

Rules of the Victorian Rock'n'Roll Dance Association Incorporated A0023069I

(This upgraded version of the original 22 Nov 1998 document was adopted at a Special General Meeting held 14 Sep 2008 and received official approval on 7 Oct 2008.

Note: the Victorian Department of Consumer Affairs has the responsibility for Incorporated Associations in the State of Victoria. The Department, from time to time, reviews the Model Rules that it provides to assist Incorporated Associations. When the Model Rules are updated any changes that differ from any existing association Rules take precedence over those previously stated conditions.

The Associations Incorporation Reform Act 2012 generated the Associations Incorporation Reform Regulations 2023 along with a revised version of the Model Rules. The VRRDA Rules, below, should be read in conjunction with those 2023 Model Rules and any subsequent amendments.)

1. NAME

The name of the incorporated association is the Victorian Rock'n'Roll Dance Association Incorporated (VRRDA).

Statement of Purpose

The purpose of the Victorian Rock'n'Roll Dance Association Inc is to promote, preserve and enhance Rock'n'Roll dancing.

The VRRDA will work to achieve this by:

- 1.1. Exploring and developing opportunities to encourage participation in Rock'n'Roll dancing.
- 1.2. Presenting the annual Victorian Rock'n'Roll Dance State Championships. The State Championships provide opportunities to:
 - 1.2.1 Encourage motivated dancers to achieve higher skill levels.
 - 1.2.2 Demonstrate excellence in Rock'n'Roll dancing.
 - 1.2.3 Promote participation in Rock'n'Roll dancing.
 - 1.2.4 Provide a best practise model for the conduct of other Rock'n'Roll dance competitions.
- 1.3. Encouraging others to conduct Rock'n'Roll dance competitions and by assisting with the presentation of such competitions.
- 1.4. Exploring and developing opportunities to assist Rock'n'Roll dance clubs and dance schools to operate effectively and to attract and retain participants.

2. DEFINITIONS

In these rules, unless otherwise defined:

"VRRDA"	Means the Victorian Rock'n'Roll Dance Association Incorporated.
"Committee"	Means the Committee of Management of the VRRDA.
"General Meeting"	Means either the Annual General Meeting or a Special General Meeting.
"The Act"	Means the Associations Incorporation Act 1981, as amended from time to time.
"The Regulations"	Means the Regulations under the Act.

2.1 In these rules, a reference to the **Secretary** of the VRRDA is a reference:

- a) to that person who is elected under these rules as Secretary of the Association

- b) in any other case, to the Public Officer of the VRRDA.
- 2.2 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretations Act 1958 and the Act as in force from time to time.
- 2.3 Headings and the Summary are for ease of reference only and shall not affect the interpretation or construction of this document.
- 2.4 The Constitution adopted on 22 November 1998, including all amendments since that date, is repealed.

3. MEMBERSHIP

- 3.1 Any person with an interest in Rock'n'Roll dancing is eligible to be a member of the VRRDA on payment of the Entrance Fee and annual subscription payable under these rules.
- 3.2 Application for membership of the VRRDA shall be made in writing on the form as set by the Committee from time to time and lodged with Secretary.
- 3.3 The Secretary, on receipt of the properly completed membership application as well as the Entrance Fee and annual subscription, shall enter the applicant's name in the register of members kept by him/her and, upon the name being so entered, the applicant becomes a Member of the association.
- 3.4 A right, privilege, or obligation of a person by reason of his/her membership of the VRRDA:
 - (a) May not be transferred to another person;
 - (b) Terminates upon the cessation of his/her membership.
- 3.5 A Rock'n'Roll club that is an incorporated association is eligible to apply for Organisation Membership of the VRRDA.

The conditions that apply to Organisation Membership are contained in clause 33.

4. SUBSCRIPTION FEES

The Committee shall determine the annual Member and Organisation Membership Subscription Fees and the Entrance Fee, if any, and the scheduled date of payment.

5. REGISTER OF MEMBERS

The Secretary shall keep a register of all Members and all Organisation Memberships. The Membership Register shall contain the full name, address and the date of entry of each Member and each Organisation Member.

6. THE COMMITTEE

- 6.1 The affairs of the VRRDA shall be managed by a Committee of Management elected in accordance with these Rules.
- 6.2 The Committee:
 - a) Shall control and manage the business and affairs of the VRRDA in the best interests of the VRRDA.
 - b) May, subject to these Rules, the Regulations and the Act, exercise all powers and functions as may be exercised by the VRRDA.
 - c) Subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as deemed to be essential for the proper management of the business and affairs of the VRRDA.
- 6.3 Subject to Section 23 of the Act, the Committee shall consist of
 - a) The four Officers of the Association; and
 - b) Four Ordinary Committee Members

all of whom shall be elected as Committee Members at the Annual General Meeting of the VRRDA in each year.

- 6.4 Each Ordinary Committee Member shall hold office until the next Annual General Meeting after the date of his/her election but is eligible for re-election.
- 6.5 A Committee Member may resign from the Committee at any time by giving this in writing to the Secretary.
- 6.6 If a Committee Member is absent from three consecutive Committee of Management meetings without a valid reason that Committee Member's position will be deemed to be vacant.
- 6.7 In the event of a casual vacancy in the Ordinary Committee Member positions, the Committee may appoint a Member of the VRRDA to the vacant position and the Member so appointed may continue as a Committee Member up to and including the conclusion of the Annual General Meeting next following the date of his/her appointment.
- 6.8 Only Committee Members may vote at a Committee Meeting.
- 6.9 Any Committee Member is only entitled to vote at any Committee Meeting if all money payable to the VRRDA as per clause 3 in relation to the Officer or Ordinary Committee Members membership has been paid.

7. OFFICERS

- 7.1 The officers of the VRRDA shall be:
 - President,
 - Vice President,
 - Secretary, and
 - Treasurer.
- 7.2 The provisions of Rule 21 of the Regulations apply to and are in relation to the election of persons to any of the officers listed in sub-clause 7.1
- 7.3 Each Officer of the VRRDA shall hold office until the next Annual General Meeting after the date of his/her election but is eligible for re-election.
- 7.4 An Officer may resign from that office and/or from the Committee at any time by giving this in writing to the Secretary.
- 7.5 In the event of a casual vacancy in any office referred to in sub-clause 7.1 the Committee may appoint another Committee Member to the vacant office. The person so appointed may continue in that office up to and including the conclusion of the next Annual General Meeting following the date of his or her appointment.

8. QUORUM

- 8.1 A quorum for the Committee shall be not less than four Committee Members, at least one of whom must hold an office as referred to in sub-clause 7.1.
- 8.2 A quorum for the Annual General Meeting and any General Meetings shall be four VRRDA members personally present (being members entitled under these rules to vote at a general meeting).

9. COMMITTEE MEETING PROCEDURES

- 9.1 The Committee shall meet at least four times per year; the dates and times of such meetings to be determined by the Committee.
- 9.2 The President shall preside at meetings of the Committee.
If the President is absent the Vice President shall preside and if both are absent one of the Committee members present shall be chosen to chair that meeting.

- 9.3 Questions arising at a Committee meeting shall be determined by a show of hands or, if demanded by a Committee Member, by a poll undertaken in a method as decided by the chairperson of that meeting.
- 9.4 Each Committee Member present at a meeting of the Committee is entitled to one vote, except as provided in sub-clause 9.5.
- 9.5 In the event of an equality of votes on any question, the chairperson of that meeting may exercise a second or casting vote.
- 9.6 Voting is not compulsory.
- 9.7 If, at a Committee meeting, a vote on any question is demanded by not less than three Committee Members, it shall be taken at that meeting in such manner as the chairperson of that meeting may direct and the resolution of the poll shall be deemed to be a resolution of the Committee on that question.

10. NOTICE OF COMMITTEE MEETINGS

Written notice of each Committee meeting shall be provided to each Committee Member by causing it to be delivered it to his or her postal address or electronic mail address no less than five days before the meeting.

Each Committee Member must ensure that the Secretary always has his/her current contact information for the transmission of such notices.

11. POLLING OF VOTES

- 11.1 A motion arising at a General Meeting of the VRRDA shall be determined by a show of hands, or if so resolved by the meeting, by a poll undertaken in the method as resolved.
- 11.2 At both a Committee Meeting and a General Meeting the chairperson of that meeting shall declare whether the motion has been carried or lost.
An entry to that effect is to be recorded in the minute book without the number of votes recorded in favour of or against that resolution.
- 11.3 At both a Committee Meeting and a General Meeting a Member is entitled, upon request, to have an entry made in the minute book recording his/her vote.

12. QUALIFICATION TO VOTE

- 12.1 A Member is not entitled to vote at any General Meeting unless all money payable to the VRRDA as per clause 3 has been paid.
- 12.2 Upon any motion arising at a General Meeting a Member has one vote only, except as provided in sub-clauses 12.4 and 33.4.
- 12.3 All votes shall be given personally; no proxy vote shall be accepted.
- 12.4 In the case of an equal number of votes being recorded at any General Meeting, the chairperson of that meeting is entitled to exercise a second or casting vote.

13. SUB-COMMITTEES

- 13.1 The Committee may appoint Sub-Committees when deemed appropriate to further the work of the VRRDA.
- 13.2 The composition and role of any such Sub-Committee is to be defined in writing in the resolution establishing the Sub-Committee.
- 13.3 Persons who are not Members of the VRRDA may be appointed as members of any Sub-Committee, provided that the Chairperson of each Sub-Committee is a member of the Committee of Management of the VRRDA.

14. SECRETARY

- 14.1 The Secretary of the VRRDA shall keep Minutes of the proceedings and resolutions of each General Meeting and each Committee Meeting in books

provided. Such Minutes, unless the Committee otherwise determines, shall be open to the public.

- 14.2 Copies of the Minutes, as per sub-clause 14.1, shall be forwarded to all Committee Members as soon as possible after each Committee meeting.

- 14.3 The accuracy of the Minutes of each General Meeting and each Committee Meeting shall be resolved at the next General Meeting or Committee Meeting and once adopted as a true and correct record, including any corrections included in the resolution of adoption, the appropriate pages of the minute book shall be signed by the chairperson of the meeting.

15. COMMON SEAL

- 15.1 The Common Seal of the VRRDA shall be kept in the custody of the Secretary

- 15.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the signatures of either of two Committee members or one Committee Member and the Public Officer of the VRRDA shall accompany the affixing of the Common Seal.

16. SERVICE OF NOTICES

Where a document is properly addressed and posted as a letter, the document shall, unless otherwise proved, be deemed to have been given in the time in which the letter would have been delivered in the ordinary course of post.

Where a document is properly addressed and is electronically transmitted, the document shall, unless otherwise proved, be deemed to have been given within a period no longer than 24 hours.

17. CONTROL OF DOCUMENTS

Except as otherwise directed by these Rules, all books, documents and securities of the VRRDA shall remain under the control of the Secretary of the VRRDA.

18. TREASURER

- 18.1 The Treasurer shall collect and receive all moneys due to the VRRDA and make all payments authorised by the Committee; and

- 18.2 The Treasurer shall keep correct books and accounts showing the financial affairs of the VRRDA with full details of all receipts and expenditure connected with the activities of the VRRDA.

19. AUDITOR

The auditor appointed by the VRRDA shall be a Member of some recognised institute of accountants and he/she, in every year, shall cause the VRRDA's books of account to be audited in accordance with approved practices and guidelines.

20. FINANCE

- 20.1 Funds for the VRRDA shall be derived from subscription fees, competitor and spectator fees, grants, donations, Entrance Fees (if any), fund-raising activities and other sources as the Committee determines.

- 20.2 These moneys shall be placed in a bank account in the name of the VRRDA.

- 20.3 The Treasurer shall oversee and direct all moneys received and the issuing of receipts, and ensure that all accounts that have been approved for payment by the Committee are paid.

- 20.4 The Treasurer and one other Member of the Committee shall sign all cheques and other negotiable instruments.

The Committee shall nominate from time to time as many Committee Members as may be appropriate to be approved to sign, with the Treasurer, such cheques and other negotiable instruments.

- 20.5 The VRRDA shall keep accounts for the year ending 30 June.
- 20.6 An accurate and up to date financial statement shall be presented by the Treasurer at each Committee meeting.
- 20.7 At the Annual General Meeting the Treasurer shall provide a statement of income and expenditure for the previous financial year that has been audited by the auditor appointed at the previous Annual General Meeting.
- 20.8 All financial accounts, books and documents of the VRRDA shall be available for inspection by all Members of the VRRDA.
- 20.9 The assets and the income of the VRRDA should be used for the benefit of the VRRDA and the services that are provided.

No portion of the assets and the income of the VRRDA shall be directly or indirectly distributed to its members, except as approved by the Committee as bona fide compensation for services undertaken or for authorised expenses incurred on behalf of the Committee.

21. ADJOURNMENT

- 21.1 The chairperson of a Committee meeting at which a quorum is present may, with the consent of the Committee, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 21.2 Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of a Committee meeting.
- 21.3 Except as provided in sub clause 21.1 and 21.2 it is not necessary to give notice of the resumption of an adjourned meeting or of the business to be transacted at the resumption of an adjourned meeting.

22. GENERAL MEETINGS

All meetings other than Committee meetings, Sub-Committee meetings and the Annual General Meeting shall be called Special General Meetings.

23. NOTICE OF GENERAL MEETING

- 23.1 The Secretary of the VRRDA shall, at least 21 days before the date of a General Meeting of the VRRDA, send to each Member of the VRRDA at the postal address or electronic mail address appearing in the Register of Members and Nominated Representatives a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

Each Member must ensure that the Secretary always has his/her current contact information for the transmission of such notices.

- 23.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

24. CONDUCT OF BUSINESS AT A GENERAL MEETING

- 24.3 All business that is transacted at a General Meeting and all business that is transacted at the Annual General Meeting shall be deemed to be special business.
- 24.4 The exception is that business specially referred to in these rules as being the ordinary business of the Annual General Meeting

- 24.5 Any Member wishing to bring any business before a General Meeting may give notice of that business in writing to the Secretary who shall include that business in the notice calling for the next General Meeting.
- 24.6 No item of business shall be transacted at a General Meeting unless a quorum is present during the time when the meeting is considering the item.

25. ANNUAL GENERAL MEETING

- 25.1 The VRRDA shall within three months after the end of the financial year convene an Annual General Meeting of Members and interested persons. The Committee shall determine the date of the Annual General Meeting.
- 25.2 The ordinary business of the Annual General Meeting shall be:
- To confirm the Minutes of the last Annual General Meeting,
 - To receive from the Committee reports upon the activities and transactions during the previous financial year,
 - To receive and consider the statement submitted to the VRRDA in accordance with Section 30 (3) of the Act,
 - To receive audited financial reports for the preceding financial year,
 - To elect Committee Members of the VRRDA.

26. ELECTION OF COMMITTEE MEMBERS

- 26.1 The nomination of any Member for election at the Annual General Meeting as a Committee Member of the VRRDA:
- a) Shall be made in writing by a Member of the VRRDA and must be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - b) Shall be delivered to the Secretary not less than seven days before the date of the Annual General Meeting.
- 26.2 If insufficient nominations are received to fill all vacancies on the Committee, further nominations shall be received at the Annual General Meeting.
- 26.3 Any ballot for the Committee Members of the VRRDA shall be conducted at the Annual General Meeting in the usual and proper manner as the Committee may direct.
- 26.4 At the first Committee Meeting following the Annual General Meeting the Committee shall elect the officers listed in sub-clause 7.1 from the Committee Members.

27. SPECIAL GENERAL MEETINGS

- 27.1 The Committee may convene a Special General Meeting of the VRRDA.
- 27.2 If more than 15 months has lapsed between Annual General Meetings, the Committee must convene a Special General Meeting.
- 27.3 The Committee shall on the written request of any five Members convene a Special General Meeting of the VRRDA.
- 27.4 The request for a Special General Meeting shall state the objects of the meeting and include an agenda of items to be raised. This shall be signed by the Members making the request and be sent to the Committee.
- 27.5 If the Committee does not convene a Special General Meeting that is held within one month of the request being sent, the five Members making the request may convene a Special General Meeting to be held not later than three months after that date.
- 27.6 A Special General Meeting convened by five Members shall be managed in the same manner as those General Meetings convened by the Committee. All

reasonable expenses incurred in convening the meeting shall be refunded by the VRRDA to the persons incurring the expenses.

28. RESIGNATION

- 28.3 A Member may resign from the VRRDA by giving four weeks notice in writing to the Secretary. Once the period of notice has expired, the Membership shall cease. Once the Membership has ceased, the Secretary shall make an entry in the Register of Members recording the date that the Membership ceased.
- 28.4 Once Organisation Membership has ceased the status of that group's Nominated Representative shall cease.

29. DISCIPLINE OF A MEMBER

- 29.1 If the Committee believes that a Member has:
- a) Refused to or neglected to comply with these Rules, and/or
 - b) Been guilty of conduct that is prejudicial to the interests of the VRRDA,
- The Committee may resolve to, in accordance with the Regulations:
- a) Expel a Member from the VRRDA, or
 - b) Suspend a Member from the VRRDA for a specified period.
- 29.2 Where the Committee passes a resolution under sub clause 29.1 the Secretary shall, as soon as possible, serve a notice in writing on the Member:
- a) Setting out the resolution of the Committee and the grounds on which it is based,
 - b) Stating that the Member may address the Committee at a meeting to be held between 14 and 28 days after the service of the notice
 - c) Informing the Member that they may do one or more of the following:
 - Request a date, place and time for this meeting;
 - Attend that meeting;
 - Give to the Committee before the date of that meeting written statements seeking the revocation of the resolution; and
- 29.3 At a meeting of the Committee held in accordance with sub clause 29.2, the Committee;
- a) Shall hear no business other than the question of the appeal;
 - b) Shall give to the Member an opportunity to be heard;
 - c) Shall present details of the grounds for the resolution and the reasons for the passing of the resolution;
 - d) Shall give due consideration to any written statement submitted by the Member; and
 - e) Shall vote, by secret ballot, to confirm or revoke the resolution.
- 29.3 At a meeting of the Committee convened under sub-clause 29.2 at least two thirds of the number of Committee Members present must vote in favour of the confirmation of the resolution for the resolution to be confirmed.

30. DISPUTES AND MEDIATION

- 30.1 This grievance procedure applies to disputes between a Member and the Committee.
- 30.2 The parties to the dispute must meet and, if possible, resolve the dispute within 14 days of the matter coming to the attention of all parties.
- 30.3 If the parties have been unable to resolve the dispute or no meeting has taken place within 14 days, a mediator must be appointed and another meeting held within 10 days.

- 30.4 The mediator must be chosen by agreement of the parties or if no agreement is reachable, the mediator must be chosen by the Committee.
- 30.5 At the mediation meeting the mediator must;
- a) Give each party every opportunity to be heard
 - b) Allow due consideration of any written statements submitted
 - c) Ensure natural justice is accorded to the parties throughout the process.
- 30.6 The mediator must not determine the dispute
- 30.7 If the mediation process does not resolve the dispute, the parties may seek resolution in accordance with the Act or at law.

31. WINDING UP

In the event of the winding up or the cancellation of the incorporation of the VRRDA, the assets of the VRRDA must be disposed of in accordance with the provisions of the Act.

32. ALTERATION OF NAME, STATEMENT OF PURPOSE OR RULES

These rules, statement of purpose and association name cannot be altered except in accordance with the Act.

33. ORGANISATION MEMBERSHIP

- 33.1 A Rock'n'Roll club or similar organisation that is a not for profit association incorporated in Victoria is eligible to apply for Organisation Membership of the VRRDA.

- 33.2 The conferring of Organisation Membership status for any organisation will be determined by the Committee of Management.

- 33.3 An application by an organisation for Organisation Membership of the VRRDA must be made in writing to the Secretary of the VRRDA.

As soon as is practicable after the receipt of an application, the Secretary shall refer the application to the Committee.

Once the application has been referred to the Committee, the Committee shall determine whether to approve the application.

If the Committee approves the application, the Secretary shall, as soon as possible, notify the applicant organisation in writing that the application has been approved.

The Secretary shall then, in writing, request payment that will include an Entrance Fee (if any) and the first annual Organisation Membership subscription fee.

- 33.4 Each Organisation Member is entitled to be represented at General Meetings of the VRRDA by one **Nominated Representative** who shall vote on behalf of the organisation they represent.

A Nominated Representative who is also a Member of the VRRDA is entitled to two votes at any General Meeting of the VRRDA.

A Nominated Representative who is not a Member of the VRRDA is entitled to one vote at any General Meeting of the VRRDA.

A Nominated Representative is only entitled to vote at any Meeting or General Meeting if all money payable to the VRRDA by the Organisation Member as per sub-clause 3.6 has been paid

- 33.5 Each Organisation Member may change their Nominated Representative from time to time.

Each Organisation Member must ensure that the Secretary always has the current contact information for their Nominated Representative.

- 33.6 All rights, privileges and/or obligations of a Member, except the opportunity to nominate for membership of the Committee:
- Shall apply to an Organisation Member.
 - Are not transferable to another Organisation Member or another Nominated Representative.
 - Will be terminated once the Organisation Membership ceases.
 - Once Organisation Membership ceases the status of that group's Nominated Representative shall cease.
- 33.7 Individuals who are members of a club or organisation which is an Organisation Member may apply for membership of the VRRDA. Membership of an Organisation Member club or organisation does not confer any individual membership status in the VRRDA.