies**

For the purposes of these rules, a casual vacancy in the office of a member of the Executive occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the Association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Executive from all meetings of the Executive held during a period of 6 months.

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## **19. Removal of member**

- 1) The Association in general meeting may by resolution remove any member of the Executive from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 2) If a member of the Executive to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that

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the representations be read out at the meeting at which the resolution is considered.

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## **20. Meetings and quorum**

- 1) The Executive must meet at least three times in each period of 12 months at such place and time as the Executive may determine.
- 2) Additional meetings of the Executive may be convened by the president or by any member of the Executive.
- 3) Oral or written notice of a meeting of the Executive must be given by the secretary to each member of the Executive at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive) before the time appointed for the holding of the meeting.
- 4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Executive members present at the meeting unanimously agree to treat as urgent business.
- 5) Any three members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- 6) No business is to be transacted by the Executive unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 8) At a meeting of the Executive:
  - (a) the president or, in the president's absence, the secretary is to preside, or
  - (b) if the president and the secretary are absent or unwilling to act, such one of the remaining members of the Executive as may be chosen by the members present at the meeting is to preside.

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## **21. Delegation by Executive to sub-committee**

- 1) The Executive may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Executive thinks fit) the exercise of such of the functions of the Executive as are specified in the instrument,

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other than:

- (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Executive by the Act or by any other law.
- 2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
  - 3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as maybe specified in the instrument of delegation.
  - 4) Despite any delegation under this rule, the Executive may continue to exercise any function delegated.
  - 5) Any act or thing done or suffered by a sub-committee in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Executive.
  - 6) The Executive may, by instrument in writing, revoke wholly or in part any delegation under this rule.
  - 7) A sub-committee may meet and adjourn, as it thinks proper.

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## **22. Voting and decisions**

- 1) Questions arising at a meeting of the Executive or of any sub-committee appointed by the Executive are to be determined by a majority of the votes of members of the Executive or sub-committee present at the meeting.
- 2) Each member present at a meeting of the Executive or of any sub-committee appointed by the Executive (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3) Subject to rule 20(5), the Executive may act despite any vacancy on the Executive.
- 4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive or by a sub-committee appointed by the Executive, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive or sub-committee.

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## **Part 4 - General meeting**

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### **23. Annual general meetings - holding of**

- 1) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- 2) The Association must hold its first annual general meeting:
  - (a) within the period of 18 months after its incorporation under the Act, and
  - (b) within the period of 6 months after the expiration of the first financial year of the Association.

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### **24. Annual general meetings - calling of and business at**

- 1) The annual general meeting of the Association is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the Executive thinks fit.
- 2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the Executive reports on the activities of the Association during the last preceding financial year,
  - (c) to elect office-bearers of the Association and ordinary members of the Executive,
  - (d) to receive and consider the statement which is required to be submitted to members under section 48 of the Act.
- 3) An annual general meeting must be specified as such in the notice convening it.

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### **25. Special general meetings - calling of**

- 1) The Executive may, whenever it thinks fit, convene a special general meeting of the Association.
- 2) The Executive must, on the requisition in writing of at least 5 percent of the total number of members, convene a special

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general meeting of the Association.

- 3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4) If the Executive fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

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## **26. Notice**

- 1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- 3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2).
- 4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting

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given after receipt of the notice from the member.

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## **27. Procedure**

- 1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 2) Twenty-five members present in person or 15% of the total membership entitled to vote (whichever is the lesser number) constitute a quorum for the transaction of the business of a general meeting.
- 3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

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## **28. Presiding member**

- 1) The president or, in the president's absence, the secretary, is to preside as chairperson at each general meeting of the Association.
- 2) If the president and the secretary are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

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## **29. Adjournment**

- 1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.



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- 2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
  - 3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

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### **30. Making of decisions**

- 1) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least three members present in person at the meeting.
- 3) If a poll is demanded at a general meeting, the poll must be taken:
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the questions of an adjournment, or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

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### **31. Special resolution**

A resolution of the Association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person at a general meeting of which at least 21 days' written notice specifying of the intention to propose the resolution as a special resolution was given in accordance with these rules. Clause 32(5) below provides an exception to "in person" voting referred to in this clause, or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by



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the Commissioner.

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### **32. Voting**

- 1) On any question arising at a general meeting of the Association a member has one vote only.
- 2) All votes must be given personally.
- 3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 4) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- 5) The Association may not hold a postal or electronic ballot to determine any resolution unless as deemed appropriate in exceptional circumstances by the Executive.

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### **33. Appointment of proxies**

Members are not entitled to appoint proxies.

## **Part 5 - Miscellaneous**

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### **34. Insurance**

The Association may effect and maintain insurance.

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### **35. Funds - source**

- 1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Executive determines.
- 2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 3) The Association may, as soon as practicable after receiving any money, issue an appropriate receipt.

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### **36. Funds - management**

- 1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Executive

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determines.

- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Executive or employees of the Association, being members or employees authorised to do so by the Executive.

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### **37. Alteration of objects and rules**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

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### **38. Custody of books**

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

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### **39. Inspection of books**

The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

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### **40. Service of notices**

- 1) For the purpose of these rules, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

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## **41. Distribution of property on winding up of Association**

- 1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation or organisations with similar objects and which is not carried on for the profit or gain of its individual members.
- 2) In this clause, a reference to the surplus property of the Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.