

# Rules

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## STATEMENT OF PURPOSES

The unincorporated association known as “**The Debaters Association of Victoria**”, by a ballot of its members resolved to form into an incorporated association, it is declared that an association be formed of those members for the following purposes—

- A. Promoting the art of debating and public speaking throughout and for the State of Victoria;
- B. Conducting appropriate competitions for adults and school students;
- C. Formulating policy and rules for the conduct of debating;
- D. Representing Victoria at appropriate national and international debating forums;
- E. Providing a central resource base and co-ordination for other bodies of like objectives throughout Victoria; and
- F. Generally carrying out those matters which were formerly carried on by the unincorporated association known as “The Debaters Association of Victoria”.

## PART I — PRELIMINARY

### 1. Name & Succession

- (1) The name of the Association is “The Debaters Association of Victoria Incorporated”.
- (2) The Association is the successor to the unincorporated body of similar name and this Constitution is to be construed as continuing on and from the constitution of that body as in force at the time this Constitution comes into operation.<sup>1</sup>

### 2. Division & Interpretation

- (1) These Rules are divided into Parts and Divisions as follows—

Part I — Preliminary, Rules 1–2;

Part II — Membership and Voting, Rules 3–10;

Division 1 — The Members, Rules 3–4B;

Division 2 — The Council, Rules 5–8B;

Division 3 — Amendments, Rules 9–10;

Part III — Administration, Rules 11–14;

Division 1 — The Executive, Rules 11–12;

Division 2 — By-Laws, Rule 13;

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<sup>1</sup> These Rules were first approved by the Registrar of Incorporated Associations on 11 March 1986 and subsequently amended. The most recent amendments were made by resolution of Council 20 March 2024.

Division 3 — Documents under Seal, Rule 14;

Part IV — Funds, Rules 15–23;

Division 1 — General, Rules 15–18;

Division 2 — Fees in respect of Membership, Rules 19–21;

Division 3 — Investment and Disbursement, Rule 22;

Division 4 — Disposition on a Winding-Up, Rule 23.

(2) In these Rules, unless inconsistent with the context or subject matter—

“**Act**” means the *Associations Incorporation Reform Act* 2012 of the State of Victoria and any regulations made under the Act;

“**Association**” has the meaning given in rule 1(1);

“**Chairperson**” means a person appointed as Chairperson of a meeting under rule 5(2A);

“**Constitution**” means these rules read together with the Statement of Purposes;

“**Council**” has the meaning given in rule 5(1);

“**Delegate**” means a delegate to the Council;

“**Executive**” means the body established by rule 11;

“**Executive Officer**” means the person appointed and directed by the Executive to conduct the business of the Association;

“**Life Member**” has the meaning given in rule 3(3);

“**Member**” means any person who has become a member of the Association in accordance with rule 3(1) and whose membership has not ceased, or been cancelled, suspended or resigned in accordance with rule 4;

“**Office Bearer**” means—

- (a) a person who is an Officer;
- (b) a person who holds an office established pursuant to a resolution of the Council or the Executive or By-Law;
- (c) a person who stands in the shoes of a person mentioned in paragraph (a) or (b) under a delegation made pursuant to a provision of these Rules or a By-Law; and
- (d) a person appointed to the position of secretary as required by and defined in the Act.

“**Officer**” means a person who is appointed to the Executive;

“**Participating School**” means a body entering teams in a competition conducted by the

Association for school students and which has paid the appropriate membership fee;

**“Special Resolution”** means a resolution of a meeting of the Council, which has been passed by a three-quarters majority;

**“these Rules”** means this document;

**“University Debating Society”** means any debating organisation on a university campus in Victoria.

- (3) Unless otherwise stated, any expression appearing in the Constitution which is defined in the Act shall have the same meaning as it does in the Act.
- (4) The Constitution is to be interpreted according to the provisions of the *Interpretation of Legislation Act 1984*.
- (5) Unless otherwise specified in the By-Laws, the principles applying to the interpretation of the Constitution also apply to the interpretation of the By-Laws and all other instruments and documents of the Association.

## **PART II — MEMBERSHIP AND VOTING**

### **Division 1 — The Members**

#### **3. Membership**

- (1) Members of the Association are—
  - (a) natural persons who have paid the appropriate fee and registered by the appropriate means;
  - (b) subject to sub-rule (2), Participating Schools;
  - (c) the Officers; and
  - (d) Life Members.
- (2) Participating Schools are entitled to send one Delegate to a meeting of Council, with full voting rights. Unless the Participating School provides written notice to the contrary by no later than the day before the meeting of Council, the delegate will be the Participating School's debating coordinator.
- (3) The Council may by ordinary resolution confer honorary life membership upon any person for long and meritorious service to the Association.
- (4) The Council or the Executive may by ordinary resolution confer the honorary title of "member" upon any person, but nothing in this sub-rule makes such a person a Member within the meaning of sub-rule (1).
- (5) The General Secretary shall keep a record of all the Members of the Association and keep those records in the form of a register, which shall be available for inspection by a Member—
  - (a) at the Annual Meeting of Council; and
  - (b) at any time, on such conditions as are imposed by the Executive, or by the provisions of a By-Law.

#### **4. Commencement, cancellation, suspension, cessation and resignation of membership**

- (1) Subject to sub-rule (2), a person who applies for and pays, or is deemed to have paid, the appropriate fee, is a Member from the date of receipt of payment.
  - (2) The Executive may by resolution—
    - (a) suspend or terminate the membership of a natural person; and
    - (b) suspend or terminate the membership of a Participating School.
- (2AA) No later than 72 hours following the close of a meeting at which a resolution is passed under sub-rule (2) (or, in the case of a circular resolution passed under rule 12, 72 hours following the passage of that circular resolution), the General Secretary must cause notice of the resolution passed under sub-rule (2) to be sent by post or electronically to the last known address of the Member or former Member.

- (2AB) If the Executive suspends the membership of a natural person or a Participating School (**Suspended Member**) under sub-rule (2), the Executive may by resolution—
- (a) prescribe a length of time that the suspension shall last;
  - (b) not prescribe a length of time that the suspension shall last, in which case the Suspended Member shall remain suspended until such time as the Executive passes a resolution that causes the suspension to cease; and
  - (c) prescribe conditions that the Suspended Member must meet in order for the suspension to cease.
- (2AC) If the Executive terminates the membership of a natural person or Participating School under sub-rule (2) or according to law (**Expelled Former Member**), the Expelled Former Member may not become a Member of the Association again unless the Executive passes a resolution authorising the Expelled Former Member to apply for membership of the Association.
- (2AD) Prior to passing a resolution under sub-rule (2AC), the Executive must be satisfied that the Expelled Former Member would, if the Expelled Former Member became a Member, comply with the requirements of rule 4AB.
- (2A) The Executive may determine to impose on a Member who has committed a breach of these Rules a fine not exceeding \$500, payable to the Association.
- (3) A natural person or Participating School aggrieved by a decision or action made in relation to that natural person or Participating School pursuant to sub-rule (2), (2AB), (2A) or (2AD) may appeal the decision to the next meeting of the Council.
- (4) The rights of membership are not transferrable and end on the cessation of the membership.
- (5) The membership of a Member that is not a Life Member or Officer ceases on
- (a) their resignation, expulsion or, in the case of a natural person, death; or
  - (b) in the case of a Participating School that is a private school, the date on which a liquidator, provisional liquidator, receiver, manager or administrator is appointed in respect of that Participating School or a controlling entity of that Participating School; or
  - (c) in the case of a Participating School that is a government school, the date on
  - (d) which a decision is made to discontinue that Participating School according to law; or
  - (e) the last day of May of the next calendar year after that membership commenced.
- (6) A Member may resign by written notice to the General Secretary with no required notice period.

#### **4AA. General rights of Members**

A Member of the Association has the right, subject to rule 5—

- (a) to receive notice of meetings of Council and special resolutions in the manner and time prescribed by these Rules;

- (b) to submit items of business for consideration at a meeting of Council;
- (c) to attend and be heard at meetings of Council;
- (d) to vote at a meeting of Council;
- (e) to have access to the minutes of meetings of Council and other documents of the Association as provided by these Rules; and
- (f) to inspect the register of Members.

#### **4AB. General conduct and obligations of Members**

- (1) A Member—
  - (a) must not harass or bully another Member;
  - (b) must not discriminate against another Member on the basis of that Member’s age, culture, gender, sexuality, disability, religion, family, or gender presentation ; and
  - (c) must comply with the By-Laws, policies and guidelines made by the Association from time to time.
- (2) All new Members of the Association must acknowledge the obligations provided by this rule 4AB in writing.
- (3) This rule 4AB does not create a right enforceable by any Member against the Association or any other Member.

#### **4A. Disputes and mediation**

- (1) The grievance procedure set out in this rule 4A applies to disputes between—
  - (a) a Member and another Member; or
  - (b) a Member and the Association, other than those disputes that concern disciplinary action pursuant to rule 4B.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) in the case of a dispute between a Member and another Member, a person appointed by the Executive; or
    - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A Member can be a mediator.
- (6) The mediator cannot be a Member who is a party to the dispute.

- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must—
  - (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### **4B. Disciplinary procedure**

- (1) The Association may take disciplinary action against a Member in accordance with this rule 4B if it is determined that the Member—
  - (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.
- (2) If the Executive is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Executive must appoint a Disciplinary Panel to hear the matter and determine what action, if any, to take against the Member.
- (3) The Disciplinary Panel shall be constituted by three natural persons who may be Officers, Members or anyone else, one of whom shall be appointed as the Chairperson of the Disciplinary Panel.
- (4) Before disciplinary action is taken against a Member, the General Secretary must arrange for notice to be given to the Member—
  - (a) stating that the Association proposes to take disciplinary action against the Member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the Disciplinary Panel intends to consider the disciplinary action (**Disciplinary Meeting**); and
  - (d) advising the Member that the Member may do one or more of the following—
    - (i) in the case of a natural person, attend the Disciplinary Meeting and address the Disciplinary Panel at that meeting;
    - (ii) in the case of a Participating School, appoint a representative to attend the Disciplinary Meeting and address the Disciplinary Panel at that meeting;
    - (iii) give a written statement to the Disciplinary Panel at any time before the disciplinary meeting; and

- (e) setting out the Member's appeal rights under rule 4(3).
- (5) Notice under sub-rule (4) must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.
- (6) At the Disciplinary Meeting, the Disciplinary Panel must—
  - (a) give the Member (or representative of the Member pursuant to sub-rule (4)(d)(ii)) an opportunity to be heard; and
  - (b) consider any written statement submitted by the Member.
- (7) After complying with sub-rule (6), the Disciplinary Panel may—
  - (a) take no further action against the Member;
  - (b) reprimand the Member; or
  - (c) make a recommendation to the Executive that:
    - (i) the Executive suspends the membership of the Member;
    - (ii) the Executive terminates the membership of the Member;
    - (iii) the Executive imposes a fine on the Member; or
    - (iv) the Executive takes some other action that the Disciplinary Panel considers appropriate.
- (8) The Executive must consider and, subject to rule 4, execute any recommendation of the Disciplinary Panel no later than the next Executive meeting that follows the disciplinary hearing.

## **Division 2 — The Council**

### **5. Constitution of the Council**

- (1) The supreme governing body of the Association is a Council of Delegates of the Members constituted by all Members listed under rule 3(1).
- (1A) For the purposes of a meeting of the Council, all Delegates must themselves have qualified as Members under rule 3(1) no later than 10 working days prior to the meeting.
- (1B) Sub-rule (1A) does not apply to Delegates representing a Participating School under rule 3(2).
- (2) Quorum for Council is 20 Delegates personally present or in attendance via video conferencing technology or a similar mechanism, provided that there are Delegates who are members of at least 2 University Debating Societies, and at least 5 Delegates who are not members of a University Debating Society.
- (2A) A meeting of Council shall be chaired by a Chairperson. The Chairperson shall be—
  - (a) the President;
  - (b) the Vice-President (Adjudication & Training); or
  - (c) a nominee of the President.



- (3) Where a meeting of the Council is notified in accordance with these Rules and the quorum required by sub-rule (2) is not present within 60 minutes of the time specified in the notice, the Chairperson may adjourn the meeting to another date and place, and shall forthwith give written notice of the adjournment to all Members.
- (4) If, upon the resumption of a meeting adjourned under sub-rule (3), the quorum required by sub-rule (2) is not present at the place specified for the meeting within 60 minutes of the time specified in the notice, the Chairperson may—
  - (a) further adjourn the meeting under sub-rule (3); or
  - (b) provided that at least 6 Members are present, proceed to deal with the business permitted for an inquorate meeting by sub-rule (5).
- (5) For the purposes of sub-rule (4)(b), the business permitted for an inquorate meeting by this sub-rule (5) is—
  - (a) the receipt of a report from the Executive;
  - (b) the appointment of Officers for the following year; and
  - (c) a motion to approve a set of annual accounts.
- (6) A Delegate may exercise only one vote.
- (7) Each Delegate is entitled to appoint another delegate as a proxy by notice given to the General Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed, provided the proxy is in writing.
- (8) Notwithstanding sub-rule (6), each delegate may only act as a proxy for one other Delegate at a meeting of Council.
- (9) Members will be given at least 21 days' notice of a meeting of Council; it will be sufficient for notice to be given by post or electronically to the last known address of the person.
- (10) Subject to the Act and these Rules, the procedure of the Council may be regulated by By-Law or by the Executive. A vote by the majority of delegates present is able to suspend whatever provisions govern the procedure of the Council.
- (11) For a vote of Council to be successful, it must be supported by a majority of Delegates present in person or by proxy.

## **6. Council to be general meeting**

Every meeting of Council is a general meeting of the Members of the Association. One meeting a year will be nominated the Annual General Meeting (which is the Annual Meeting of Council).

## **7. Annual Meeting**

- (1) There shall be a meeting of the Council at least once in each year which will be known as the "Annual Meeting of Council".

- (2) The Annual Meeting of Council for a particular year will be held no later than 18 months after the previous Annual Meeting of Council.
- (3) The Annual Meeting of Council will conduct the following business—
  - (a) the receipt of a report from the Executive;
  - (b) the appointment of Officers for the following year;
  - (c) a motion for a resolution to approve a set of annual accounts; and
  - (d) such other matters as are required by the Act or may properly be brought before the meeting.

## **8. Convening & conduct of Meetings of Council**

- (1) Subject to this rule 8, the date, place and time of a meeting of the Council (including the Annual Meeting of Council) will be determined by the Executive.
- (2) Any Member may place business on the agenda for a meeting of the Council, subject to—
  - (a) in the case of the Annual Meeting of Council, priority will be given to—
    - (i) business required by the Act;
    - (ii) special resolutions moved by the Executive or an Officer;
    - (iii) other special resolutions;
    - (iv) business moved by or required to be placed before the meeting by the Executive; and
  - (b) in the case of a meeting of the Council called for a specified purpose, the business that deals with that purpose.
- (3) A meeting of the Council, other than the Annual Meeting of Council, shall be called—
  - (a) at any time the Executive resolves so to call; or
  - (b) within 14 days of receipt by the General Secretary of a notice complying with sub-rule (4), requiring the calling of a meeting of the Council.
- (4) A notice complies with this sub-rule (4) when—
  - (a) it is in writing;
  - (b) it is signed by at least 10 delegates, no more than 5 of whom are members of one university debating society; and
  - (c) it states the business sought to be conducted at the meeting.

## **8A. Voting on motions and determining whether resolution carried**

- (1) Voting shall be by show of hands or, where requested by three delegates, by secret ballot.
- (2) The Chairperson of a meeting of Council must declare that a resolution has been—
  - (a) carried;
  - (b) carried unanimously;
  - (c) carried by a particular majority; or
  - (d) lost—

and an entry to that effect in the minutes of the meeting of Council is conclusive proof of that fact.

- (3) Where a secret ballot is validly requested, the ballot must be taken in a manner that the Chairperson determines secures the secrecy of the ballot.

#### **8B. Minutes of Meeting of Council**

- (1) The General Secretary, or nominee of the President, shall take minutes of the Meeting of Council.
- (2) The minutes of each Meeting of Council must record—
  - (a) the business considered at the meeting;
  - (b) any motion on which a vote is taken, and the result of the vote; and
  - (c) any financial statements submitted to Members in the form in which they have been submitted.

### **Division 3 —Amendments**

#### **9. Amendment of the Rules**

These Rules may be amended by a Special Resolution, notice of which has been given with the notice convening the meeting of the Council at which it is to be considered.

## **PART III — ADMINISTRATION**

### **Division 1 — The Executive**

#### **11. Membership, Appointment and Resignation of the Executive**

- (1) Between meetings of the Council, the affairs of the Association shall be conducted by an Executive comprising persons appointed by the Council to offices as follows—
  - (a) President;
  - (b) Vice-President (Adjudication & Training) — as deputy to the President;
  - (c) Vice-President (Schools);
  - (d) Treasurer;
  - (e) General Secretary; and
  - (g) Media and Publications Officer.
  
- (2) In addition to the Officers otherwise appointed—
  - (a) the previous person to hold the office of President is an Officer by the title of “Immediate Past President”; and
  - (b) the Executive Officer is an Officer with full voting rights notwithstanding rule 11A(g).
  
- (2A) In addition to the Officers otherwise appointed and to Officers whose positions derive from the operation of sub-rule (2), the Executive may appoint by resolution one additional member as an Officer holding a title the Executive deems appropriate. A resolution under this sub-rule must be passed at an Executive Meeting by a three-quarters majority of the Officers present, provided that at least seven Officers are present.
  
- (3) Any Officer or the Executive as a whole may be dismissed by a meeting of the Council called for that purpose.
  
- (4) A casual vacancy arising on the Executive may be filled by resolution of the Executive.
  
- (4A) A person who is an Officer by virtue of sub-rule (2) may resign their position. The position that person resigns shall then fall into abeyance until the close of the following meeting of Council or, in the case of the Immediate Past President, when that person ceases to be the previous person to hold the office of President. While a position is in abeyance, a person may reclaim a position they have resigned under this sub-rule (4A) by—
  - (a) writing to the Secretary making such a request; and
  - (b) the Executive passing a resolution with a three-quarters majority authorising such a reclamation.
  
- (5) Subject to sub-rule (6) and rule 11C, an Officer holds office from—
  - (a) in the case of an Officer appointed by a Meeting of the Council, from the close of that meeting; or
  - (b) in the case of an Officer appointed by the Executive, from the declaration of the vote appointing that Officer; and

- (c) in the case of the Immediate Past President, from the moment that person ceases to hold the office of President; or
  - (d) in the case of an Officer who reclaims a position under sub-rule (4A), the date of the resolution being passed under sub-rule (4A)(b) until—
  - (e) the moment that another person becomes eligible to hold the office held by the Officer concerned;
  - (f) the receipt at the registered address of the Association of a resignation in writing, signed by the Officer concerned;
  - (g) being disqualified pursuant to sub-rule (6); or
  - (h) in the case of an Officer appointed by virtue of sub-rule (2), that Officer resigns pursuant to sub-rule (4A).
- (6) An Officer who—
- (a) is absent from three consecutive meetings of the Executive;
  - (b) received at least one week’s notice of the third meeting; and
  - (c) has not been granted leave of absence by the Executive ceases to be an Officer from the close of the third meeting.

#### **11A. Appointment of Executive**

Officers pursuant to rule 11(1) are appointed by a meeting of Council by the following procedure—

- (a) nominations for each position will be accepted at the Meeting;
- (b) these nominations must be endorsed by two delegates present in person at the Meeting;
- (c) each Officer is appointed by secret ballot, using a simple preferential vote, the vote to be conducted by a Returning Officer, who is appointed by the President prior to the Meeting;
- (d) if only one candidate is nominated for an office, then that person is automatically appointed;
- (e) in the case where a vote is tied, a random draw will be conducted to determine who will be elected to the office;
- (f) Members may only be elected to one office; and
- (g) employees of the Association may not be Officers during the course of their employment.

#### **11B. Conduct of Executive**

- (1) An Executive Meeting—
- (a) must be held on a monthly basis, subject to the requirement that it is quorate;
  - (b) has a quorum of one half of the number of Officers on the Executive or, where there is an odd number of Officers on the Executive, the lowest whole number greater than one half of the number of Officers on the Executive;
  - (c) requires written notice to be given by mail or electronically at least 4 business days before the date of the meeting;
  - (d) is presided over by the President, or in the President’s absence, the

Vice-President (Adjudication and Training), or in the absence of the Vice-President (Adjudication and Training), the Officers present must choose one of their number to preside;

- (e) will vote on all resolutions before it by a show of hands, or, if an Officer requests, by secret ballot;
  - (f) shall be deemed to have passed resolutions that have been approved by a majority of Officers present, not including abstentions; and
  - (g) shall have any business, motions, resolutions, votes, disclosures of material personal interests and any other important matters arising recorded in minutes prepared by the General Secretary or, in the absence of the General Secretary, a nominee of the President, which minutes shall be available for inspection by the membership subject to conditions set by the General Secretary or Executive.
- (2) Officers shall take office at the close of the Meeting of Council at which they are elected.
- (3) The Executive may grant an Officer leave of absence from meetings for a period not exceeding three months. The Executive must not grant a leave of absence retrospectively unless it is satisfied that it was not feasible for the Officer to seek leave in advance.

#### **11C. Executive Officer**

- (1) The Executive shall by resolution appoint an Executive Officer to serve for a period determined by the Executive. The Executive Officer shall be an employee of the Association and oversee the day to day management of the Association subject to the direction of the Executive.
- (1A) The Executive Officer must perform any duty or function required of a secretary under the Act unless these Rules otherwise provide.
- (2) The Executive Officer must give to the Registrar of Incorporated Associations notice of his or her appointment within 14 days after the appointment.
- (2A) The position of Executive Officer becomes vacant when a person ceases to be Executive Officer, including—
- (a) when the period determined by the Executive under sub-rule (1) ends;
  - (b) when the Executive Officer resigns; and
  - (c) when the Executive or Council passes a resolution removing a person from the position of Executive Officer.
- (3) Where the position of Executive Officer becomes vacant, the General Secretary must take on the duties or functions of the Executive Officer under this rule 11C until the position of Executive Officer is filled.

## **11D. Treasurer**

- (1) The Treasurer must ensure that the financial records of the Association are kept in accordance with the Act.
- (2) The Treasurer must coordinate the preparation of the financial statements of the Association and their submission to the annual meeting of Council.

## **12. Circular resolutions**

- (1) The President or General Secretary may move a motion to be considered by the Executive by setting the motion out in an email and sending that email to all Officers.
- (2) The motion must be seconded by a separate email sent by another Officer that replies to all recipients of the email sent under sub-rule (1).
- (3) Officers vote on the motion by replying by email to all recipients of the email sent under sub-rule (1) and indicating in their email whether they vote in favour, vote against or abstain from the motion.
- (4) A motion may be moved under this rule 12 regarding any matter unless otherwise prohibited by these Rules.
- (5) A motion under this rule 12 shall otherwise be subject to the same requirements and conditions as that motion would if it were considered at a meeting of the Executive.
- (6) After all Officers have cast their votes, the President or General Secretary who moved the motion shall declare the result of the vote in an email addressed to all Officers. Where a motion has been passed, it becomes a circular resolution. A circular resolution shall come into effect at the time an email under this sub-rule is sent.
- (7) A circular resolution has the same power and validity as a resolution passed at a meeting of the Executive.
- (8) Notwithstanding sub-rule (6), the President or General Secretary may declare when moving a motion that it concerns an urgent matter, in which case any person may be satisfied they may act in a way authorised by that motion after the point at which it has attracted sufficient votes for it to qualify as a resolution of the Executive.

## **Division 2 — By-Laws**

### **13. Making & the purposes of By-Laws**

- (1) In order to provide for all things which may be convenient or necessary for the achievement of the aims and objectives contained in the Statement of Purposes pursuant to these Rules, By-Laws may be enacted—
  - (a) by the Council, by a majority of those delegates present at a meeting of the Council; or
  - (b) by the Executive, by a three-quarters majority of the Officers present, provided that at least seven Officers are present.
- (2) A By-Law is repealed or amended by the enacting of a By-Law to that effect.

## **Division 3 — Documents under Seal**

### **14. Common seal**

- (1) There shall be a common seal which shall be kept in the custody of the offices of the Association.
- (2) The Executive may resolve as the circumstances allow to break the common seal and have a new common seal struck, and declare the common seal to be lost or destroyed and have a new common seal struck.
- (3) The common seal shall only be affixed to a document by authority of a resolution of the Council or the Executive.
- (4) The affixing of the common seal shall only be of effect when it is witnessed by the signatures of two Officers, one of which must be the President or the General Secretary.



## **PART IV — FUNDS**

### **Division 1 — General**

#### **15. Sources of funds, non-profit**

- (1) The sources of the funds of the Association shall be—
  - (a) membership fees;
  - (b) fees for participating in competitions organised by the Association;
  - (c) fees for the provision of services analogous to the aims and objectives contained in the Statement of Purposes;
  - (d) sponsorship money; and
  - (e) donations.
- (2) The assets and income of the Association shall be applied solely in furtherance of the aims and objectives contained in the Statement of Purposes and no portion shall be distributed directly or indirectly to Members except as bona fide compensation for services rendered to, or expenses incurred on behalf of, the Association.

#### **16. Business Records**

The business records (and associated books, documents and securities) of the Association shall be kept in the official offices of the Association, and maintained in a fit state, at all times, to be audited.

#### **17. Accounts to be put before Council, audited**

The annual accounts shall be laid before each Annual Meeting of Council within 3 months of the close of the financial period to which they relate, and they shall be accompanied by a certificate of audit from an independent auditor.

#### **18. Records to be available for inspection**

The business records of the Association shall be available for inspection by a Member—

- (a) at the Annual Meetings of Council; and
- (b) at any time, on such conditions as are imposed by the Executive or the provisions of a By-Law.

### **Division 2 — Fees in respect of Membership**

#### **19. Fees payable**

- (1) All persons wishing to be considered as Members must pay an annual membership fee as required by the appropriate By-Law or as determined by the Executive.
- (2) Officers and Life Members are not required to pay a membership fee.

- (3) The Executive may authorise University Debating Societies and other organisations to collect membership fees on behalf of the Association.
- (4) The Executive reserves the right to refuse to recognise the membership of those who have paid their fee under sub-rule (3), until such monies collected are passed on to the Association.

## **20. Fee deemed paid**

A person is deemed to have paid a fee in any circumstance where payment is made to the Association or anyone authorised under rule 19(3).

## **21. Period of Membership**

Subject to rule 4, memberships commence from the date payment is received and expire on the last day of May of the next calendar year.

### **Division 3 — Investment and Disbursement**

## **22. Accounts and authorities**

- (1) Subject to rule 19, the funds of the Association shall be invested in investments which would constitute “authorised investments” for the purposes of the *Trustee Act* 1958.
- (2) Any two of the President, General Secretary, Treasurer and Executive Officer are authorised to operate the accounts of the Association.

### **Division 4 — Disposition on a Winding-Up**

## **23. Winding Up**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation or dissolution 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 133 of the Act, the surplus assets must be given to a body that has purposes similar to those of the Association and which is itself exempt from income tax.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.