

# VILLAGE ROCKERS INC.

# CONSTITUTION

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## 1 Interpretation

- 1) In these rules:
  - a) **Act** means the *Clubs Incorporation Act 1981*.
  - b) **Annual General Meeting** means the annual general meeting of Village Rockers Inc
  - c) **Club** means Village Rockers Inc
  - d) **Committee** means the management committee of Village Rockers Inc
  - e) **General Committee Member** means a member elected to the committee at the AGM, OR a members appointed to the committee by the committee
  - f) **Grievance** is a complaint or a strong feeling that you have been treated unfairly.
  - g) **Member** means a financial member of Village Rockers Inc
  - h) **Membership Fees** means the fees payable by the member to become or continue to be a member of Village Rockers Inc
  - i) **Present** means members or guests in attendance at:
    - (a) a management committee meeting, see rule 23; or
    - (b) a general meeting, see rule 31 and 38.
  - j) **President** means the member elected at a general meeting as president of the Village Rockers Inc
  - k) **Secretary** means the secretary, elected or filling a casual vacancy, of Village Rockers Inc
  - l) **Signing** means either by written or electronic means
  - m) **Treasurer** means the treasurer, elected or filling a casual vacancy, of Village Rockers Inc
  - n) **Written** means either by letter or electronic means.
- 2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 2 Name

The name of the incorporated club is **Village Rockers Inc. (the club)**

## 3 Objectives

The objectives of the club are-

- 1) Encourage and promote rock and roll dancing in the community.
- 2) Provide the means for regular social dancing and other social activities for Village Rockers members and its friends.
- 3) To be a recognised rock and roll club that provides benefits for its members and gives back to the community by supporting events and selected charities.
- 4) Provide a friendly and safe environment for its members to learn and enjoy rock and roll, and related styles of dancing
- 5) To ensure the longevity of the club through promotion; encouragement and welcoming of new members.

#### **4 Powers**

- 1) The club has the powers of an individual.
- 2) The club may, for example-
  - a) enter into contracts; and
  - b) acquire, hold, deal with and dispose of property; and
  - c) make charges for services and facilities it supplies; and
  - d) do all things necessary or convenient to be done, in carrying out the objectives of the club.

#### **5 Profit and Asset Distribution**

- 1) Village Rockers Inc must not distribute any profits or assets to members, other than:
  - a) Payment of remuneration for the supply of goods or services to the club
  - b) Reimbursement of expenses paid by members in the normal workings of the club or with the authority of the committee
- 2) Profits of the club are to be used for meeting the objectives of the club.
- 3) If the club is wound up, see rule 48 for the handling of any remain assets after satisfaction of all debts and liabilities.

#### **6 Classes of members**

- 1) The membership of the club consists of Interim membership, Full membership, and Youth membership
  - a) The number of all membership types is unlimited
  - b) All membership types must be financial
  - c) All membership types must support the objectives of the club
  - d) All members must agree to abide by the Code of Conduct (See By Law I)
- 2) The committee may:
  - a) Establish one or more new classes of membership and determine the privileges attached to those classes
  - b) Change the existing classes of membership and the privileges attached to those classes. This may include abolishing a class of membership

##### **6a Eligibility criteria and privileges of each class of member**

###### **1) Interim Members**

Interim Members are those members that have not attained three (3) consecutive months of membership.

- a) Are ineligible to vote or be elected to the management committee
- b) Can have membership terminated by the management committee (rule11)
- c) Whilst under review process for termination (rule 11(4)) the individual's membership will remain 'Interim'
- d) Should the membership be terminated whilst being an interim member then any membership fees will be refunded in full.

## **2) Full Membership**

- a) Must be over 18 years of age
- b) Must support the objectives of the club
- c) Must have completed their interim membership (*Rule 7 (3)*)
- d) Are eligible to vote and to be elected to the management committee.

## **3) Youth Membership**

- a) Under 18 years of age
- a) Under 16 years of age must be accompanied by a parent/guardian
- b) Are ineligible to vote or to be elected to the management committee

## **7 New Membership**

- 1) Interim membership is granted for 3 months immediately upon
  - a) Completion of membership form provided by the management committee
  - b) Code of Conduct accepted by the applicant
  - c) membership fees are paid
    - pro rata fees will apply to bring membership in line with the annual date of renewal
- 2) At the time of joining, the new member must be advised if the club has public liability insurance and if so, how much. This is noted on the membership form.
- 3) Interim membership will automatically convert to Full Membership or Youth Membership (whichever applicable) after the 3-month interim membership unless under the review process for termination. (See rule 11(4))

## **8 Continuing Membership**

- 1) Membership for all members must be renewed annually on a date set by the committee (See By Law III)
- 2) It is a requirement of all members wishing to continue their membership to
  - a) Pay the membership fees in full
  - b) Complete a new membership form
  - c) Sign the Code of Conduct

## **9 Returning of Past Member**

- 1) No automatic interim membership is available for applicants who were previous members of the club.
- 2) Application for membership must be in writing (Current membership form) and membership fee paid.
- 3) Application must be signed by the returning member and the Code of Conduct accepted.
- 4) Returning members can be accepted or rejected by the committee.
- 5) The committee has the discretion to decide what level of membership to grant
  - a) Interim membership OR
  - b) Full membership.

- 6) The secretary of the club must, as soon as practicable, advise the applicant, in writing, of the result of their application.
- 7) If the application is rejected then the membership fee paid is to be refunded in full.

## **10 Membership fees and other charges**

- 1) The membership fee for each full membership and for each other class of membership (if any) is:
  - a) Membership fees are for a twelve-month term
  - b) the amount decided from time to time by the committee; and
  - c) payable when, and in the way, the management committee decides.
  - d) Pro-rata amounts for the initial membership fee MAY be applicable
    - Entry fees to club nights, lessons, and dance events
  - e) The amount decided from time to time by the committee

## **11 When Membership Ends**

- 1) A member may resign from the club by giving a written notice of resignation to the secretary.
- 2) The resignation takes effect at:
  - a) the time the notice is received by the secretary; or
  - b) if a later time is stated in the notice - the later time.
- 3) The management committee may terminate a member's membership if the member:
  - a) is convicted of an indictable offence; or
  - b) does not comply with any of the provisions of these rules; or
  - c) has membership fees in arrears for at least 2 months; or
  - d) conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the club.
- 4) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

## **12 Appeal against rejection or termination of membership**

- 1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.
- 2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- 3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a special meeting to decide the appeal.
- 4) Grounds for appeal must be based on new information

### **13 Register of Members**

- 1) The management committee must keep a register of members of the club.
- 2) The register must include the following particulars for each member -
  - a) the full name of the member;
  - b) the postal or residential address of the member;
  - c) the date of admission as a member;
  - d) the date of death or time of resignation of the member;
  - e) details about the termination or reinstatement of membership;
  - f) any other particulars the management committee or the members at a general meeting decide.
- 3) The register must be open for inspection by members of the club at all reasonable times giving due respect to confidentiality of personal information.
- 4) A member must contact the secretary to arrange an inspection of the register.
- 5) However, the management committee will, on the application of a member of the club to view the register, withhold information about the member (other than the members full name) from the register prior to being made available for inspection.

### **14 Prohibition on use of information on register of members**

- 1) A member of the club must not-
  - a) use information obtained from the register of members of the club to contact, or send material to, another member of the club for the purpose of advertising for political, religious, charitable, or commercial purposes; or
  - b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the club for the purpose of advertising for political, religious, charitable, or commercial purposes.
- 2) Sub rule (1) does not apply if the use or disclosure of the information is approved by the committee.

### **15 Committee**

- 1) The Committee shall consist of a President, Secretary, Treasurer, and any other roles deemed beneficial for the management of the club.
- 2) A member of the committee must be a full member of the club and must be an individual residing in Queensland, or in another State but not more than 65KM from the Queensland border
- 3) Each member must retire from the committee every year, but are eligible, on nomination, for re-election
- 4) Any member of the committee may resign at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

## 16 Electing the Committee

- 1) An officer of the management committee may only be elected as follows
  - a) Election of officers shall be carried out at the Annual General Meeting or any other general meeting should special circumstances arise necessitating such action
  - b) Members shall hold office from the date of their election until the Annual General Meeting on the second year following or such prior date should the position be vacated voluntarily or otherwise.
- 2) A member of the management committee may only be elected as follows-
  - a) any 2 Full Members (rule 6 A(2)) of the club may nominate another member (the candidate) to serve as a member of the management committee; See sub rule 17 (3)
  - b) the nomination must be:
    - (i) in writing; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
  - c) each full member of the club (rule 6A(2)) present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
- 3) If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting. A person may be a candidate only if the person-
  - a) is a Full Member
    - (i) have been a member for a minimum of 6 months (including interim period)
    - (ii) is financial, and
    - (iii) is not ineligible to be elected as a member under section 61A of the Act
- 4) All officers retiring from the management committee shall be eligible to stand for re-election to the same or other positions in successive years
- 5) A list of positions becoming vacant is to be distributed with the notice of the AGM.
- 6) A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be provided to members in writing (by email) 7 days immediately preceding the annual general meeting.
- 7) If required by the committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 8) The committee must ensure that, before a candidate is elected as a member of the committee, the candidate is advised-
  - a) whether or not the club has public liability insurance; and
  - b) if the club has public liability insurance - the amount of the insurance.
- 9) All candidates must be given the opportunity to address the meeting prior to the voting taking place.

## **17 Resignation, removal or vacation of office of committee member**

- 1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 2) The resignation takes effect at-
  - a) the time the notice is received by the secretary; or
  - b) if a later time is stated in the notice - the later time.
- 3) A member may be removed from office at a general meeting of the club if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 5) A member has no right of appeal against the members removal from office under this rule.
- 6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.
- 7) A member removed from office of the committee remains a member of the club, but may have membership terminated according to rule 11.
- 8) Upon resignation, the committee member is required to return any club assets in their possession and ideally to offer a 'hand over' of the matters they were attending to.

## **18 Vacancies on management committee**

- 1) The Committee shall have power at any time to appoint any Member of the club to fill any casual vacancy on the Committee until the next Annual General Meeting.
  - a) A casual vacancy may exist if a committee member resigns, dies, or otherwise stops holding office,
  - b) A casual vacancy may only be temporary while the current member is absent
- 2) All committee members have the right to vote
- 3) Even with vacancies, the continuing members of the management committee may continue to act.
- 4) However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the management committee, the continuing members may act only to-
  - a) increase the number of management committee members to the number required for a quorum; or
  - b) call a general meeting of the club.
- 5) If an interim officer has not been appointed for the positions of president, secretary and treasurer by the management committee, the members of the club must ensure that these positions are filled within 1 month of the annual general meeting.

## **19 Removal of Appointed Committee Members**

- 1) The Committee may at any time remove a person that has been appointed (not elected) to fill a vacancy on the committee
- 2) If the Committee removes a member appointed to a casual vacancy, but the member was an elected member of the committee, then the member remains a member of the Committee

## 20 Functions of management committee

- 1) It is the responsibility of all committee members to familiarise and adhere to these rules.
- 2) Subject to these rules or a resolution of the members of the club carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property, and funds of the club.
  - a) For individual role descriptions see Appendix II
- 3) The management committee has authority to interpret the meaning of these rules and any matter relating to the club on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

**Note** - *The Act prevails if the club's rules are inconsistent with the Act—see section 1B of the Act.*
- 4) The management committee may exercise the powers of the club—
  - a) to borrow, raise or secure the payment of amounts in a way the members of the club decide; and
  - b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee, or other engagement incurred or to be entered into by the club in any way.

## 21 Types of Meetings

- (1) Committee meetings comprise of ALL the following subtypes
  - a. Management meetings intended for committee members only BUT may be held open for other members to attend
    - (i) Held on regular intervals
    - (ii) Only elected committee members can vote
  - b. Special Committee meetings
    - (i) held outside normal times to address an urgent or sensitive matter
    - (ii) only committee members to attend, unless iii applies
    - (iii) a specialist 3<sup>rd</sup> party may be invited to provide expert knowledge
- (2) General Meetings comprise of ALL the following subtypes
  - a. Annual General Meeting
    - (i) held annually within 6 months of the end of the club's financial year
    - (ii) all eligible members can vote
  - b. General Meetings
    - (i) Called by committee
      - As needed to seek member input for important decisions
      - All eligible members present can vote – *see rule 6A(2)*

## **22 Meetings of management committee**

- 1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 2) The management committee must meet at least once every 2 months to exercise its functions.
- 3) Notice of a meeting is to be given in the way decided by the management committee.
- 4) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 5) A committee member who participates in the meeting as mentioned in sub rule (4) is taken to be present at the meeting.
- 6) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 7) A member of the management committee must not vote on a question about a contract or proposed contract with the club if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 8) Club members, other than committee members, may be invited to attend meetings, but are ineligible to vote.
- 9) The president is to preside as chairperson at a management committee meeting.
- 10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

## **23 Quorum for, and adjournment of, committee meetings**

- 1) At a management committee meeting, at least 50% +1 of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee-
  - a) the meeting is to be adjourned for at least 1 day; and
  - b) the members of the management committee who are present are to decide the day, time, and place of the adjourned meeting.
- 4) If, at an adjourned meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **24 Special meeting of management committee**

- 1) If the secretary receives a written request signed by at least 2 members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 3) A request for a special meeting must state-

- a) why the special meeting is called; and
- b) to be conducted at the meeting.
- 4) A notice of a special meeting must state-
  - a) the day, time, and place of the meeting; and
  - b) the business to be conducted at the meeting.
- 5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

## **25 Minutes of management committee meetings**

- 1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each management committee meeting are entered in a minute book.
- 2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.
- 3) Minutes of normal committee meetings, excluding items of a sensitive nature, are to be forwarded to all members of the club. These minutes may be a precis of the major components of the meeting.
- 4) Minutes of Special Committee meetings are most likely to be of a sensitive matter and need not be distributed to other members.
  - a) The committee must vote on the distribution of these minutes.

## **26 Appointment of subcommittees**

- 1) The management committee may appoint a subcommittee consisting of members of the club considered appropriate by the committee to help with the conduct of the club's operations.
- 2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 3) A subcommittee may elect a chairperson for its meetings.
- 4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 5) A subcommittee may meet and adjourn as it considers appropriate.
- 6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **27 Acts not affected by defects or disqualifications**

- 1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- 2) Sub rule (1) applies even if the act was performed when—
  - a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
  - b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

## **28 Resolutions of management committee without meeting**

- 1) A written resolution agreed upon by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
  - a) the written resolution may be by email and MUST be forwarded to all committee members at the same time
  - b) agreement by committee members may be by return email to ALL committee members
  - c) the agreed resolution must be ratified at the next committee meeting
- 2) A resolution mentioned in sub rule (1) may consist of several documents in like form, each agreed upon by 1 or more members of the committee.

## **29 Support Roles and Personnel**

The committee may ask a club member to perform a support role at any time

- 1) A support role may be temporary or ongoing
- 2) A member accepting this role must be given adequate instruction
- 3) A member may relinquish this support role at any time
- 4) The undertaking of a support role does NOT entitle that member to participate in committee meetings

## **30 Annual general meetings**

- 1) An annual General Meeting of Village Rockers Inc will be held each year as required by the Act
- 2) The Committee will call the Annual General Meeting
- 3) Will be held within 6 months after the end date of the club's financial year

### **30a Management committee members to be elected at annual general meeting**

The association must elect the members of the management committee at each annual general meeting of the association.

## **31 Other business for Annual General Meeting**

- 1) This rule applies as long as the association is a small incorporated association to which sections 59A and 59AB of the Act apply.
- 2) The following business must be conducted at each annual general meeting of the association-
  - a) receiving the association's financial statement, and verification statement, for the last reportable financial year;
  - b) presenting the financial statement and verification statement to the meeting for adoption.

### **32 Notice of general meeting**

- 1) The secretary may call a general meeting of the club.
- 2) The secretary must give at least 14 days notice of the meeting to each member of the club.
- 3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 4) The management committee may decide the way in which the notice must be given.
- 5) Notice of a General Meeting must be given in writing
- 6) A notice of a general meeting must state the business to be conducted at the meeting.

### **33 Quorum for, and adjournment of, general meeting**

- 1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the club's last general meeting plus 1.
- 2) However, if all members of the club are members of the management committee, the quorum is the total number of members less 1.
- 3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the club, the meeting lapses.
- 5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the club-
  - a) the meeting is to be adjourned for at least 7 days; and
  - b) the management committee is to decide the day, time, and place of the adjourned meeting.
- 6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 7) If a meeting is adjourned under sub rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **34 Procedure at general meeting**

- 1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 2) A member who participates in a meeting as mentioned in sub rule (1) is taken to be present at the meeting.
- 3) At each general meeting-
  - a) the president is to preside as chairperson; and

- b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice president will act as chairperson.
- c) if there is no vice president or if the vice president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting;
- d) If deemed necessary, a non-member may act as chairperson if agreed to by the majority of members present.
- e) the chairperson must conduct the meeting in a proper and orderly way.

### **35 Voting at general meeting**

- 1) At a general meeting, each question, matter, or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- 2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 3) A member may vote in person, or by absentee vote.
- 4) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 5) The method of voting is to be decided by the management committee.
- 6) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 7) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 8) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **36 Special Resolution**

- 1) is only for exceptional circumstances such as
  - a) changing the club's name
  - b) changing the constitution- before the meeting, all members must be given notice of the special resolution
- 2) At least 75% of voters present must vote in favour for the resolution to pass
- 3) Absentee Votes

**37 Absentee Voting**

- 1) Only Absentee voting is permissible. No proxies are allowed.
- 2) An absentee vote can only be submitted by full and financial club members.
- 3) Each absentee vote (in writing) must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
  - a) This may be by:
    - I. Email
    - II. Post
    - III. Delivered in a sealed envelope by another member attending the meeting
- 4) An Absentee Vote must be in writing and be one of the following, or similar forms:

<b>Village Rockers Inc.</b>
<b>Committee Position</b>
<b>Absentee Vote</b>
I, of Being a member of the club, submit the following vote in my absence at the (meeting type) on to be held on the            day of            .
Name:
Position:
Signed this            day of            20            .
Signature:
Name:
Date:

**Village Rockers Inc  
Resolution  
Absentee Vote**

I,

of

Being a member of the club, submit the following vote in my absence at the Annual  
General Meeting to be held on the                      day of                      .

And at any adjournment of the meeting.

Name:

Position:

Signed this

day of

20

Signature

Name:

Date:

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the  
following resolutions—

[*List relevant resolutions*]

### **38 Minutes of general meetings**

- 1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each general meeting are entered in a minute book.
- 2) To ensure the accuracy of the minutes-
  - a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
- 3) Distribution of minutes
  - a) May be distributed to all members of the club, if it is deemed beneficial by a consensus of those present
  - b) May be distributed to those who were in attendance at the meeting
- 4) If asked by a member of the club, the secretary must, within 28 days after the request is made-
  - a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - b) give the member copies of the minutes of the meeting.
- 5) The club may require the member to pay the reasonable costs of providing copies of the minutes.

### **39 Grievance procedure**

- 1) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act.
- 2) To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated as the rules provide for an appeal process against the termination.
- 3) A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute to:
  - a) the other party; and
  - b) if the other party is not the management committee—the management committee.
- 4) If two or more members initiate a grievance procedure in relation to the same subject matter, the management committee may deal with the disputes in a single process and the members must choose 1 of the members (also the aggrieved party) to represent the members in the grievance procedure.
- 5) The committee is to appoint one or two members to manage the grievance process, while reporting to the committee as a whole, and to use the procedure outlined in the bylaws. *(By Law XIII)*
- 6) In the case of a committee member being one of the parties, then this member is to be excluded from any discussions. All parties are to be treated equally.
- 7) Subject to rule 41A, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- 8) If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation.
- 9) Subject to rule 41A, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (8), the management committee must refer the dispute within 14 days after the request.

- 10) If the aggrieved party does not ask the association's secretary to refer the dispute to mediation under subrule (8), the grievance procedure in relation to the dispute ends.
- 11) If the other party refuses to participate in mediation, then disciplinary action (15) may be warranted.

### **39a Grievance procedure not continued in particular circumstances**

- 1) This rule applies if:
  - a) a member initiates a grievance procedure in relation to a dispute and the club or club's management committee is the other party to the dispute; or
  - b) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 14(8).
- 2) The management committee does not have to act under rule 41(7) or (9) if:
  - a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the management committee grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
  - b) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or
  - c) the dispute could reasonably be considered frivolous, vexatious, misconceived or lacking in substance, or relates to a matter that has already been the subject of the grievance procedure.
  - d) All grievances are deemed strictly confidential and not to be disclosed publicly under any circumstances

### **39b Appointment of mediator**

- 1) If a dispute under rule 41 is referred to mediation:
  - a) the parties to the dispute must choose a mediator to conduct the mediation; or
  - b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be -
    - i. for a dispute between a member and another member - a person appointed by the management committee; or
    - ii. for a dispute between a member and the management committee or the association - an accredited mediator or a mediator appointed by the director of a dispute resolution centre.
- 2) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
- 3) If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **39c Conduct of mediation**

- 1) If a mediator is appointed under rule 41B, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- 2) Subrule (1) does not apply if the mediator is a mediator appointed by the director of a dispute resolution centre.
- 3) The mediator:
  - a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
  - b) must comply with natural justice; and
  - c) must not act as an adjudicator or arbitrator; and
  - d) during the mediation—may see the parties with or without their representatives, together or separately.
- 4) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the period mentioned in subrule (1).
- 5) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- 6) If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **39d Representation for grievance procedure**

- 1) A party to a dispute may appoint any qualified person to act on behalf of the party in the grievance procedure.
- 2) For subrule (1), a person is qualified to act on behalf of a party if the person—
  - a) has sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
  - b) is authorised to negotiate an agreement for the party.
- 3) If a party appoints a person under subrule (1) to act on the party's behalf, the party must give written notice of the appointment to each of the following entities—
  - a) the other party to the dispute;
  - b) the management committee;
  - c) if a mediator has been appointed before the party appoints the person - the mediator.

### **39e Electronic communication for grievance procedure**

Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agree.

#### **40 Disciplinary Procedures**

- 1) This process may occur in conjunction with the grievance procedure, or as a separate matter.
- 2) Disciplinary action may be taken by the committee when a member has breached the rules or engaged in other improper behaviour (such as harassing other members or acting in a way that harms the club), referred to as the 'matter'
- 3) Disciplinary action should ONLY occur if the matter has been validated.
- 4) Disciplinary action can include sanction, suspension, or cancellation of membership
- 5) The severity of disciplinary actions is up to the discretion of the management committee but should
  - a) Take into account the effect of the matter in (2) on the other party/s or the club
  - b) Have an aim to facilitate resolution of the matter.
- 6) Notice of the disciplinary action is to be provided in writing to all parties concerned.
- 7) All information relating to a disciplinary procedure MUST be kept confidential by all parties concerned
  - a) Failure to do this will constitute a breach of the Code of Conduct
- 8) Parties have the right of appeal to any disciplinary action taken in same method as 12
  - a) This will nullify the quality of confidentiality in 42 (7)

#### **41 By-laws**

- 1) By laws can only be created, amended, or repealed by a vote of members at a general meeting.
- 2) A by-law may be set aside for a specific matter by a vote of members at a general meeting of the club. Once the matter is completed then the bylaw is reinstated.

#### **42 Alteration of rules**

- 1) Subject to the Act, these rules may be amended, repealed, or added to by a special resolution carried at a general meeting.
- 2) However, an amendment, repeal or addition is valid only if it is registered by the chief executive.

#### **43 Common Seal**

- 1) The management committee must ensure the club has a common seal.
- 2) The common seal must be-
  - a) kept securely by the management committee; and
  - b) used only under the authority of the management committee.
- 3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by-
  - a) the secretary; or
  - b) another member of the management committee; or
  - c) someone authorised by the management committee.

#### **44 Funds and accounts**

- 1) The funds of the club must be kept in an account/s in the name of the club in a financial institution decided by the management committee.
  - a) additional bank accounts held by the club *see By Law VIII*, can only be altered at a General Meeting.
- 2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the club.
- 3) All amounts must be deposited in the financial institution account as soon as practicable after receipt unless held for petty cash or float purposes
  - a) cash funds held for petty cash or float purposes must be verified by 2 signatories
- 4) All payments made by the club must have supporting documentation of an invoice or receipt
- 5) Payments are to be made by means deemed appropriate by the technology of the time
- 6) Any payment requiring authorisation must be by 2 signatories
  - a) the president;
  - b) the secretary;
  - c) the treasurer;
  - d) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- 7) However, 1 of the persons authorising the payment must be the president, the secretary, or the treasurer.
- 8) Petty cash and or float funds may be maintained as per *By Law VII*
- 9) Receipting of monies - *see By Law V*
- 10) Paying of expenses - *see By Law VI*
- 11) The management committee will abide by an expenditure cap for single items (other than specified exemptions) The expenditure cap, and exemption, if any, are to be passed at a general meeting. - *see By Law IX*

#### **45 General financial, reporting and other obligations**

The management committee must ensure that the club meets the obligations as outlined in *By Law X*.

#### **46 Documents**

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the club.

#### **47 Financial year**

The end date of the club's financial year is 31<sup>st</sup> December in each year.

**48 Distribution of surplus assets to another entity**

- 1) This rule applies if the club -
  - a) is wound-up under part 10 of the Act; and
  - b) has surplus assets.
- 2) The surplus assets must not be distributed among the members of the club.
- 3) The surplus assets must be given to another entity -
  - a) having objectives similar to the club's objectives; and
  - b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- 4) In this rule - **surplus assets** see section 92(3) of the Act.

DRAFT