

Rules of Association

1. Name of association

The name of the association is SwingMania Inc.

BASIC PURPOSES AND GOALS OF SWINGMANIA INC

Adopted by Resolution at the General Meeting held on 27th January 2021.

OBJECTIVES

A. Inclusion

SwingMania Inc. values the individual worth, uniqueness and diversity of all people, and seeks to remove barriers to participation such that all people may meet their full potential and experience meaningful involvement in swing dancing.

B. Foster Development and Community

To encourage and foster the development of swing dancing activities in Northern Tasmania and to facilitate growth within our community and the wider Tasmanian community.

C. Coordinate Tuition and Training

To coordinate and facilitate the tuition and development of swing dance students by providing -

- (a) fun and inclusive lessons in social swing dance; and
- (b) information about the history and culture of swing dancing; and
- (c) interested people with the opportunity to train as swing dance teachers, including opportunities to instruct in a safe, non-competitive environment; and
- (d) opportunities for interested students to learn to perform with their peers in front of an audience; and
- (e) experienced teachers to ensure a high standard of dance education; and
- (f) the promotion of physical fitness within the community.

D. Promotion of Swing Dancing

To be active in all aspects of promoting swing dancing by providing -

- (a) an opportunity for the broader community to experience swing dancing; and
- (b) development of community members' skills in teaching dance and organising dance events with music provided by local bands; and
- (c) support to other arts and cultural events, e.g. performing arts festivals, for the benefit of the community.

E. Code of Conduct

SwingMania Inc. has implemented a written Code of Conduct to –

- (a) foster a high standard of conduct and safety among all participants in the Association's activities, in accordance with the SwingMania Inc. Rules of Association; and
- (b) ensure all participants abide by regulations and laws relevant to the Association's activities and act in the best interests of SwingMania Inc.

F. Friendship and Unity

To cultivate feelings of friendship, cooperation and respect between all participants in local swing dancing, local dance communities, and swing dancing nationally and internationally.

G. Special Events

To initiate, coordinate and manage special event activities.

H. Promote the Association

To promote SwingMania Inc.'s activities -

- (a) to members -
 - (i) for the benefit of members; and
 - (ii) to increase member participation in the activities of the Association; and
- (b) to the general public to increase membership and interest in swing dancing in Northern Tasmania and the wider Tasmanian community.

I. Administration

To administer and coordinate SwingMania Inc.'s activities in Launceston and Northern Tasmania.

2. Interpretation

In these rules, unless the context otherwise requires –

accounting records has the same meaning as in the Act;

the Act means the *Associations Incorporation Act 1964*;

annual general meeting means an annual general meeting of the Association convened under rule 16;

Association means the association referred to in rule 1;

association has the same meaning as in the Act;

auditor means the person appointed as the auditor of the Association under rule 13;

authorised deposit-taking institution means a body corporate that is an authorised deposit-taking institution for the purposes of the *Banking Act 1959* of the Commonwealth;

basic objects of the Association means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of the Association;

committee means the committee of management referred to in rule 27;

committee meeting means a meeting of the committee convened under rule 31(1);

financial year has the same meaning as in the Act;

general meeting means –

(a) an annual general meeting of the Association convened under rule 16; or

(b) a special general meeting of the Association convened under rule 17;

minute book means the place where the minutes of meetings held by the Association are recorded, as determined by the committee, whether that place is a physical book, or an electronic record, or any other medium;

officer of the Association means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under rule 27 or rule 30(2);

ordinary business of an annual general meeting means the business specified in rule 16(5);

ordinary committee member means a member of the committee other than an officer of the Association;

public officer means the person who is, under section 14 of the Act, the public officer of the Association;

Regulations means *Associations Incorporation Regulations 2017*;

special committee meeting means a meeting of the committee that is convened under rule 31(4);

special general meeting means a special general meeting of the Association convened under rule 17;

special resolution has the same meaning as in the Act.

3. Association's office

The office of the Association is to be at the address of the Public Officer, or as otherwise agreed by the committee.

4. Objectives and purposes of Association

The objectives and purposes of the Association consist of the basic objectives of the Association and the following objectives and purposes:

- (a) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objectives or purposes of the Association;
- (b) the purchase, sale or supply of, or other dealing in, goods;
- (c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objectives or purposes of the Association;
- (d) the acceptance of a gift for any of the objectives or purposes of the Association;

- (e) the taking of any step the committee, or the members of the Association at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Association;
- (f) the printing or publication of any newspaper, periodical, book, leaflet or other document the committee, or the members of the Association at a general meeting, determine desirable for the promotion of any of the objectives or purposes of the Association;
- (g) the borrowing and raising of money in any manner and on terms the committee thinks fit, or approved or directed by resolution passed at a general meeting, as defined in rule 12(9);
- (h) subject to the provisions of the *Trustee Act 1898*, the investment, in any manner the committee determines, of any money of the Association not immediately required for any of the objectives or purposes of the Association;
- (i) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or conveniences calculated to benefit employees or past employees of the Association and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objectives of the Association;
- (l) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (m) the doing of any lawful thing incidental or conducive to the attainment of the objectives or purposes of the Association.

5. Not-for-Profit

The assets and income of the Association shall be applied solely in furtherance of its abovementioned objectives and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered to or expenses incurred on behalf of the Association.

6. Membership of Association

- (1) The minimum number of members of the Association is 6, however a lesser number is acceptable during the renewal period of three months from the expiry of memberships on 30 June each year.
- (2) Any person with an interest in participating in swing dancing is eligible to apply to become a member of the Association.

- (3) To apply to become a member of the Association, a person must
 - (a) complete and sign the membership application form of the Association, advising
 - (i) first and last names; and
 - (ii) an email or other address and/or telephone number at which they can be contacted in written form by the association; and
 - (iii) agreement to comply with the Association's Code of Conduct and Rules of Association; and
 - (iv) agreement or not to the use of their image for promotional purposes; and
 - (b) pay the prescribed joining fee.
- (4) A person who does not agree to comply with the Association's Code of Conduct and Rules of Association will not be accepted as a member of the Association.
- (5) The Association reserves the right to refuse to accept any individual membership applications.
- (6) A person –
 - (a) becomes a member of the Association when -
 - (i) their name is entered in the register of members; and
 - (ii) when the treasurer receives the prescribed membership fee; and
 - (b) ceases to be a member of the Association when a cessation date is entered against their name in the register of members under rule 7(2).
- (7) The public officer is to maintain, or establish and maintain, a register of members containing –
 - (a) the name of each member of the Association and the date on which they became a member; and
 - (b) the contact details that the member has nominated to which notices from the Association may be sent; and
 - (c) any other information determined by the committee; and
 - (d) the name of each person who has ceased to be a member of the Association and the date on which the person ceased to be a member of the Association.
- (8) The register of members must be kept:
 - (a) at the main premise or official address of the Association; or
 - (b) at any other place (including online) as determined by the committee.
- (9) The list of current and recent members' names can be inspected by any member of the Association or other authorised person in accordance with acceptable reason and permission from the committee.
- (10) A member of the Association may obtain a redacted copy of the register containing that member's name and personal information only.
- (11) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection by non-committee members.

- (12) A member must not use information about a person obtained from the register to contact or send material to the person, other than for the purpose of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or any other purpose necessary to comply with a requirement of the Act or the Regulations.

7. Cessation of membership

- (1) A person ceases to be a member of the Association if the person -
- (a) has not paid the prescribed membership fee by the specified date, unless extenuating circumstances exist and the committee approves continued membership; or
 - (b) resigns; or
 - (c) is expelled from the Association; or
 - (d) dies.
- (2) If a person ceases to be a member of the Association, the Public Officer must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

8. Annual subscription

- (1) The annual subscription, for a financial year of the Association, is an amount set at an annual general meeting by majority vote.
- (2) The members of the Association may alter by special resolution the annual subscription for a financial year of the Association.
- (3) The annual subscription, for a financial year of the Association, that is payable by members of the Association is due and payable on the first day of the financial year.
- (4) If –
- (a) a member of the Association has not paid their annual subscription for a financial year of the Association within 3 months after the first day of the financial year; and
 - (b) there has been sent to the member, after the first day of the financial year, a notice in writing, signed by the public officer, stating that the member's name may be removed from the register of members if the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member; and
 - (c) the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member –
- the public officer may note the cessation date of a member's membership in the register of members maintained under rule 6(7).
- (5) If a member of the Association has not paid their annual subscription for the current financial year of the Association within 3 months after the first day of the financial year, or within 14 days after receiving a notice under subrule (4), whichever is the later day, they are not entitled to vote at the next annual general meeting of the Association.

9. Liability of members

- (1) Any right, privilege or obligation of a person as a member of the Association –
 - (a) is not capable of being transferred to another person; and
 - (b) terminates when the person ceases to be a member of the Association.
- (2) If the Association is wound up, each person who was, immediately before the Association is wound up, a member of the Association, and each person who was a member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute –
 - (a) to the assets of the Association for payment of the liabilities of the Association; and
 - (b) for the costs, charges and expenses of the winding-up.
- (3) Any liability under subrule (2) is not to exceed the value of
 - (a) any lessons paid for in advance; and
 - (b) annual membership fee paid.
- (4) Despite subrule (2), a former member of the Association is not liable to contribute under that subrule in respect of any liability of the Association incurred after they ceased to be a member.

10. Income and property of Association

- (1) The Association will maintain a register of all property and assets with a value greater than \$50.
- (2) The income and property of the Association is to be applied solely towards the promotion of the objectives and purposes of the Association.
- (3) No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with subrule (4).
- (4) The Association may –
 - (a) pay a person or member of the Association –
 - (i) remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the person or member; or
 - (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objectives or purposes of the Association; or
 - (iii) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the person or member; and
 - (b) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body; and
 - (c) pay an agreed amount per month as repayment of any loan entered into with an authorised lending institution.

- (5) Despite subrule (4)(a), the Association is not to pay a person any amount under that subrule unless the Association or committee has first approved that payment.
- (6) Despite subrule (4)(a)(i), the Association is not to appoint or nominate a member of the Association under that subrule to an office in respect of which remuneration is payable unless the Association or committee has first approved –
 - (a) that appointment or nomination; and
 - (b) the receipt of that remuneration by that member.

11. Accounts of receipts and expenditure

- (1) True accounts are to be kept of the following:
 - (a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid; and
 - (b) each asset or liability of the Association.
- (2) The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the committee.
- (3) The treasurer of the Association is to keep all accounting books, general financial records, and records of receipts and payments, connected with the business of the Association in the form and manner the committee determines.
- (4) The accounts, books and records are to be kept at the Association's office or at any other place the committee determines.

12. Banking and finance

- (1) On behalf of the Association, the treasurer of the Association is to –
 - (a) receive any money paid to the Association; and
 - (b) after receiving the money, issue an official receipt, if requested, in respect of the money; and
 - (c) cause the money to be paid into the account opened under subrule (2) or into the cash tin as soon as practicable after it is received.
- (2) The committee is to open with an authorised deposit-taking institution an account in the name of the Association.
- (3) The committee must nominate a minimum of two committee members in addition to the treasurer to act as authorised signatories to the Association's account with the authorised deposit-taking institution.
- (4) The committee may –
 - (a) receive from an authorised deposit-taking institution a cheque drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and
 - (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.

- (5) Except with the authority of the committee, a payment of an amount exceeding \$100 in a single transaction is not to be made from the funds of the Association.
- (6) A cheque is not to be drawn on the Association's account, and an amount is not to be electronically transferred from the Association's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the committee.
- (7) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be –
 - (a) signed by the treasurer of the Association or, in the treasurer's absence, by any other authorised signatory nominated under subrule (3); and
 - (b) countersigned by any other authorised signatory nominated under subrule (3).
- (8) An electronic transfer of an amount from the Association's account to another account at an authorised deposit-taking institution is to be authorised and approved electronically by two individuals being –
 - (a) the treasurer of the Association or, in the treasurer's absence, any other authorised signatory nominated under subrule (3); and
 - (b) any other authorised signatory nominated under subrule (3).
- (9) The Association may enter into a loan agreement with an authorised lending institution –
 - (a) with majority agreement of the members of the Association as voted at an annual general meeting or special general meeting; and
 - (b) at a suitable market rate of interest as at the time of entering into the loan agreement.

13. Auditor

- (1) At each annual general meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association unless the Association is exempt as provided in rule 15.
- (2) If an auditor is not appointed at an annual general meeting under subrule (1), the committee is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- (3) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- (4) The first auditor –
 - (a) may be appointed by the committee before the first annual general meeting; and
 - (b) if so appointed, holds office until the end of the first annual general meeting unless earlier removed by a resolution of the members of the Association at a general meeting.
- (5) If the first auditor is appointed by the committee under subrule (4)(a) and subsequently removed at a general meeting under subrule (4)(b), the members of the Association, at that general meeting, may appoint an auditor to hold office until the end of the first annual general meeting.

- (6) Except as provided in subrule (4)(b), the auditor may only be removed from office by special resolution.
- (7) If a casual vacancy occurs in the office of auditor, the committee is to appoint a person to fill the vacancy until the end of the next annual general meeting.

14. Audit of accounts

- (1) The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association unless the Association is exempt as provided in rule 15.
- (2) The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –
 - (a) certify as to the correctness of the accounts of the Association; and
 - (b) at the next annual general meeting, provide a written report to the members of the Association who are present at that meeting, which will be retained with the minutes of that year's annual general meeting.
- (3) In the report and in certifying to the accounts, the auditor is to –
 - (a) specify the information, if any, that they have required under subrule (5)(b) and obtained; and
 - (b) state whether, in their opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at their disposal; and
 - (c) state whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The Treasurer is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- (5) The auditor may –
 - (a) have access to the accounting records, books and accounts of the Association; and
 - (b) require from any employee of, or person who has acted on behalf of, the Association any information the auditor considers necessary for the performance of their duties; and
 - (c) employ any person to assist in auditing the financial affairs of the Association; and
 - (d) examine any member of the committee, or any employee of, or person who has acted on behalf of, the Association, in relation to the accounting records, books and accounts of the Association.

15. Exemptions under the Act

- (1) For any financial year that the Association is exempt from the requirement to be audited by virtue of section 24(1B) or (1C) of the Act –
 - (a) an auditor is not required to be appointed for that financial year under rule 13 unless the Association elects to have the financial affairs of the Association for that financial year audited in accordance with the Act and these rules; and
 - (b) if an auditor is not appointed for a financial year by virtue of paragraph (a) –

- (i) rules 13 and 14 do not apply in respect of the Association for that financial year;
and
 - (ii) rule 16(5)(b), to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Association in respect of that financial year; and
 - (iii) rule 16(5)(e) does not apply in respect of the annual general meeting held by the Association in respect of that financial year.
- (2) For any financial year that the Association is exempt from the requirement to provide an annual return by virtue of section 24 (1B) of the Act, the committee must provide, as part of the ordinary business of the annual general meeting for that financial year, a report of the Associations finances in respect of that financial year, which will be retained with the minutes of that year’s annual general meeting.

16. Annual general meeting

- (1) The Association is to hold an annual general meeting each year.
- (2) An annual general meeting is to be held on any day the committee determines, preferably being not later than 3 months after the end of the financial year of the Association
- (3) An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- (4) The notice convening an annual general meeting is to specify the purpose of the meeting.
- (5) The ordinary business of an annual general meeting is to be as follows:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the committee, auditor or treasurer, employees and other persons acting on behalf of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
 - (c) to elect the officers of the Association and the ordinary committee members;
 - (d) to determine the required number of committee members for the year until the next annual general meeting
 - (e) to appoint the auditor and determine their remuneration, as applicable;
 - (f) to determine the remuneration of employees and other persons acting on behalf of the Association, as applicable.
- (6) An annual general meeting may transact business of which notice is given in accordance with rule 18.
- (7) Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Association, by the secretary or, in the absence from the meeting of the secretary, by an officer of the Association who is nominated by the chairperson of the meeting.

17. Special general meetings

- (1) The committee may convene a special general meeting of the Association at any time.

- (2) The committee, on the requisition in writing of at least 5 per cent and no less than 5 of the total number of members of the Association, is to convene a special general meeting of the Association.
- (3) A requisition for a special general meeting by members of the Association –
 - (a) is to state the objectives of the meeting; and
 - (b) is to be signed by each of the requisitionists; and
 - (c) is to be lodged with the committee; and
 - (d) may consist of several documents, each signed by one or more of the requisitionists.
- (4) If the committee does not cause a special general meeting to be held within 30 days after the day on which a requisition is lodged with the secretary, any one or more of the requisitionists may convene the meeting within 3 months after the day on which the requisition is deposited at the office of the Association.
- (5) A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the committee.
- (6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

18. Notices of general meetings

- (1) The public officer is to publish a notice at least 14 days before the day on which a general meeting of the Association is to be held, unless the meeting is deemed urgent by the committee, specifying –
 - (a) the place, day and time at which the meeting is to be held; and
 - (b) the nature of the business that is to be transacted at the meeting.
- (2) A notice is published for the purposes of subrule (1) if the notice –
 - (a) appears on the Association website, or on any other digital media platform used by the Association; or
 - (b) is sent to each member of the Association at an email or other electronic address, including an instant message service, that the member has nominated as the address to which notices from the Association may be sent; or
 - (c) is given by another means, determined by the committee, that is reasonably likely to ensure that the members of the Association will be notified of the notice.

19. Business and quorum at general meetings

- (1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- (2) Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time when the meeting considers that business.
- (3) A quorum for the transaction of the business of a general meeting is 6 members of the Association entitled to vote.

- (4) If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting –
 - (a) if convened on the requisition of members of the Association, is dissolved; or
 - (b) if convened by the committee, is to be adjourned to a time and place determined by the members present, with notice of the adjourned meeting to be given in the same manner as the notice of the original meeting.
- (5) If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

20. Chairperson at general meetings

At each general meeting of the Association, the chairperson is to be –

- (a) the president; or
- (b) in the absence of the president, either vice-president; or
- (c) in the absence of the president and one vice-president, the other vice-president; or
- (d) if all the above decline, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting, or
- (e) an impartial person as agreed prior to the meeting by the committee and the Association.

21. Adjournment of general meetings

- (1) The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a meeting is adjourned, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.

22. Determination of questions arising at general meetings

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands.
- (2) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is requested on or before that declaration.

23. Votes

- (1) On any question arising at a general meeting of the Association, a member of the Association (including the chairperson) has one vote only.
- (2) All votes are to be given personally or in writing submitted prior to the meeting.

- (3) Despite subrule (1), in the case of an equality of votes, the chairperson has a second or casting vote.

24. Taking of poll

If at a general meeting a poll on any question is requested –

- (a) the poll is to be taken at that meeting in the manner that the chairperson determines; and
- (b) the result of the poll is taken to be the resolution of the meeting on that question.

25. When poll to be taken

- (1) A poll that is requested on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- (2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

26. Affairs of the Association to be managed by a committee

- (1) The affairs of the Association are to be managed by a committee of management constituted as provided in rule 28.
- (2) The committee -
 - (a) is to control and manage the business and affairs of the Association; and
 - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
 - (c) has power to do anything that appears to the committee to be essential for the proper management of the business and affairs of the Association.
- (3) As soon as practicable after being elected or appointed to the committee, each committee member must become familiar with these rules and the Act.
- (4) 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.
- (5) Committee members must exercise their powers and discharge their duties
 - (a) with reasonable care and diligence
 - (b) in good faith in the best interests of the Association and its members; and
 - (c) for a proper purpose.
- (6) Committee members and former committee members must not make improper use of
 - (a) their position; or
 - (b) information acquired by virtue of holding their positionso as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (7) In addition to any duties imposed by these rules, the committee must manage any other tasks agreed from time to time by resolution at a general meeting.

27. Officers of the Association

- (1) The officers of the Association are as follows:
 - (a) the president;
 - (b) two vice-presidents;
 - (c) the treasurer;
 - (d) the secretary.
- (2) The president and two vice presidents must be recognised as representing swing dancers.
- (3) An officer of the Association may hold up to 2 offices, other than both the president and one vice president office, or both vice president offices.
- (4) Subject to subrule (7), the officers of the Association are to be elected in accordance with rule 29.
- (5) Each officer of the Association is to hold office until the end of the next annual general meeting after that at which they are elected and are eligible for re-election.
- (6) If an office referred to in subrule (1) is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.
- (7) If a casual vacancy in an office referred to in subrule (1) occurs, the committee -
 - (a) may appoint one of its members to fill the vacancy until the end of the next annual general meeting after the appointment; and
 - (b) if it does so, will inform the membership of this change.

28. Constitution of the committee

- (1) The committee consists of –
 - (a) the officers of the Association; and
 - (b) other members elected at the annual general meeting or appointed in accordance with this rule.
- (2) The maximum number of committee members is to be 10, unless otherwise agreed by members at an annual general meeting.
- (3) All committee members are to be a minimum of 18 years of age.
- (4) An ordinary committee member is to hold office until the end of the next annual general meeting after that at which they are elected and are eligible for re-election.
- (5) If a casual vacancy occurs in the office of an ordinary committee member, the committee may appoint a member of the Association to fill the vacancy until the end of the next annual general meeting after the appointment.
- (6) If an office of an ordinary committee member is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

29. Election of members of committee

- (1) A nomination of a candidate for election as an officer of the Association, or as an ordinary committee member, is to be –

- (a) made at the annual general meeting or special general meeting by a show of hands when advertised by the committee; and
 - (b) accepted by the nominee in person at the meeting or in writing; and
 - (b) agreed to by at least two of the members of the Association present at the meeting by a show of hands.
- (2) If insufficient nominations are received to fill all vacancies on the committee –
- (a) the candidates nominated are taken to be elected; and
 - (b) further nominations are to be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies on the committee to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies on the committee to be filled, a ballot is to be held.
- (5) If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the committee to be filled, a ballot is to be held in relation to those further nominations.
- (6) The ballot for the election of officers of the Association and ordinary committee members is to be conducted at the annual general meeting in the manner determined by the committee.

30. Vacation of office

- (1) For the purpose of these rules, the office of an officer of the Association, or of an ordinary committee member, becomes casually vacant if the officer or committee member –
- (a) resigns office in writing addressed to the committee; or
 - (b) is absent from 3 consecutive meetings of the committee without the permission of the other members of the committee; or
 - (c) ceases to be a member of the Association; or
 - (d) fails to pay membership fee as provided in rule 8(4); or
 - (e) is removed by resolution in a general meeting; or
 - (f) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*; or
 - (g) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with their creditors or makes an assignment of their remuneration or estate for their benefit; or
 - (h) dies.
- (2) The Association in general meeting may resolve to appoint another person to hold office until the expiration of the term of office of the member vacating office.

31. Meetings of the committee

- (1) The committee is to meet at least four times in each financial year at any place and time the committee determines.

- (2) A member not physically present at a committee meeting or a special committee meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (3) For the purposes of this rule, a member participating in a committee meeting or a special committee meeting as permitted under subrule (2) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (4) A special meeting of the committee, other than a meeting referred to in subrule (1), may be convened by the president or any three of the members of the committee.
- (5) Written notice of any special committee meeting is to be served on members of the committee and is to specify the general nature of the business to be transacted.
- (6) A special committee meeting may only transact business of which notice is given in accordance with subrule (5).
- (7) A quorum for the transaction of the business of a meeting of the committee is 5 members of the committee.
- (8) Business is not to be transacted at a meeting of the committee unless a quorum is present.
- (9) If a quorum is not present within half an hour after the time appointed for the commencement of –
 - (a) a meeting of the committee (other than a special committee meeting), the meeting is to be adjourned to a time and place determined by the committee members present, those details being communicated to the committee members not present; or
 - (b) a special committee meeting, the meeting is dissolved.
- (10) At each meeting of the committee, the chairperson is to be –
 - (a) the president; or
 - (b) in the absence of the president, either of the vice-presidents; or
 - (c) in the absence of the president and both vice-presidents, a member of the committee elected to preside as chairperson by the members of the committee present at the meeting.
- (11) Any question arising at a meeting of the committee is to be determined –
 - (a) on a show of hands; or
 - (b) if requested by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (12) On any question arising at a meeting of the committee, a member of the committee (including the chairperson) has one vote only.
- (13) Despite subrule (12), in the case of an equality of votes, the chairperson has a second or casting vote.

(14) Written notice of each committee meeting is to be served on each member of the committee by sending it to the email or other electronic address that each member has nominated as the address to which notices from the Association may be sent.

32. Disclosure of interests

- (1) If a member of the committee or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the committee or subcommittee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the committee.
- (2) If at a meeting of the committee or a subcommittee any matter in which a member has a direct or indirect pecuniary interest is being considered, the member must not take part in any committee deliberations or voting in relation to that matter, and may be asked to leave the room at the chairperson's discretion while the matter is discussed and voted on.
- (3) In the event that it is the chairperson of a meeting of the committee or a subcommittee who is the member with a direct or indirect pecuniary interest in any matter being considered, the chairperson must vacate the chair during deliberations, and is then subject to rule 32(2) whilst they have vacated the chair.

33. Subcommittees

- (1) The committee may –
 - (a) appoint one or more subcommittees from the committee; and
 - (b) prescribe in writing the names, powers and functions of those subcommittees, including -
 - (i) the purpose, scope and tasks of the subcommittee, including-
 - (A) the anticipated duration of the subcommittee's existence; and
 - (B) the decision-making authority; and
 - (ii) the frequency of meetings; and
 - (iii) the budget and resources allocated; and
 - (iv) the names of the initial members.
- (2) Each subcommittee shall consist of a minimum of 1 committee member together with other association members as determined by the committee as necessary and appropriate for the carrying out of the task(s) of the subcommittee.
- (3) The committee requires that all sub-committees will report to the committee at each committee meeting.
- (4) The committee may co-opt any person as a member of a subcommittee, whether or not the person is a member of the Association.
- (5) Subcommittees will follow the same rules for voting on decisions as required for the committee of the Association, as provided in subrules (31)(11-13).

34. Executive committee

- (1) The president, the vice-presidents, the treasurer and the secretary constitute the executive committee.
- (2) During the period between meetings of the committee, the executive committee may issue instructions to the public officer, employees and subcommittees of the Association in matters of urgency connected with the management of the affairs of the Association.
- (3) The executive committee is to report on any instructions issued under subrule (2) to the next meeting of the committee.
- (4) A minimum of one executive committee member and one other committee member is required to sign (or approve) any contractual documents.

35. President

- (1) It is the duty of the president to -
 - (a) preside at meetings and to represent the Association unless otherwise delegated;
and
 - (b) guide the committee as a cohesive unit; and
 - (c) call annual general meetings and special general meetings.

36. Vice President (x 2)

- (1) It is the duty of the vice presidents to -
 - (a) support the president across all tasks; and
 - (b) act as president when the president is unavailable.
- (2) Vice president roles may be divided so as to have each vice president focusing on different tasks or functions.

37. Secretary

- (1) It is the duty of the secretary to keep minutes of -
 - (a) all appointments of office-bearers and members of the committee; and
 - (b) names of members of the committee present at a committee meeting or general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings should be made available to committee members for review within two weeks of the meeting.

38. Treasurer

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

- (a) that all money due to the Association is collected and receipted and that all payments authorised by the Association are made, as provided in rule 12(1); and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association, as provided in rule 11; and

- (c) that all accounting is in accordance with Australian Taxation and banking regulations; and
- (d) that at least one other committee member has access to the accounts and financial records of the Association; and
- (e) that a simple balance sheet including expenses and income, and current cash in bank, is provided at each committee meeting, as provided in rule 16(5)(b); and
- (f) that the financial statements of the Association are prepared and that their approval by the Committee prior to their submission to the annual general meeting of the Association is coordinated.

39. Service of notices and requisitions

Except as otherwise provided by these rules, a document may be served under these rules on a person by –

- (a) giving it to the person; or
- (b) sending it to the email or other electronic address of the member, including an instant messaging service, that the member has nominated as the address to which notices from the Association may be sent.

40. Resolution of Disputes

(1) If a dispute arises between -

- (a) a member and another member; or
- (b) a member and the Committee; or
- (c) a member and the Association,

the parties to the dispute must attempt to resolve the dispute within 14 days of the dispute coming to the attention of each party, either individually, or at a meeting of the parties to the dispute.

(2) A member must not initiate a dispute in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

(3) If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, the parties must within 10 days -

- (a) notify the Committee of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

(4) The mediator must be -

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement -
 - (i) if the dispute is between a member and another member, a person appointed by the Committee; or

- (ii) if the dispute is between a member and the Committee or the Association, a person appointed or employed by a community service for mediation, with costs associated with the mediation to be split evenly between the disputing parties.
- (5) A mediator appointed by the Committee may be a member or former member of the Association but in any case, must not be a person who -
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.
- (6) The mediator to the dispute, in conducting the mediation, must -
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (7) The mediator must not determine the dispute.
- (8) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the *Commercial Arbitration Act 2011* or otherwise at law.
- (9) This rule does not affect the operation of rule 41.

41 Disciplinary action

- (1) The Association may take disciplinary action against any attendee if it is determined that that person -
 - (a) has failed to comply with these Rules; or
 - (b) refuses to support the purposes of the Association; or
 - (c) has engaged in conduct prejudicial to the Association; or
 - (d) has failed to comply with the Association's Code of Conduct.
- (2) The process of disciplinary action is determined as per the Association's Code of Conduct.
- (3) If a person has their membership rights or right to attend association events suspended for a specified period of time or is expelled as a member of the Association, the secretary, without undue delay, is to cause to be served on the member a notice in writing –
 - (a) stating that the committee has suspended the membership rights or expelled the member; and
 - (b) specifying the grounds for the suspension of the membership rights or expulsion; and
 - (c) informing the member of the right to appeal against the suspension of membership rights or against expulsion as provided in the Association's Code of Conduct; and
 - (d) advising that the member is barred from attending any Association meeting or event until the date and time of any disciplinary appeal meeting.
- (4) The appeal process and disciplinary appeal meetings are to be conducted in accordance with the provisions of the Association's Code of Conduct.

42. Proxies

A member may appoint another member as their proxy to vote and speak on their behalf at a meeting of the Association, if their votes or specific opinions are advised to the proxy in writing prior to the meeting.

43. Seal of Association

- (1) The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- (2) The seal is not to be affixed to any instrument except by the authority of the committee.
- (3) The affixing of the seal is to be attested by the signatures of –
 - (a) two members of the committee; or
 - (b) one member of the committee and –
 - (i) the public officer; or
 - (ii) any other person the committee may appoint for that purpose.
- (4) If a sealed instrument has been attested under subrule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the committee.
- (5) The seal is to remain in the custody of the public officer of the Association or as otherwise agreed by the committee.

44. Winding up of the Association

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 33 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution or as specified by the Act.

45. Alteration of Rules

An application to the government authority responsible for administering the Act for

- (a) registration of a change in the name of the Association in accordance with section 10 of the Act; or
- (b) a change to the objectives or rules of association in accordance with section 18 of the Act

is to be made by the public officer or a committee member following the passing of a special resolution at a general meeting convened in accordance with rule 17.