



Geelong Archers Inc

Rules of Association 2018

Associations Incorporation Reform Act 2012



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SECTION 1 – PRELIMINARY

1. Name

The name of the Incorporated Association is "Geelong Archers Incorporated" hereinafter that may be abbreviated to the Association, Geelong Archers, GA or The Club.

2. Purposes

The purposes of Geelong Archers shall be to:

- 2.1 Promote the growth of archery by raising the profile and increase the awareness of the benefits of recreational, social and competitive archery, associated programs; and to provide an avenue for health, fitness and wellbeing;
- 2.2 Promote fair play, safety and enjoyment of archery through recognised codes of conduct;
- 2.3 Raise the skill level and performance of members through raising the standard of club management, the standards of coaching and officiating;
- 2.4 Encourage the development of opportunities and programs aimed at improving access, equity and participation in all areas of archery and the club;
- 2.5 Create a level of access and affordability for people regardless of their ethnic, physical, social, religious or economic background;
- 2.6 Represent members in all matters relating to archery with external organisations;
- 2.7 Enforce the observance of the rules of archery competition at all levels.

3. Financial Year

The Financial Year of the Association is each period of 12 months ending on 30 June in each year.

4. Definitions

In these Rules:

- 4.1 **Absolute Majority** of a General Meeting or the Committee, means a unanimous vote of the Committee members currently holding office and entitled to vote at the time (as distinct from a simple majority of Committee members present at a Committee Meeting) or members present and entitled to vote at a General Meeting;
- 4.2 **Administrator** means a member of the Committee responsible for maintaining the National IMG Membership Data Base, and shall be the Treasurer unless a member has been appointed to this position;
- 4.3 **Article** means each specific paragraph defined by a particular number, eg 1. Name;
- 4.4 **Associate Member** means a member referred to in Clause 7.3.5;
- 4.5 **Chairperson** of a General Meeting or Committee Meeting, means the person chairing the meeting as required under Clause 9.2.3;
- 4.6 **Clause** means each specific paragraphs defined by particular numbers within the Article, eg Article 2. Purposes Clause 2.1.
- 4.7 **Executive Committee** means the Committee having management of the business of the Association;
- 4.8 **Executive Committee Meeting** means a meeting of the Committee held in accordance with these Rules;
- 4.9 **Executive Committee Member** means a member of the Committee elected or appointed under Clause 9.2;
- 4.10 **Disciplinary Appeal Meeting** means a meeting of the members of the Association



convened under Clause 7.4.5;

- 4.11 Disciplinary Meeting** means a meeting of the Committee convened for the purposes of Clause 7.4.3;
- 4.12 Disciplinary Sub-Committee** means the Sub-Committee appointed under Clause 7.4.2;
- 4.13 Financial Year** means the 12 month period specified in Article 3;
- 4.14 General Meeting** means a General Meeting of the members of the Association convened in accordance with Section 4 and includes an Annual General Meeting, a Special General Meeting and a Disciplinary Appeal Meeting;
- 4.15 Member** means an Ordinary Member of the Association, as defined under Article 7 Membership, and Geelong Archers By-Laws Version 4, September 2014;
- 4.16 Member Entitled to Vote** means a member who under Clause 7.3.4 is entitled to vote at a General Meeting;
- 4.17 Member Protection Information Officer** means a person appointed by the Committee to comply with the Archery Australia Inc Member Protection Policy;
- 4.18 Membership Data Base** means either the Register of Members or Membership File;
- 4.19 Motion** means a proposed resolution before it is adopted (passed or carried);
- 4.20 Notice of Motion** means the intention of members giving notice of their intention to move certain motions at the next meeting;
- 4.21 Proxies** means members appointed by other members to vote and speak on their behalf at General Meetings as determined under Article 8.5;
- 4.22 Registrar** means the Registrar of Incorporated Associations;
- 4.23 Simple Majority** means at least 51% of Committee Members present at a Committee Meeting and entitled to vote, and club members present at a General Meeting and entitled to vote, or represented by proxies;
- 4.24 Special Resolution** means a resolution that requires not less than three - quarters of the members voting at a General Meeting, whether in person or by proxy, to vote in favour of the a Motion or Notice of Motion;
- 4.25 Sub-Clause** means each specific paragraphs defined by 4 particular numbers within a Clause, eg Clause 7.3.1 Sub-Clause 7.3.3.1.
- 4.26 The Act** means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;
- 4.27 Webmaster** means a person appointed by the Committee to manage the website;

SECTION 2 – POWERS OF ASSOCIATION

5. Powers of Association

- 5.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 5.2 Without limiting Clause 6.1 the Club may:
- 5.2.1 Acquire, hold and dispose of real or personal property;
- 5.2.2 Open and operate accounts with financial institutions;
- 5.2.3 Invest funds in any security in which trust funds may lawfully be invested;
- 5.2.4 Raise and borrow money on any terms and in any manner as it thinks fit;



- 5.2.5 Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- 5.2.6 Appoint agents to transact business on its behalf;
- 5.2.7 Enter into any other contract it considers necessary or desirable.
- 5.2.8 The club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for Profit Organisation

- 6.1 The Club shall not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2 Clause 6.1 does not prevent the Club from paying a member:
 - 6.2.1 Reimbursement for expenses properly incurred by the member; *or*
 - 6.2.2 For goods or services provided by the member; *or*
 - 6.2.3 If this is done in good faith on terms no more favourable than if the member was not a member.

SECTION 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

7. Membership

7.1 Minimum Number Of Members

Geelong Archers shall have at least (five) 5 members.

7.2 Who is Eligible to be a Member

Any person who supports the Purposes of Geelong Archers is eligible for membership.

7.3 Application for Membership

To apply to become a member of Geelong Archers all persons shall submit the Application For Membership Form to a Committee member stating that:

- 7.3.1 The person wishes to become a member of Geelong Archers; *and*
 - 7.3.1.1 Supports the Purposes of the club; *and*
 - 7.3.1.2 Agrees to comply with the Geelong Archers Code of Conduct;
 - 7.3.1.3 Agrees to comply with these Rules;
 - 7.3.1.4 The Application:
 - Shall be signed by the Applicant; *and*
 - Shall be supported by a Proposer; *and*
 - Shall be supported by a Seconder; *and*
 - May be accompanied by a Joining Fee as determined by the Committee from time to time, or included with the Membership Application Form.
- 7.3.2 Consideration of Applications
 - 7.3.2.1 As soon as practicable after an application for membership is received, the Committee shall determine by resolution whether to accept or reject the application.
 - 7.3.1.1 The Committee shall notify the applicant in writing of its decision as soon as practicable after the decision is made.
 - 7.3.1.2 If the Committee rejects the application, it shall return any money accompanying



the application to the applicant.

7.3.1.3 No reason need be given for the rejection of an application.

7.3.2 New Membership:

If an application for membership is approved by the Committee:

7.3.2.1 The resolution to accept the membership shall be recorded in the minutes of the committee meeting; *and*

7.3.2.2 The Secretary shall, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the Membership Data Base.

7.3.2.3 A person becomes a member of the Association and, subject to Clause 7.3.5 is entitled to exercise his or her rights of membership from the date, whichever is the latter, on which:

- The Committee approves the person's membership; *or*
- The person pays the joining fee.

7.3.3 Annual Membership Fee and Joining Fee

7.3.3.1 At each Annual General Meeting, the GA members present or appointed proxies and entitled to vote shall determine:

- The amount of the annual Membership Fee for the following financial year; *and*
- The date for payment of the Membership Fee;

7.3.3.2 The GA members may determine that a lower Membership Fee is payable by Associate Members.

The GA members may determine that any new member who joins after the start of a financial year shall, for that financial year, pay a fee equal to:

- The full Membership Fee; *or*
- A pro rata Membership Fee based on the remaining part of the financial year; *or*
- A fixed amount as determined from time to time by the Archery Australia Membership Fee common date of joining as distinct from annual GA Membership Fees that shall recognise and follow the Archery Australia common date.

7.3.3.3 The rights of a member (including the right to vote) who has not paid the Membership Fee by the due date are suspended until the fee is paid.

7.3.4 General Rights of Members

7.3.4.1 A member of Geelong Archers who is entitled to vote has the right to:

- Receive notice of General Meetings and of proposed special Motions or Notices of Motion in the manner and time prescribed by these Rules; *and*
- Submit items of business for consideration at General Meetings; *and*
- Attend and be heard at General Meetings; *and*
- Vote at a General Meetings; *and*
- Have access to the minutes of General Meetings and other documents of the Association as provided under Clause 9.12; *and*
- Inspect the Membership Data Base.

7.3.4.2 A member as defined under the By-Laws Article 1 Membership is entitled to vote if:

- The member is a member other than an Associate Member (Non-Shooting); *and*
- More than 10 business days have passed since he or she became a member



- of the Association; *and*
- The member's membership rights have not been suspended for any reason.

7.3.5 Associate Members

7.3.5.1 Associate Members are defined as:

- Refer to Geelong Archers By-Laws (Appendix 7) and Archery Australia Inc Membership Policy; *and*
- Members who are entitled to vote on each agenda item at Annual General Meetings and Special General Meetings; *and*
- Members who may hold Executive Committee positions.

7.3.6 Rights not Transferable

The rights of any member category are not transferable and end when membership ceases.

7.3.7 Ceasing Membership

7.3.7.1 The membership of a person ceases on resignation, expulsion or death.

7.3.7.2 If a person ceases to be a member of the Club, the Secretary shall, as soon as practicable, update the Membership Data Base.

7.3.8 Resigning as a Member

7.3.8.1 A member may resign by notice in writing or verbal advice provided to the Secretary.

7.3.8.2 A member is taken to have resigned if:

- The member's annual Membership Fee is more than 12 months in arrears; *or*
- There is no Membership Fee payable; *and*

7.3.9 Membership Data Base

7.3.9.1 The Secretary in conjunction with the Treasurer shall keep and maintain a Membership Data Base that includes for each current member:

- The member's name;
- The address for notice last given by the member;
- The date of becoming a member;
- If the member is an Associate Member, a note to that effect;
- Any other information determined by the Committee; *and*
- For each former member, the date of ceasing to be a member.

7.3.9.2 Any member may, at a reasonable time and free of charge, inspect the Membership Data Base.

Note:

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Membership Data Base.



7.4 Disciplinary Action

7.4.1 Grounds for Taking Disciplinary Action

The club may take disciplinary action against a member in accordance with this Section if it is determined that the member:

- 7.4.1.1 Has failed to comply with these Rules; *or*
- 7.4.1.2 Refuses to support the purposes of Geelong Archers; *or*
- 7.4.1.3 Has engaged in conduct prejudicial to Geelong Archers.

7.4.2 Disciplinary Sub-Committee

7.4.2.1 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee shall appoint a Disciplinary Sub-Committee to hear the matter and determine what action, if any, to take against the member.

7.4.2.2 The members of the Disciplinary Sub-Committee:

- May be Committee Members, or members of the Club; *but*
- Shall declare any possible conflict of interest during the selection or appointment process.

7.4.3 Notice to Member

7.4.3.1 Before any process of disciplinary action is taken against a member, the Secretary shall provide written notice to the member:

- Stating that the Association proposes to take disciplinary action against the member; *and*
- Stating the grounds for the proposed disciplinary action; *and*
- Specifying the date, place and time of the meeting at which the disciplinary Sub-Committee intends to consider the disciplinary action (the *Disciplinary Meeting*); *and*
- Advising the member that he or she may do either or both of the following:
 - i. Attend the Disciplinary Meeting and address the Disciplinary Sub-Committee at that meeting; *or*
 - ii. Provide a written statement to the Disciplinary Sub-Committee at any time before the Disciplinary Meeting; *and*
- Setting out the member's appeal rights under Clause 7.4.6.

7.4.3.2 The notice shall be provided no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

7.4.4 Decision of Sub-Committee

7.4.4.1 At the Disciplinary Meeting, the Disciplinary Sub-Committee shall:

- Provide the member an opportunity to be heard; *and*
- Consider any written statement submitted by the member.

7.4.4.2 After complying with Clause 7.4.5 the Disciplinary Sub-Committee may:

- Take no further action against the member; *or*
- Subject to Sub-Clause 7.4.4.3:
 - i. Reprimand the member; *or*
 - ii. Suspend the membership rights of the member for a specified period; *or*



iii. Expel the member from the club.

7.4.4.3 The Disciplinary Sub-Committee shall not fine the member.

7.4.4.4 The suspension of membership rights or the expulsion of a member by the Disciplinary Sub-Committee under this rule takes effect immediately after the vote is passed.

7.4.5 Appeal Rights

7.4.5.1 A person whose membership rights have been suspended or who has been expelled from the club under Clause 7.4.4 may give notice to the effect he or she wishes to appeal against suspension or expulsion.

7.4.5.2 The notice shall be in writing and provided:

- To the Chairperson of the Sub-Committee not later than 24 hours after the vote to suspend or expel the person is taken; *or*
- To the Secretary not later than 48 hours after the vote.

7.4.5.3 If a person is given notice under Sub-Clause 7.4.5.2, a Disciplinary Appeal Meeting shall be convened as soon as practical, but in any event not later than 21 days after the notice is received.

7.4.5.4 Notice of the Disciplinary Appeal Meeting shall be given to each member of the club who is entitled to vote as soon as practical and shall:

- Specify the date, time and place of the meeting; *and*
- State:
 - i. The name of the person against whom the disciplinary action has been taken; *and*
 - ii. The grounds for taking that action; *and*
 - iii. That at the Disciplinary Appeal Meeting the members present shall vote on whether the decision to suspend or expel the person should be upheld or revoked.

7.4.6 Conduct of Disciplinary Appeal Meeting

7.4.6.1 At a Disciplinary Appeal Meeting:

- No business other than the question of the appeal shall be conducted; *and*
- The Committee shall state the grounds for suspending or expelling the member and the reasons for taking that action; *and*
- The person whose membership has been suspended or has been expelled shall be given an opportunity to address the meeting.

7.4.6.2 After complying with Sub-Clause 7.4.6.1 the members present and entitled to vote at the meeting shall vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

7.4.6.3 A member shall not vote by proxy at the meeting.

7.4.6.4 The decision shall only be upheld if the vote is passed by a 75% majority of those members present and entitled to vote.

7.5 Grievance Procedure

7.5.1 Application

7.5.1.1 The grievance procedure set out in this Section applies to disputes under these Rules between:

- A member and another member; *or*



- A member and the Committee; *or*
- A member and the club.

7.5.1.2 A member shall not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

7.5.2 Parties Shall Attempt to Resolve the Dispute

7.5.2.1 The parties to a dispute shall attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

7.5.3 Member Protection Information Officer

7.5.3.1 A Member Protection Information Officer shall be appointed by the Committee from suitably qualified applicants, within the requirements of the Archery Australia and Geelong Archers Member Protection Policies; who shall initially attempt to resolve disputes arising under Clause 7.5.1

7.5.4 Appointment of Mediator

If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clauses 7.5.2 and 7.5.3 the parties shall within 10 days:

- Notify the Committee of the dispute; *and*
- Agree to or request the appointment of an independent mediator; *and*
- Attempt in good faith to settle the dispute by mediation.

7.5.4.2 The independent mediator shall be:

- A person chosen by agreement between the parties; *or*
- In the absence of agreement:
 - i If the dispute is between a member and another member, the Member Protection Information Officer; *or*
 - ii If the dispute is between a member and the Committee or the club, a person appointed or employed by the Dispute Settlement Centre of Victoria.

7.5.5 Mediation Process

7.5.5.1 The mediator to the dispute, in conducting the mediation shall:

- Give each party every opportunity to be heard; *and*
- Allow due consideration by all parties of any written statement submitted by any party; *and*
- Ensure that natural justice is accorded to the parties throughout the mediation process.

7.5.5.2 The mediator shall not determine the dispute.

7.5.6 Failure to Resolve Dispute by Mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

SECTION 4 – GENERAL MEETINGS OF THE ASSOCIATION

8. General Meetings

8.1 Annual General Meetings



- 8.1.1 The Committee shall convene an Annual General Meeting of the Association to be held within 5 months after the end of each financial year.
- 8.1.2 Despite Clause 8.1.1 the Association may hold its first Annual General Meeting at any time within 18 months after its Incorporation.
- The Committee shall determine the date, time and place of the Annual General Meeting.
- 8.1.3 The Ordinary Business of the Annual General Meeting is as follows:
- 8.1.3.1 Attendance of Members
- 8.1.3.2 Apologies
- 8.1.3.3 To confirm the Minutes of the previous Annual General Meeting and any Special General Meetings held since then;
- 8.1.3.4 Business Arising from the Minutes
- 8.1.3.5 To Receive and Consider:
- The Annual Report of the Committee on the activities of the club during the preceding financial year;
 - The Financial Statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
- 8.1.3.6 To elect or appoint the members of the Committee;
- 8.1.3.7 To confirm or vary the amounts (if any) of the Annual Membership Fee and Joining Fee.
- 8.1.4 The Annual General Meeting may also conduct any other Business of Which Notice Has Been Given in accordance with these Rules.
- 8.2 Special General Meetings**
- 8.2.1 Any General Meeting of Geelong Archers, other than an Annual General Meeting or a Disciplinary Appeal Meeting, is a Special General Meeting.
- 8.2.2 The Committee may convene a Special General Meeting whenever it thinks fit.
- 8.2.3 No business other than that set out in the notice under Clause 8.4 may be conducted at the meeting.
- Note:** General Business may be considered at the meeting if it is included as an item for consideration in the notice under Clause 8.4 and a simple majority of members at the meeting agree.
- 8.3 Special General Meeting Held at Request of Members**
- 8.3.1 The Committee shall convene a Special General Meeting if a request to do so is made in accordance with Clause 8.3.2 by at least 10% of the total number of members.
- 8.3.2 A request for a Special General Meeting shall:
- 8.3.2.1 Be submitted to the Secretary in writing; *and*
- 8.3.2.2 State the business to be considered at the meeting and any Notices of Motion to be proposed; *and*
- 8.3.2.3 Include the names and signatures of the members requesting the meeting; *and*
- 8.3.3 If the Committee does not convene a Special General Meeting within 1 month after the date on which the request is made, the members making the request (or any one of them) may convene the Special General Meeting.
- 8.3.4 A Special General Meeting convened by members under Clause 8.3.3:
- 8.3.4.1 Shall be held within 3 months after the date on which the original request was made; *and*



8.3.4.2 May only consider the business stated in that request.

8.3.5 The Association shall reimburse all reasonable expenses incurred by the members convening a Special General Meeting under Clause 8.3.3.

8.4 Notice of General Meetings

8.4.1 The Secretary (or in the case of a Special General Meeting convened under Clause 8.3.1 the members convening the meeting) shall give to each member of the Club:

8.4.1.1 At least 21 days' notice of a General Meeting if a special resolution is to be proposed at the meeting; *or*

8.4.1.2 At least 14 days' notice of a General Meeting in any other case.

8.4.2 The notice shall:

8.4.2.1 Specify the date, time and place of the meeting; *and*

8.4.2.2 Indicate the general nature of each item of business to be considered at the meeting; *and*

8.4.2.3 If a special Notice of Motion is to be proposed:

- State in full the proposed Notice of Motion; *and*
- State the intention to propose the Notice of Motion as a Special Item of Business; *and*

8.4.2.4 Comply with Clause 8.4.1

8.4.3 This rule does not apply to a Disciplinary Appeal Meeting.

Note: Sub-Clause 7.4.3.2 sets out the requirements for notice of a Disciplinary Appeal Meeting.

8.5 Proxies

8.5.1 A member may appoint another member as his or her proxy to speak and vote on his or her behalf at a General Meeting other than at a Disciplinary Appeal Meeting.

8.5.1 The appointment of a proxy shall be in writing and signed by the member making the appointment

The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

8.5.2 Notice of a General Meeting given to a member under Clause 8.4 shall:

8.5.4.1 State that the member may appoint another member as a proxy for the meeting; *and*

8.5.4.2 Include a copy of the Form of Appointment of Proxy shall be that approved under the Geelong Archers By-Laws Version 6 February 2017 Appendix 4.

8.5.3 A form appointing a proxy shall be submitted to the Chairperson of the meeting or Secretary 24 hours prior to the commencement of the meeting.

8.5.4 A form appointing a proxy sent by post or electronically shall be of no effect unless it is received by the Secretary or Chairperson of the meeting no later than 24 hours before the commencement of the meeting.

8.6 Use of Technology

8.6.1 A member not physically present at a General Meeting may be permitted to participate in the meeting by the use of such electronic technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.



8.6.2 For the purposes of this Section, a member participating in a General Meeting as permitted under Clause 8.6.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

8.7 Quorum at General Meetings

8.7.1 No business may be conducted at a General Meeting unless a quorum of members is present.

8.7.2 The quorum for a General Meeting is the presence (physically, by proxy or as allowed under Clause 8.6) shall be at least 10% of the members present and entitled to vote.

8.7.3 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:

8.7.3.1 In the case of a meeting convened by, or at the request of members under Clause 8.3 – the meeting shall be dissolved;

Note: If a meeting convened by, or at the request of, members is dissolved under this Clause, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another Special General Meeting, the members shall make a new request under Clause 8.3.

8.7.3.2 In any other case:

- The meeting shall be adjourned to a date not more than 21 days after the adjournment; *and*
- Notice of the date, time and place to which the meeting is adjourned shall be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

8.7.4 If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under Sub-Clause 8.7.3.2, the members present at the meeting (if not less than 5) may proceed with the business of the meeting as if a quorum were present.

8.8 Adjournment of General Meeting

8.8.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time and place as may be determined.

8.8.2 Without limiting Clause 8.8.1, a meeting may be adjourned:

8.8.2.1 If there is insufficient time to deal with the business at hand; *or*

8.8.2.2 To give the members more time to consider an item of business.

8.8.2.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

8.8.3 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting shall be given in accordance with Clause 8.4.

8.9 Voting at a General Meeting

8.9.1 On any question arising at a General Meeting

8.9.1.1 Subject to Clause 8.9.3, each member who is entitled to vote has one vote; *and*

8.9.1.2 Members may vote personally or by proxies; *and*

8.9.1.3 Except in the case of a special resolution, the question shall be decided on a simple majority of votes.



- 8.9.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 8.9.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 8.9.4 This rule does not apply to a vote at a Disciplinary Appeal Meeting conducted under Clause 7.4.6.

8.10 Special Resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note: In addition to certain matters specified in the Act, a Special Resolution is required to:

- Remove a Committee Member from office; *and*
- Amend these Rules, including changing the name or any of the Purposes of the Association.

8.11 Determining Whether A Resolution Is Carried

- 8.11.1 Subject to Clause 8.9, the Chairperson of a General Meeting may, on the basis of a show of hands, or the result of a secret ballot regarding elections declare that a Motion or Notice of Motion has been:

- 8.11.1.1 Carried unanimously; *or*
- 8.11.1.2 Carried by a 75% majority; *or*
- 8.11.1.3 Carried by a simple majority; *or*
- 8.11.1.4 Lost.

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

- 8.11.2 If a poll (where votes are cast in writing) is demanded by three or more members on any question:
- The poll shall be taken at the meeting in the manner determined by the Chairperson of the meeting; *and*
 - The Chairperson shall declare the result of the resolution on the basis of the poll.
- 8.11.3 A poll demanded on the election of the Chairperson or on a question of an adjournment shall be taken immediately.
- 8.11.4 A poll demanded on any other question shall be taken before the close of the meeting at a time determined by the Chairperson.

8.12 Minutes of General Meetings

- 8.12.1 The Committee shall ensure that Minutes are taken by the Secretary or an appointed Minute Secretary shall be kept for each General Meeting.
- 8.12.2 The minutes shall record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 8.12.3 In addition, the minutes of each Annual General Meeting shall include:
- The names of the members attending the meeting; *and*
 - Proxy forms provided to the Secretary or Chairperson of the meeting under Clause 8.5.1; *and*
 - The Financial Statements submitted to the members in accordance with Clause 8.1.3.5; *and*
 - The certificate signed by two Committee Members certifying that the Financial



Statements give a true and fair view of the financial position and performance of the Association; *and*

- Any audited accounts and auditor's report or report of a review accompanying the Financial Statements that are required under the Act.

SECTION 5 – COMMITTEE

9. COMMITTEE

9.1 Powers of Committee

9.1.1 Role and Powers:

- The business of the Association shall be managed by or under the direction of a Committee.
- The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by General Meetings of the members of the Association.
- The Committee may:
 - Appoint and remove staff;
 - Establish Sub-Committees consisting of members with Terms of Reference it considers appropriate.

9.1.2 Delegation

- The Committee may delegate to a member of the Committee, a Sub-Committee or staff, any of its powers and functions other than:
 - This power of delegation;
 - A duty imposed on the Committee by the Act or any other Law;
 - The delegation shall be in writing and may be subject to the conditions and limitations the Committee considers appropriate;
 - The Committee may, in writing, revoke a delegation wholly or in part.

9.2 Composition of Committee and Duties of Members

9.2.1 Composition of Committee

The Officers shall consist of a:

- President;
- Vice-President;
- Secretary;
- Treasurer;
- Member Protection Information Officer.

Ordinary Members may consist of but not limited to :

- Recorder;
- Property Officer;
- Field Marshall;



- Webmaster;
- Two additional Members.

Elected under Clause 9.3.5 with the exception of the Member Protection Information Officer and Webmaster who shall be appointed under Article 4 Definitions, Clauses 4.17 and 4.27.

9.2.2 General Duties

9.2.2.1 As soon as practicable after being elected or appointed to the Committee, each Committee Member shall become familiar with these Rules and the Act.

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

9.2.2.3 Committee Members shall exercise their powers and discharge their duties with reasonable care and diligence.

9.2.2.4 Committee Members shall exercise their powers and discharge their duties:

- In good faith in the best interests of Geelong Archers; *and*
- For a proper purpose: *and*
- Committee Members and former Committee Members shall not make improper use of their position or any previous position; *or*
- Information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Geelong Archers.

Note: See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

9.2.2.5 In addition to any duties imposed by these Rules, a Committee Member shall perform any other duties imposed from time to time by resolution at a General Meeting.

9.2.3 President and Vice-President

9.2.3.1 Subject to Sub-Clause 9.2.3.2 the President or, in the President's absence, the Vice-President is the Chairperson for any General Meetings and for any Committee Meetings.

9.2.3.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting shall be:

- In the case of a General Meeting - a member elected by the other members present; *or*
- In the case of a Committee meeting - a Committee Member elected by the other Committee Members present.

9.2.4 Secretary

9.2.4.1 The Secretary shall perform any duty or function required under the Act to be performed by the Secretary of an Incorporated Association.

9.2.4.2 The Secretary shall:

- In conjunction with the Treasurer maintain the Club Membership Database in accordance with Clause 7.3.9, and the Archery Australian National Data Base; *and*
- Keep custody of the Geelong Archers Inc Common Seal and, except for the Financial Records referred to in Clause 9.2.5 all books, documents and securities of the Association in accordance with Clause 9.2.5; *and*



- Subject to the Act and these Rules, provide members with access to the Membership Data Base, the minutes of General Meetings and other books and documents; *and*
- Act as the Committee Member responsible for the day-to-day management and administration of the club, and the Officer responsible for all internal and external correspondence via electronic or otherwise means of the club; unless otherwise undertaken by the President or his or her representative; *and*
- Perform any other duty or function imposed on the Secretary by these Rules.

9.2.4.3 The Secretary shall provide to the Registrar notice of his or her appointment within 14 days after the appointment.

9.2.5 Treasurer

9.2.5.1 The Treasurer shall receive all moneys paid to or received by Geelong Archers and issue receipts for those moneys in the name of the Geelong Archers; *and*

- Ensure that all moneys received are deposited into the Bank Account of Geelong Archers Inc within a reasonable number of working days after receipt, either by personal deposit or electronic means; *and*
- Make any payments authorised by the Committee or by a General Meeting of Geelong Archers from club funds; *and*
- Ensure cheques shall be signed by at least 2 Committee Members.

9.2.5.2 The Treasurer shall:

- Ensure that the Financial Records of Geelong Archers are kept in accordance with the Act; *and*
- Coordinate the preparation of the Annual Financial Statements of Geelong Archers and their certification by the Committee prior to their submission to the Annual General Meeting of Geelong Archers.
- The Treasurer shall ensure that at least one other Committee Member has access to the accounts and Financial Records of Geelong Archers.

9.3 Election of Committee Members and Terms of Office

9.3.2 Members Eligible to become a Committee Member

9.3.2.1 A member is eligible to be elected or appointed as a Committee Member if the member is:

- 18 years or over; *and*
- Entitled to vote at a General Meeting.

9.3.3 Positions to be Declared Vacant

9.3.3.1 This rule applies to:

- The first Annual General Meeting of the Association after its Incorporation; *or*
- Any subsequent Annual General Meeting of the Association, after the Annual Report and Financial Statements of the Association have been received.

9.3.3.2 The Chairperson of the Annual General Meeting shall declare those positions on the Committee becoming vacant and hold elections for those positions in accordance with Clauses 9.3.4 to 9.3.7

9.3.4 Nominations

9.3.4.1 Prior to the Annual General Meeting and the election of each vacant position, the Secretary shall call for nominations to be submitted on the prescribed form at least 21



days prior to the meeting to fill the vacant positions in accordance with Clause 9.3.5.

9.3.4.2 Nominations for all vacant positions shall be received by the Secretary

9.3.4.3 An eligible member of the Association may:

- Nominate himself or herself with the provision the nominee secures a seconder; *or*
- With the member's consent, be nominated by another member including a seconder; and
- A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

9.3.5 Elections and Appointments

9.3.5.1 At the Annual General Meeting, separate elections shall be held for each of the following positions as their term of office concludes in accordance with Clause 9.3.8. Appointments shall be the responsibility of the Committee:

- President;
- Vice-President;
- Secretary;
- Treasurer;
- Ordinary Members.

9.3.5.2 If only one member or more than one member is nominated for election to a position, the Chairperson of the meeting shall declare a secret ballot shall be held in accordance with Clause 9.3.7.

9.3.5.3 On his or her election, the new President shall take office as President and Chairperson at the conclusion of the meeting.

9.3.6 Election of Ordinary Members

9.3.6.1 The Annual General Meeting shall by resolution decide the number of Ordinary Members of the Committee it wishes to hold office.

9.3.6.2 A single election may be held to fill all of those positions.

9.3.6.3 If the number of members nominated for the position of Ordinary Member is less than or equal to the number to be elected, a secret ballot shall be held.

9.3.6.4 If the number of members nominated exceeds the number to be elected, a ballot shall be held in accordance with Clause 9.3.7.

9.3.7 Ballot

9.3.7.1 A secret ballot shall be required for all elected positions, and the Chairperson of the meeting shall appoint two members to act as Returning Officers to conduct and act as scrutineers for the ballot.

9.3.7.2 The Returning Officers shall be independent, ie they shall not be a candidate nominated for any position.

9.3.7.3 Before the ballot is taken, each candidate may be invited to make a short speech in support of his or her election.

9.3.7.4 All elections shall be conducted by secret ballot.

9.3.7.5 The Returning Officers shall provide a piece of paper containing the names of the candidates for each position to:

- Each member present in person; *and*



- Each proxy appointed by a member.

Example:

If a member has been appointed the proxy of 5 other members, the member shall be given 6 ballot papers - one for the member and one each for the other members.

- 9.3.7.6 If the ballot is for a single position, the voter or the member appointed as a Proxy shall indicate on the ballot paper the candidate/s for whom they wish to vote for or reject.

9.3.7.7 If the ballot is for more than one position:

- The voter or the member appointed as a Proxy shall write on the ballot paper the name of each candidate for whom they wish to vote;
- The voter or the member appointed as a Proxy shall not write the names of more candidates than the number to be elected;
- Ballot papers that do not comply with Sub-Clause 9.3.7.6 shall not be counted.

- 9.3.7.8 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

- 9.3.7.9 The Returning Officers shall provide to the Chairperson or another appointed member of the Committee of the meeting the results only, who shall declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

- 9.3.7.10 If the Returning Officers are unable to declare the result of an election under Sub-Clause 9.3.7.9 because 2 or more candidates received the same number of votes, the Returning Officers shall:

- Conduct a further ballot for the position in accordance with Sub-Clauses 9.3.7.4 to 9.3.7.9 to decide which of those candidates is to be elected; *or*
- With the agreement of those candidates, decide by lot which of them is to be elected;
- Only announce the successful candidates names, and the ballot papers shall be destroyed.

Examples:

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

9.3.8 Term of Office

Subject to Clauses 9.3.8.3 to 9.3.9, each Committee Member holds office for a two year term until the positions of the Committee are declared vacant at the Annual General Meeting two years following their election.

- 9.3.8.1 A Committee Member may be re-elected, or re-appointed and in the case of the Member Protection Officer, and Webmaster and these Committee Members may be re-appointed by the Committee..

9.3.8.2 A General Meeting of Geelong Archers may:

- By special resolution remove a Committee Member from office; *and*
- Elect or appoint an eligible member of the Club to fill the vacant position for the remaining term of office in accordance with this Section.

- 9.3.8.3 A member who is the subject of a proposed special resolution under Clause 9.3.8.2 dot-point1 may make representations in writing to the Secretary or President of the Association (not exceeding 2 A4 pages) and



may request that the representations be provided to the members of the Association.

9.3.8.4 The Secretary or President may provide a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

9.3.9 Vacation of Office

9.3.9.1 A Committee Member may resign from the Committee by written notice addressed to the Secretary or President and may include the Committee in general.

9.3.9.2 A person ceases to be a Committee Member if he or she:

- Ceases to be a member of the Association; *or*
Fails to attend 3 consecutive Committee meetings (other than Special or urgent Committee Meetings) without leave of absence under Clause 9.4.10.
- Otherwise ceases to be a Committee Member by operation of Section 78 of the Act.

9.3.10 Filling Casual Vacancies

9.3.10.1 The Committee may appoint an eligible member of the Association to fill a position on the Committee that:

- Has become vacant under Clause 9.3.9; *or*
- Was not filled by election at the last Annual General Meeting.

9.3.10.2 If the position of Secretary becomes vacant, the Committee shall appoint a member to the position within 14 days after the vacancy arises.

9.3.10.3 Clause 9.3.8 applies to any Committee Member appointed by the Committee under paragraph 1 and Sub-Clause 9.3.8.1.

9.3.10.4 The Committee may continue to act despite any vacancy in its membership.

9.4 Committee Meetings

9.4.2 Ordinary Meetings

9.4.2.1 The Committee shall meet at least 4 times in each year at the dates, times and places determined by the Committee.

9.4.2.2 The date, time and place of the first Committee meeting shall be determined by the members of the Committee as soon as practicable after the Annual General Meeting of the Association at which the members of the Committee were elected.

9.4.1 Special Meetings may be convened by the President, Secretary or any 4 members of the Committee.

9.4.2 Urgent Meetings

9.4.2.1 Any resolution made at Urgent Meetings shall be passed by an absolute majority of the Committee.

9.4.2.2 The only business that may be conducted at an Urgent Meeting is the Business of Which Notice Has Been Given for which the meeting is so convened.

9.4.3 Notice of Meetings

9.4.3.1 Notice of each Committee meeting shall be provided to each Committee



member no later than 7 days before the date of the meeting.

9.4.3.2 Notice may be given of more than one Committee meeting at the same time.

9.4.3.3 The notice shall state the date, time and place of the meeting.

9.4.3.4 If a Special Committee meeting is convened, the notice shall include the general nature of the business to be conducted.

9.4.3.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

9.4.3.6 In cases of urgency, a Committee meeting may be held without notice being given in accordance with Clause 3, provided that as much notice as practicable is given to each Committee member by the quickest means practicable.

9.4.4 Procedure and Order of Business

9.4.4.1 The procedure to be followed at a meeting of a Committee shall be determined from time to time by the Committee.

9.4.4.2 The order of business may be varied from the published agenda, and shall be determined by the members present at the meeting.

9.4.5 Use of Technology

9.4.5.1 A Committee Member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee Member and the Committee members present at the meeting to clearly and simultaneously communicate with each other.

9.4.5.2 For the purposes of this Clause a Committee Member participating in a Committee meeting as permitted under Sub-Clause 9.4.7.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

9.4.6 Quorum

9.4.6.1 No business may be conducted at a Committee Meeting unless a quorum is present.

9.4.6.2 The quorum for a Committee meeting is the presence (in person or as allowed under Clause 9.4.7) of a majority of the Committee Members holding office.

9.4.6.3 If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting:

- In the case of a Special Meeting - the meeting lapses; *and*
- In any other case - the meeting shall be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned shall be given in accordance with Sub-Clause 9.4.6.3.

9.4.7 Voting

9.4.7.1 On any question arising at a Committee meeting, each Committee Member present at the meeting is entitled to one vote on any item of business.

9.4.7.2 A Motion or Notice of Motion is carried if a simple majority of Committee Members present at the meeting vote in favour of the motion.

9.4.7.3 Sub-Clause 9.4.7.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

9.4.7.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

9.4.7.5 Voting by proxy is not permitted at any Committee meeting.



9.4.8 Conflict of Interest

9.4.8.1 A Committee Member who has a material personal interest in a matter being considered at a committee meeting shall disclose the nature and extent of that interest to the Committee.

9.4.8.2 The Committee Member:

- Shall not be present while the matter is being considered at the meeting; *and*
- Shall not vote on the matter.

Note:

Under section 81(3) of the Act, if there are insufficient Committee Members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

9.4.8.3 This rule does not apply to a material personal interest:

- That exists only because the member belongs to a class of persons for whose benefit the Association is established; *or*
- That the member has in common with all, or a substantial proportion of, the members of the Association.

9.4.9 Minutes of Meeting

9.4.9.1 The Committee shall ensure that minutes are taken and kept of each committee meeting.

9.4.9.2 The minutes shall record the following:

- The names of the members in attendance at the meeting; *and*
- Apologies for non attendance; *and*
- Minutes of previous meeting; *and*
- The Business of Which Notice Has Been Given to be considered at the meeting; *and*
- Any resolution on which a vote is taken and the result of the vote; *and*
- The Business Arising From The Floor; *and*
- The date of the next meeting; *and*
- Any material personal interest disclosed under Clause 9.4.10.

9.4.10 Leave of Absence

9.4.10.1 The Committee may grant a Committee Member leave of absence from Committee Meetings for a period not exceeding 3 months.

9.4.10.2 The Committee shall not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

SECTION 6 – FINANCE

9.5 Source of Funds

The funds of the Association may be derived from Joining Fees, Annual Membership Fees, “Come ‘N’ Try” Courses, Introduction to Archery Courses, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.



9.6 Management of Funds

- 9.6.1. The Association shall open an account with a financial institution from which all expenditure of the Association is transacted and into which all of the Association's revenue is deposited.
- 9.6.1 Subject to any restrictions imposed by a General Meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 9.6.2 The Committee may authorise the Treasurer, approved by 3 additional Committee Members to expend funds on behalf of the Association (including via electronic funds transfer) up to a specified limit without requiring approval from a simple majority of the Committee for each item on which the funds are expended.
- 9.6.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by 2 Committee Members.
- 9.6.4 All funds of the Association shall be deposited into the financial account of the Association no later than 5 working days after receipt.
- 9.6.5 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

9.7 Financial Records

- 9.7.1 The Association shall keep Financial Records that:
 - 9.7.1.1 Correctly record and explain its transactions, financial position and performance;
and
 - 9.7.1.2 Enable Financial Statements to be prepared as required by the Act.
- 9.7.2 The Association shall retain the Financial Records for 7 years after the transactions covered by the records are completed.
- 9.7.3 The Treasurer shall keep in his or her custody, or under his or her control:
 - 9.7.3.1 The Financial Records for the current financial year; and
 - 9.7.3.2 Any other Financial Records as authorised by the Committee.

9.8 Financial Statements

- 9.8.1 For each financial year, the Committee shall ensure that the requirements under the Act relating to the Financial Statements of the Association are met, ie the Financial Statements shall be adopted by those members attending the Annual General Meeting (and any re-convened meeting) in person or by proxy, and lodged with Consumer Affairs Victoria by the Public Officer no later than 31 December in any one year; unless an extension has been sought and agreed to by CAV.
- 9.8.2 Without limiting Clause 9.8.1 those requirements shall include:
 - 9.8.2.1 The preparation of the Annual Financial Statements, ie the Profit and Loss Statement and Balance Sheet; *and*
 - 9.8.2.2 If required, the review ~~or auditing~~ of the Financial Statements; *and*
 - 9.8.2.3 The certification of the Financial Statements by the Committee; *and*
 - 9.8.2.4 The submission of the Financial Statements to the Annual General Meeting of the Association, or any reconvened meeting; *and*
 - 9.8.2.5 The lodgement with the Registrar of the Financial Statements and any accompanying reports, certificates, statements as may be deemed necessary and fee.



SECTION 7 – GENERAL

9.9 Common Seal

9.9.1 The Association ~~may~~ shall have a Common Seal.

9.9.2 ~~If the~~ The Association's ~~has a~~ Common Seal shall:

9.9.2.1 Include the name of the Association ~~shall appear~~ shown in legible characters on the Common Seal; *and*

9.9.2.2 Any legal document may only be sealed with the Common Seal by the authority of the Committee, and the sealing shall be witnessed by the signatures of two Committee Members; *and*

9.9.2.3 The Common Seal shall be kept in the custody of the Secretary/Public Officer.

9.10 Registered Address

9.10.1 The Registered Address of the Association is:

9.10.1.1 The address determined from time to time by resolution of the Committee; *or*

9.10.1.2 If the Committee has not determined an address to be the Registered Address - the postal address of the Secretary for the time being.

9.11 Notice Requirements

9.11.1 Any notice required to be given to a member or a Committee Member under these Rules may be given:

9.11.1.1 By handing the notice to the member personally; *or*

9.11.1.2 By sending it by post to the member at the address recorded for the member on the register of members; *or*

9.11.1.3 By email or facsimile transmission.

9.11.2 Clause 9.11.1 does not apply to a notice given under rule Clause 9.4.2.

9.11.3 Any notice required to be given to the Association or the Committee may be given:

9.11.3.1 By handing the notice to a member of the Committee; *or*

9.11.3.2 By leaving the notice at the Registered Address; *or*

9.11.3.3 If the Committee determines that it is appropriate in the circumstances:

- By email to the email address of the Association or the Secretary; *or*
- By facsimile transmission to the facsimile number of the Association.

9.12 Custody and Inspection of Books and Records

9.12.1 Members may on request inspect free of charge:

9.12.1.1 The Membership Data Base; *and*

9.12.1.2 The Minutes of General Meetings; *and*

9.12.1.3 Subject to Clause 9.12.2 the financial records, books, securities and any other relevant document of the Association, including Minutes of Committee Meetings.

Note: See note following Clause 7.3.9 for details of access to the Membership Data Base.

9.12.2 The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

9.12.3 The Committee shall on request make copies of these rules available to members and



applicants for membership free of charge.

9.12.4 Subject to Clause 9.12.2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

9.12.5 For purposes of this rule:

9.12.5.1 *Relevant Documents* means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- Membership Data Base;
- Financial Statements;
- Financial Records;
- Records and documents relating to transactions, dealings, business or property of the Association.

9.13 Dissolution

7.5.1. The Association ~~may~~ shall only be dissolved voluntarily by special resolution of the members.

7.5.2. In the event of dissolution or the cancellation of the Incorporation of the Association, the surplus assets of Geelong Archers shall not be distributed to any members or former members.

7.5.3. Subject to the Act and any court order made under Section 133 of the Act, the surplus assets shall 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.

7.5.4. The body to which the surplus assets are to be given shall be decided by special resolution.

9.14 Amendment of Rules of Association

9.14.1 The Rules of Association shall only be amended at an Annual General Meeting or Special General Meeting called for that purpose. Motions shall be advised to members not less than 30 days prior to the date of any meeting. Amendments to these motions shall be advised to members not less than 21 days prior to the date of the meeting.

9.14.2 Amendments shall only be affected by a special resolution passed by a 75% majority of those members present and entitled to vote.

Note: *Any amendments of these Rules shall not take effect unless or until approved by the Registrar. If these Rules (other than Articles 1. Name 2. Purposes or 3. Financial Year) are amended, the Association is taken to have adopted its own Rules of Association not the Model Rules.*