

Holt Challenge Incorporated (National)
Rules of the Association

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1. Name

- 1.1. The name of the incorporated association is the Holt Challenge Incorporated and consists of a National Committee and nine Branch Committees (Australian Capital Territory, New South Wales, Northern Territory, North Queensland, South Queensland, South Australia, Tasmania, Victoria and Western Australia).

2. Purpose

- 2.1. The purpose of the Association is to:

- a) Conduct a tournament annually (except where exceptional circumstances are applicable such as a Pandemic, Natural Disaster, Government regulations do not permit or circumstances beyond our control) to determine the best Branch representative team of bowlers with averages not exceeding 184 in the Men's Division and 174 in the Women's Division in a handicapped competition; and averages not exceeding 199 for Men and 189 for Ladies in a Classic competition.
- b) To foster, develop and advance a spirit of good sportsmanship and fellowship, to promote and maintain a good relationship amongst the representative teams and to provide an opportunity for a combination of graded and handicapped competition for all abilities and those bowlers who have attained the age of 18 years on, or prior to, the first day of the tournament in that year.

3. Definitions

- 3.1. In these Rules, unless the contrary intention appears:

Act means the Associations Incorporation Reform Act 2012 (VIC).

Annual General Meeting means the meeting of the association to be conducted during the National

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Carnival each year.

Association means the Committee as a whole including all financial members.

Branch Delegate means the elected representative from each Branch Committee as defined in Rule 26.3 b).

Committee of Management means the “Executive Committee and Branch delegates as defined in Rule 26.3.

Committee means the committee of management as defined in Rule 26 of the Association.

Executive Committee as defined in Rule 27 of the Association.

Financial year means the year ending on 30 June.

Executive Committee Meeting means a meeting of the Executive Committee convened in accordance with rule 36.

Member means a member of the Association.

Ordinary member of the committee means a member of the committee under Rule 27.

Special Committee Meeting means a meeting of the Committee of Management convened in accordance with these Rules.

3.2. In these Rules, a reference to the Secretary of the Association is a reference:

- a) If a person holds office under these Rules as Secretary of the Association

4. Powers of Association

- 4.1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 4.2. Without limiting rule 4.1, the Association may—
 - a) acquire, hold and dispose of real or personal property; or
 - b) open and operate accounts with financial institutions; or
- 4.3. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

5. Not for profit organisation

- 5.1. The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 5.2. Subrule 5.1 does not prevent the Association from paying a member—
 - a) reimbursement for expenses properly incurred by the member; or
 - b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

6. Alteration of the Rules

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

7. Membership and Subscription

- 7.1. Any person who applies for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual membership fee payable under these Rules.
- 7.2. Any application for membership shall not be rejected unless there are justifiable reasons for doing so and these reasons shall not be capricious.
- 7.3. The annual membership fee shall be set at the Association’s Annual General Meeting.
- 7.4. The annual membership subscription to be payable within two weeks of the Branch roll-off or upon application of coaches, managers or invited bowlers, if applying after the above period has elapsed.
- 7.5. Life Membership of Holt Challenge Incorporated is awarded to a member at an Annual General Meeting in line with the Conditions, obligations and privileges of life membership as prescribed in the Life Membership Policy.

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8. General rights of Members

- 8.1. A member of the Association who is entitled to vote has the right—
- a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - b) to submit items of business for consideration at a general meeting; and
 - c) to attend and be heard at general meetings; and
 - d) to vote at a general meeting; and
 - e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 49; and
 - f) to inspect the register of members.
- 8.2. A member is entitled to vote if the member's membership rights are not suspended for any reason.
- 8.3. The rights of a member are not transferable and end when membership ceases

9. Register of Members

- 9.1. The Secretary must keep and maintain a register of members containing:
- a) the name and address of each member; and
 - b) the date on which each member's name was entered in the register.
- 9.2. The register of members shall be available for inspection free of charge by any member upon request.
- 9.3. A member may make a copy of the entries in the register subject to the provisions of the Privacy Act.

10. Cessation of Membership

- 10.1. All memberships lapse at the completion of each calendar year on 31 December.
- 10.2. Membership of a person may also cease on resignation, expulsion or Death.
- 10.3. A member may resign by notice in writing given to the Association.
- 10.4. A member is taken to have resigned if the member's annual subscription is not paid as per Rule 7.4

11. Discipline, Suspension and Expulsion of Members

- 11.1. Subject to these Rules, any member of the Association who has refused or neglected to comply with these Rules, or has engaged in conduct unbecoming a member or prejudicial to the interests of the Association, the Branch Committee in which the member resides, upon receipt of a formal complaint, shall conduct a disciplinary hearing of the complaint and determine the disciplinary action in accordance with the Branch Rules.
- 11.2. Any branch committee person who is biased in favour of or against the member concerned must exclude themselves from the disciplinary hearing.
- 11.3. Notice to the member that disciplinary hearing is to be held to be provided in accordance with the Branch Rules.
- 11.4. If at the disciplinary meeting the Branch Committee votes to suspend or expel the member, the member has the right to appeal against the recommendation of the Branch Committee to the Executive Committee as per Rule 12.
- 11.5. A vote made by the Branch Committee under rule 11.4 does not take effect if the member exercises a right of appeal to the Executive Committee under this rule, until the Executive Committee confirms or revokes the recommendation in accordance with this rule.
- 11.6. The Branch Committee must provide a fully detailed copy of the minutes (including any written submissions) to the Executive Committee.

12. Appeal Process

- 12.1. A member whose membership rights have been suspended or expelled from the association under rule 11 may give notice to the effect that the member wishes to appeal against the suspension or expulsion.
- 12.2. The notice must be in writing and given to the secretary, not later than 7 days after the vote.

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- 12.3. If the Secretary receives a notice under rule 12.2, they must notify the other members of the Executive Committee and convene a meeting (by teleconference, if necessary) within 21 days of the date on which the notice was received.
- 12.4. Any person who has a personal interest in the dispute or is biased in favour of or against the member concerned must exclude themselves from the Appeal meeting.
- 12.5. Any person who was part of the Disciplinary meeting must exclude themselves from the Appeal meeting.
- 12.6. If subject to Rule 12.4 and 12.5 there is less than 3 people remaining for the Appeal meeting, any other persons from the association may be appointed who meet the criteria of 12.4 and 12.5.
- 12.7. Notice of the appeal meeting must be given to each member of the appeal meeting and the member concerned as soon as practicable and must
- a) Specify the date, time, place (or teleconference) of the appeal meeting and
 - b) state -
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the appeal meeting the executive committee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
- 12.8. At an Appeal meeting of the Association convened under Rule 12.3:
- a) no business other than the question of the appeal may be conducted.
 - b) the Executive Committee must place before the meeting details of the grounds for the complaint and the reasons for the recommendation from the Branch Committee; and
 - c) the member, or their representative, must be given the opportunity to lodge any additional written submission or the opportunity to be heard, which may affect the outcomes of the deliberation by the Executive Committee.
- 12.9. A member may not vote by proxy at the Appeal Meeting.
- 12.10. The final decision of the Executive Committee must receive at least two-thirds of the eligible secret ballot votes to confirm the recommendation of the Branch Committee or in any other case the recommendation is revoked. The decision of the Executive Committee is final and binding on all parties.

13. Disputes and Mediation

- 13.1. 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 or
 - c) a member and the Committee.
- 13.2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 13.3. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 28 days after the dispute comes to the attention of all the parties.
- 13.4. 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 14 days, hold a meeting in the presence of a mediator.
- 13.5. The mediator must be:
- a) a person chosen by agreement between the parties; or in the absence of agreement: in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - b) in the case of a dispute between a member and the Association, a person who is employed as a professional mediator.
- 13.6. A member of the Association can be a mediator.
- 13.7. The mediator cannot be a member who is a party to the dispute or is biased in favour of or against any party.
- 13.8. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 13.9. The mediator, in conducting the mediation, must:
- a) give the parties to the mediation process every opportunity to be heard.
 - b) allow due consideration by all parties of any written statement submitted by any party; and

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- c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 13.10. The mediator must not determine the dispute.
- 13.11. 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.

14. Annual General Meetings

- 14.1. The Committee shall conduct the annual general meeting in conjunction with its annual bowling carnival at a date, time and place to be advised at least 28 days prior to the annual general meeting of the Association.
- 14.2. The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 14.3. The ordinary business of the annual general meeting shall be:
 - a) to confirm the minutes of the previous annual general meeting (if applicable), and of any special general meeting held since that meeting.
 - b) to receive from the committee written reports upon the transactions of the Association during the last preceding financial year.
 - c) to hear and vote on the Notices of Motion.
 - d) to elect office bearers of the Executive Committee and the ordinary members of the committee; and
 - e) to receive and consider the financial statement submitted by the Association in accordance with the Act.
 - f) to determine the amount of the annual membership fee.
 - g) to determine by resolution the number of ordinary members of the Executive Committee to hold office for the next year.
- 14.4. The annual general meeting may conduct any special business of which due notice has been given in accordance with these Rules.

15. General Meetings

- 15.1. In addition to the annual general meeting, the Committee of Management shall conduct two general meetings in each year. These General Meetings may be conducted by electronic means (e.g. teleconferencing).
- 15.2. The order of business at these General meetings shall be:
 - a) Roll call
 - b) Minutes of previous meeting
 - c) Business arising from minutes
 - d) Acceptance of minutes
 - e) Reports of office bearers (as applicable)
 - f) Acceptance of reports
 - g) General business; and
 - h) next meeting date.

16. Special General Meetings

- 16.1. The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 16.2. If, but for this 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.
- 16.3. The committee must, on the request in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
- 16.4. The request for a special general meeting must:
 - a) state the purposes of the meeting
 - b) be signed by the members requesting the meeting; and
 - c) be sent to the address of the Secretary.

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- 16.5. No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 16.6. If the committee does not cause a special general meeting to be held within 30 days 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 90 days after that date.
- 16.7. 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, as determined by the Committee of Management incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.
- 16.8. The special general meeting may be conducted by electronic means.

17. Notice of General Meetings and Special General Meetings.

- 17.1. 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 send to each member of the Association, a notice.
- 17.2. The notice must:
 - a) state the place, date and time of the meeting and nature of the business to be conducted at the meeting.
 - b) if a special resolution is to be proposed state in full the proposed resolution and state the intention to propose the resolution as a special resolution.
 - c) state that the member may appoint another member as a proxy for the meeting.
 - d) Include a copy of the proxy form as in Appendix 2.
- 17.3. 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 by electronic transmission.
- 17.4. 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.

18. Quorum at General Meetings and Special General Meetings

- 18.1. Seven members entitled to vote under these rules who are personally present at a general meeting constitute a quorum for the conduct of the business of a general or special general meeting
- 18.2. No business may be conducted at a general meeting unless a quorum of members is present.
- 18.3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting -
 - a) in the case of a meeting convened by, or at the request of, members under rule 16.7, the meeting must be dissolved; or
 - b) in any other case, the meeting must be adjourned to a date not more than 21 days after the adjournment and notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

19. Presiding at General Meetings

- 19.1. The Chairperson, or in the Chairperson's absence, the Deputy Chairperson, shall preside as Chairperson at each general meeting of the Association.
- 19.2. If the Chairperson and the Deputy Chairperson are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

20. Adjournment of Meetings

- 20.1. 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.

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- 20.2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 20.3. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 17.
- 20.4. Except as provided in Rule 20.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

21. Voting Rights at General Meetings

- 21.1. Upon any question arising at an Annual General Meeting or Special General Meeting each member of the Committee of Management has one vote only with the exception of the Chairperson who has an additional deciding vote, if required.
- 21.2. All votes must be given personally or by proxy.
- 21.3. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a casting vote.
- 21.4. A member is not entitled to vote at any meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

22. Conduct of a Vote at General Meetings and Special General Meetings

- 22.1. If at a meeting a vote on any question is required, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the vote shall be deemed to be a resolution of the meeting on that question.
- 22.2. 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 Chairman may direct.

23. Special Resolution

- 23.1. A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.
- 23.2. In addition to certain matters specified in the Act, a special resolution is required—
 - a) to remove a committee member from office.
 - b) to alter these Rules, including changing the name or any of the purposes of the Association.

24. Manner of Determining Whether a Resolution Is Carried

- 24.1. If a question arising at any meeting of the Association is 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 decides:
 - 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 is recorded in the minutes of the meeting; is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

25. Proxies

- 25.1. Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- 25.2. The notice appointing the proxy must be on the form set out in Appendix 2

26. Committee of Management

- 26.1. The affairs of the Association shall be managed by the Committee of Management.

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26.2. The Committee of Management:

- a) shall control and manage the business and affairs of the Association
- 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 meeting 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 of Management to be essential for the proper management of the business and affairs of the Association.

26.3. Subject to the Act, the Committee of Management shall consist of:

- a) the members of the Executive Committee (See Rule 27.1); and
- b) one representative from each Branch Committee (as defined in Rule 1); each of whom shall be elected at the annual general meeting of the Branch in each year.

27. Composition of the Executive Committee

27.1. The members of the Executive Committee shall be:

- a) a Chairperson
- b) a Deputy Chairperson
- c) a Secretary and
- d) a Treasurer.
- e) Ordinary Members elected under rule 32

27.2. The provisions of Rule 27, 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 Rule 27.1.

27.3. Each member of the Executive Committee shall hold office until the annual general meeting next after the date of their election but is eligible for re-election. Except for the positions of Chairperson and Secretary whose term of office shall be for two (2) years but eligible for re-election on alternate years.

28. General Duties

28.1. As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.

28.2. The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

28.3. Committee members must exercise the member's powers and discharge the member's duties with reasonable care and diligence.

28.4. Committee members must exercise the member's powers and discharge the member's duties—
(a) in good faith in the best interests of the Association; and
(b) for a proper purpose.

28.5. Committee members and former committee members must not make improper use of—
(a) the member's, or former member's, position; or
(b) information acquired by virtue of holding the members, or former member's, position—
so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

29. Duties of Office Bearers

29.1. **Chairperson:** The chairperson shall be the Chief Executive Officer of the Association, performing all duties pertaining to this office, including:

- a) presiding at all meetings of the Association
- b) supervising the enforcement of the objects, provisions and purposes of the association and these rules; and
- c) representing the Association in its dealings with others.

29.2. **Deputy Chairperson:** In the absence of the Chairperson, the Deputy Chairperson shall perform the duties of the Chairperson.

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29.3. **Secretary:** The Secretary shall perform those duties assigned by the Chairperson and the Association including the following:

- a) keep a permanent record of the proceedings of all meetings of the Association, which shall at all times be available to, and the property of the Association.
- b) conduct and maintain copies of all correspondence of the Association including notices of meetings.
- c) keep a record of all scores made in tournaments conducted by the Association.
- d) maintain the register of members in accordance with rule 9.
- e) keep custody of the common seal of the Association and all books (except financial records), documents and securities of the Association in accordance with rules 46 and 49.
- f) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents.
- g) The Secretary must give to the Registrar notice of the Secretary's appointment within 14 days after the appointment.

29.4. **Treasurer:** The Treasurer shall perform the following duties:

- a) receive, receipt record and report all monies paid to and from the Association.
- b) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds.
- c) keep an account of all receipts and disbursements and present a report of all financial transactions of the Association at the Annual General Meeting of the Association.
- d) maintain a statement of the current financial condition of the Association and table all current books of account and bank statements at all meetings of the Association for verification by the Chairperson.
- e) ensure that the financial records of the Association are kept in accordance with the Act.
- f) The Treasurer must ensure that all other committee members have access to the accounts and financial records of the Association.

NOTE: no two members of the same immediate family, including de facto relationships may be cosignatories of the Associations Bank Account.

30. Appointments

30.1. The position of Tournament Director and Tournament Secretary are to be by appointment and are to be made by the Committee of Management within 60 days of the AGM. The Committee may appoint one of its members to either of these positions. The appointments may continue in office up to and including the conclusion of the next Holt Challenge following the date of the appointment.

30.2. **Tournament Director:** The Tournament director shall perform the following duties:

- a) prepare the tournament entry form for each annual event and obtain accreditation for that tournament from the national ruling body;
- b) lead the conduct of the annual tournament including the maintenance of all data associated with that tournament; and
- c) pass all final results of the tournament to both the Secretary of the Association and the national ruling body.

30.3. **Tournament Secretary:** The Tournament Secretary shall perform the following duties:

- a) Accept the tournament entries for each annual event; and
- b) conduct the annual tournament including the maintenance of all data associated with that tournament.

30.4. The Executive Committee, subject to the ratification of the Committee of Management, may appoint extra members of the Association to undertake special duties deemed as required by the Executive Committee.

30.5. Subject to these rules, each such appointee shall hold office until the Annual General Meeting next after the date of appointment or such period agreed by the Executive Committee.

31. Election of Committee Members

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- 31.1. Nominations of candidates for election as members of the Executive Committee must be:
- a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).
 - b) delivered to the Secretary of the Association not less than 14 days prior to the date fixed for the holding of the annual general meeting.
- 31.2. A candidate may nominate for more than one office prior to the annual general meeting but may only be elected to one position.
- 31.3. If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 31.4. 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.
- 31.5. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held in accordance with Rule 33.
- 31.6. Branch Delegate shall be elected at the annual general meeting of the Branch Committee the candidate wishes to represent.
- 31.7. Each Branch Committee is to notify the Secretary of the Association of the name and contact details of their representative with 14 days of the completion of the Branch annual general meeting.

32. Election of Ordinary Members

- 32.1. The annual general meeting must by resolution decide the number of ordinary members of the Executive Committee (if any) it wishes to hold office for the next year.
- 32.2. A single election may be held to fill all those positions.
- 32.3. If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- 32.4. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 33.

33. Ballot

- 33.1. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 33.2. The returning officer must not be a member nominated for the position.
- 33.3. Before the ballot is taken, each candidate may make a short speech in support of the candidate's election.
- 33.4. The election must be by secret ballot.
- 33.5. the returning officer must give a blank piece of paper to—
- a) each voting member present in person; and
 - b) each proxy appointed by a member.
- 33.6. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 33.7. If the ballot is for more than one position—
- a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote; and
 - b) the voter must not write the names of more candidates than the number to be elected.
- 33.8. Ballot papers that do not comply with rule 32.7 (b) are not to be counted.
- 33.9. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 33.10. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 33.11. If the returning officer is unable to declare the result of an election under subrule 32.10 because 2 or more candidates received the same number of votes, the returning officer must—

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- a) conduct a further election for the position in accordance with subrules 32.4 to 32.10 to decide which of those candidates is to be elected.

34. Vacancies

- 34.1. A person ceases to be a committee member if the person:
 - 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.
 - d) is removed from office by a special resolution as per Rule 41.
 - e) Dies
 - f) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 44; or
 - g) becomes a represented person under the Guardianship and Administration Act 1986 (for example, because they suffered an accident that caused a brain injury).

35. Filling Casual Vacancies

- 35.1. In the event of a casual vacancy in any office referred to in Rule 27.1, 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.
- 35.2. In the event of a Chairperson, no longer fulfilling the position, eligibility replacement can only be a member of Executive Committee that has served at least two (2) years on the Executive committee.
- 35.3. If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

36. Meetings of the Executive Committee

- 36.1. In addition to the Annual General Meeting, the Executive Committee shall conduct two Executive Committee meetings in each year. These meetings may be conducted by electronic means (e.g. teleconferencing).
- 36.2. Special meetings of the Executive Committee may be convened by the Chairperson or by any 5 members of the Committee.
- 36.3. The order of business at these meetings shall be:
 - a) Roll call;
 - b) Minutes of the previous meeting;
 - c) Business arising from the minutes;
 - d) Acceptance of minutes;
 - e) Reports of office bearers (as applicable)
 - f) Acceptance of reports; and
 - g) General business and next meeting date.
- 36.4. Minutes from Executive Committee Meetings shall be prepared within 14 days and distributed to the voting delegates for ratification within 28 days of the date of distribution. Any questions raised by the voting delegates shall be considered by the Executive Committee prior to the finalisation of those minutes.

37. Notice of Executive Committee Meetings

- 37.1. Written notice of each Executive Committee Meeting must be given to each member of the Executive Committee at least 7 days prior to the date of the meeting. Written notice must be given to members of the Executive Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such meeting.

38. Quorum for Executive Committee Meetings

- 38.1. A quorum for an Executive Committee Meeting shall consist of

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- a) Three members entitled to vote under these rules who are personally present constitute a quorum for the conduct of the business of an Executive Committee Meeting.

39. Presiding at Executive Committee Meetings

39.1. At meetings of the Association:

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

40. Voting at Executive Committee Meetings

- 40.1. 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.
- 40.2. Upon any question arising at an Executive Committee Meeting each member of the Executive Committee has one vote only with the exception of the Chairperson who has an additional deciding vote, if required.

41. Removal of a Committee Member

- 41.1. The Association in a special Committee meeting may, by special resolution, remove any member of the Committee before the expiration of the member's term of office and elect another member of the association in their place to hold office until the expiration of the term of the first mentioned member in accordance with Rules 31, 32, 33.
- 41.2. A member who is the subject of a proposed resolution referred to in Rule 41.1 may make representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 41.3. The Secretary or the Chairperson 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.

42. Conflict of Interest

- 42.1. A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the committee member's position and the nature and extent of that interest to the Committee.
- 42.2. The member—
 - a) must not be present while the matter is being considered at the meeting; and
 - b) must not vote on the matter.
- 42.3. This rule does not apply to a material personal interest—
 - a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - b) that the member has in common with all, or a substantial proportion of, the members of the Association.
- 42.4. The Committee must keep a conflict of interest register.
- 42.5. The conflict of interest register must record the following —
 - a) the name and position of the member who has disclosed a material personal interest
 - b) a description of the nature and extent of that interest
 - c) a management plan documenting actions required to mitigate the conflict.

43. Minutes of Meetings

- 43.1. The Secretary of the Association must keep minutes of each general meeting, and each committee meeting.

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43.2. The minutes must record the following:

- a) the names of persons present at the meeting.
- b) the business considered at the meeting.
- c) any resolution on which a vote is taken and the result of the vote

43.3. In addition, the minutes of each annual general meeting must include:

- (a) the financial statements submitted to the members in accordance with rule 14.3 (e)
- (b) the certificate signed by 2 committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association
- (c) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

44. Leave of Absence

44.1. The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.

44.2. The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

45. Funds

45.1. 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.

45.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee.

45.3. The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Committee determines.

45.4. The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

45.5. Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.

45.6. The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

45.7. All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

45.8. With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

46. Seal

46.1. The common seal of the Association must be kept in the custody of the Secretary.

46.2. 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 of two members of the Committee.

46.3. The name of the Association must appear in legible characters on the common seal.

47. Notice to Members

47.1. Except for the requirement in Rule 17, 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 the member's address shown in the register of members; or

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- c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

48. Winding Up

- 48.1. The Association may be wound up voluntarily by special resolution.
- 48.2. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- 48.3. In the event of the winding up or the cancellation of the Incorporation of the Association, the assets of the Association must be disposed of to an organisation of similar purpose.
- 48.4. The body to which the surplus assets are to be given must be decided by special resolution.

49. Custody and Inspection of Books and Records

- 49.1. Except as otherwise provided in these Rules, the Secretary must keep in their custody, or under their control all books, documents and securities of the Association.
- 49.2. All accounts, minutes, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- 49.3. A member may make a copy of any accounts, minutes, books, securities and any other relevant documents of the Association.

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APPENDIX 1 – MEMBERSHIP FORM

**APPLICATION FOR MEMBERSHIP OF
HOLT CHALLENGE INCORPORATED**

SURNAME: _____

CHRISTIAN NAMES: _____

STREET ADDRESS: _____

SUBURB: _____ STATE: _____

POST CODE: _____

PHONE: HOME: _____ BUSINESS: _____

MOBILE: _____

E-mail ADDRESS:

DATE OF BIRTH (Optional): _____

BRANCH: _____

AMOUNT PAID: _____

RECEIVED BY: _____

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APPENDIX 2 - FORM OF APPOINTMENT OF PROXY

I,

(Full Name)

of

(Address)

being a member of Holt Challenge Incorporated appoint

(Name of Proxy Holder)

of

(Address of Proxy Holder)

being a member of Holt Challenge Incorporated, as my proxy to vote for me on my behalf at the
annual/special/general (delete those not applicable) meeting of the Association, to be held on

(Date of Meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution

(insert details of the resolution)

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(Dated) (Signed)