

RULES OF THE VICTORIAN HANG GLIDING AND PARAGLIDING ASSOCIATION

1. *Name*

The name of the incorporated association is the Victorian Hang Gliding and Paragliding Association (in these Rules called "the Association").

2. *Definitions*

(1) In these Rules, unless the contrary intention appears-

club means a group of HGFA members incorporated as an association within the State of Victoria and designated as an affiliate member of the HGFA

committee means the committee of management of the Association;

financial year means the year ending on 30 June;

general meeting means a general meeting of members convened in accordance with rule 12;

HGFA means the Hang Gliding Federation of Australia, a sporting body that administers Paragliding, Weightshift Microlights and Hang Gliding under the regulations laid down by the Civil Aviation Safety Authority (CASA) of Australia.

member means a member of the Association;

ordinary member of the committee means a member of the committee who is not an officer of the Association under rule 21;

Regulations means regulations under the Act;

relevant documents has the same meaning as in the Act;

the Act means the **Associations Incorporation Act 1981**.

(2) In these Rules, a reference to the Secretary of an Association is a reference--

(a) if a person holds office under these Rules as Secretary of the Association--to that person; and

(b) in any other case, to the public officer of the Association.

3. *Alteration of the rules*

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4. *Membership*

(1) Any person who is a member of the HGFA in accordance with the HGFA constitution and who is registered with the HGFA as being resident within the State of Victoria is eligible to be and act as a member of the Association.

(2) No fees are payable directly by members to the Association.

5. *Register of members*

(1) In accordance with the HGFA constitution, the HGFA maintains a register of HGFA members' names, addresses and date of becoming a member and this HGFA register is available for inspection free of charge by any HGFA member.

6. *Ceasing membership*

(1) Any member who ceases to be a member of the HGFA, as per the constitution of the HGFA, is no longer a member of the Association.

7. *Discipline, suspension and expulsion of members*

(1) Members are subject to the provisions in the HGFA constitution for disciplining of HGFA members

8. *Disputes and mediation*

(1) The grievance procedure set out in this rule applies to disputes under these Rules between-

(a) a member and another member; or

(b) a member and the Association.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

- (4) The mediator must be-
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must--
- (a) give the parties to the mediation process 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 to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9. Annual general meetings

- (1) The committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The committee must convene the annual general meeting within five (5) months of the previous end of financial year.
- (3) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (4) The ordinary business of the annual general meeting shall be-
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and

(b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and

(c) to elect officers of the Association and the ordinary members of the committee; and

(d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

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

10. *Special general meetings*

(1) In addition to the annual general meeting, any other general meetings may be held in the same year.

(2) All general meetings other than the annual general meeting are special general meetings.

(3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.

(4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.

(5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.

(6) The request for a special general meeting must--

(a) state the objects of the meeting; and

(b) be signed by the members requesting the meeting; and

(c) be sent to the address of the Secretary.

(7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

(8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

11. *Special business*

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

12. *Notice of general meetings*

(1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Notice may be sent--

(a) by prepaid post to the address appearing in the register of members; or

(b) if the member requests, by facsimile transmission or electronic transmission.

(3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

13. *Quorum at general meetings*

(1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

(2) Fifteen (15) members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct 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-

(i) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and

(ii) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or 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 the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 5) shall be a quorum.

14. *Presiding at general meetings*

- (1) The President, or in the President's absence, the Secretary, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Secretary are absent from a general meeting, or are unable to preside, the members present must select one of their numbers to preside as Chairperson.

15. *Adjournment of meetings*

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12. (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. *Voting at general meetings*

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless they are a member of the HGFA and are registered with the HGFA as being resident within the State of Victoria..

17. *Poll at general meetings*

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18. *Manner of determining whether resolution carried*

If a question arising at a general meeting of the Association is determined on a show of hands-

(a) a declaration by the Chairperson that a resolution has been-

(i) carried; or

(ii) carried unanimously; or

(iii) carried by a particular majority; or

(iv) lost; and

(b) 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.

19. Proxies

(1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy must be in the form set out in Appendix 1.

20. Committee of Management

(1) The affairs of the Association shall be managed by the committee of management.

(2) The committee--

(a) shall control and manage the business and affairs of the Association; and

(b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and

(c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

(3) Subject to section 23 of the Rules, the committee shall consist of--

(a) the officers of the Association;

(b) a minimum of two (2) ordinary members or a maximum of four (4) ordinary members;

(c) one (1) delegate from each club; and

(d) one (1) person who will represent the Association on the HGFA committee.

each of whom, except for the club delegates and the Association representative on the HGFA committee, shall be elected at the annual general meeting of the Association in each year.

Club delegates may be whomever each club deems to represent their interests on the committee.

A club delegate may be a different person at each meeting of the committee.

The Association representative on the HGFA committee shall be appointed by the Association committee.

A club delegate and the Association representative on the HGFA committee must be a member of the Association.

21. *Office holders*

(1) The officers of the Association shall be--

(a) a President;

(b) a Secretary;

(c) a Treasurer;

(d) a Safety Officer; and

(e) a Site Development Officer

(2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).

(3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

(4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

22. *Ordinary members of the committee*

(1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.

(2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

23. Election of officers and ordinary committee members

(1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee can either be made in writing to the committee at any time prior to the annual general meeting or can be received during the annual general meeting. A candidate must either provide written consent of their nomination if not personally present at the annual general meeting, or must clearly confirm their consent during the annual general meeting.

(2) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(3) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

(4) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

24. Vacancies

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member--

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

(b) becomes an insolvent under administration within the meaning of the Corporations Law; or

(c) resigns from office by notice in writing given to the Secretary.

25. Meetings of the committee

(1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.

(2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

26. Notice of committee meetings

- (1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

27. Quorum for committee meetings

- (1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present--
 - (i) in the case of a special meeting--the meeting lapses;
 - (ii) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following month.
- (4) The committee may act notwithstanding any vacancy on the committee.

28. Presiding at committee meetings

At meetings of the committee-

- (a) the President or, in the President's absence, the Secretary presides; or
- (b) if the President and the Secretary are absent, or are unable to preside, the members present must choose one of their numbers to preside.

29. Voting at committee meetings

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each committee member present in person or via telephone conference call at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) A club delegate who is also an office bearer or an ordinary committee member can cast only one vote, unless they are the person presiding and required to exercise a second or casting vote.

30. *Removal of committee member*

- (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) 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.
- (3) 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.

31. *Minutes of meetings*

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

32. *Funds*

- (1) The Treasurer of the Association must-
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the Association shall be derived from HGFA state levies, donations and such other sources as the committee determines.

33. *Seal*

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

34. *Notice to members*

Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by-

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) electronic notification, if the member has a valid email address shown in the register of members.

35. *Winding up*

In the event of the winding up or the cancellation of the incorporation of the Association, the Association may pass a resolution under special business to vest the assets of the Association to an incorporated association that replaces the function of, and has the same purpose as, the Association.

36. *Custody and inspection of books and records*

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I,
(name)

of
(address, city/town, state, post code)

being a member of the HGFA and residing in Victoria

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of the HGFA and residing in Victoria as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on

.....
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

.....
Signed
Date

* Delete if not applicable