

**RULES**  
**For**  
**CECCHETTI BALLET AUSTRALIA INC.**

**Final Version as at**  
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## **Rules for Cecchetti Ballet Australia Inc.**

### **Note**

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

### **PART 1—PRELIMINARY**

#### **1 Name**

The name of the incorporated association is "Cecchetti Ballet Australia Incorporated".

#### **Note**

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

#### **2 Purposes**

(1) The purposes of the association are—

- (a) to regularise the status within the Commonwealth of Australia and its territories and the Dominion of New Zealand of that body of persons within Australia and its territories who have heretofore been members or associates of the Imperial Society of Teachers of Dancing, a company incorporated under the Companies Act 1929 of the United Kingdom with liability limited by guarantee
- (b) to regularise the status with Korea, Malaysia, Thailand, Taiwan, Philippines, and within any other country in Asia of those persons who have heretofore been members or associates of the Imperial Society of Teachers of Dancing or of those who may be members of Cecchetti International Classical Ballet, a corporation created by the grant of a charter by letters patent under the provisions of the Canada Corporations Act
- (c) to foster, promote, advance and sponsor the use of the Cecchetti method of classical ballet training
- (d) to foster, promote, advance and sponsor the development of the Cecchetti method of classical ballet
- (e) to provide instruction in the essence of the historical tradition of the Cecchetti method of classical ballet
- (f) to encourage and promote the development, growth and awareness of the profession and art of dance by interaction between members of the international dance profession
- (g) to sponsor and coordinate dance training in the Cecchetti method of classical ballet
- (h) to promote and enhance the status of dance in the context of the arts and education
- (i) to promote appropriate standards for Teachers credentials and curriculum used in the Cecchetti method of classical ballet training
- (j) to provide non-financial support and resources, including but not limited to examiners, to members residing in New Zealand and Asian countries.

- (2) The assets and income of the association shall be applied solely in furtherance of the above mentioned purposes.

### 3 Financial year

The financial year of the Association is each period of 12 months ending on 28 February or 29 February, whichever is the later in the year in question.

### 4 Definitions

In these Rules—

***absolute majority***, of the Council or a Committee, means a majority of the Council or Committee members currently holding office and entitled to vote at the time (as distinct from a majority of Council or Committee members present at a Council or Committee meeting);

***Active member***, means a member referred to in rule 14(1);

***Affiliated member***, means a member referred to in rule 14(5);

***Artist member***, means a member referred to in rule 14(9);

***Associate Provisional Registration member***, means a member referred to in rule 14(7);

***Branch***, means the group of members residing within a State/Territory of the nationally constituted Association being administered by a State Committee. (a) NSW and ACT form the NSW Branch; (b) SA and NT form the SA Branch; (c) VIC and TAS form the VIC Branch; (d) QLD forms the QLD Branch and (e) WA forms the WA Branch;

***Centre***, is a location within a Branch where examinations are conducted under the administration of the respective State Committee;

***Chairperson***, of a general meeting, Council meeting or Committee meeting, means the person chairing the meeting as required under rule 46;

***Committee***, means a State Committee;

***Committee meeting***, means a meeting of the State Committee held in accordance with these Rules;

***Committee member***, means a member of the State Committee elected or appointed under Division 3 of Part 5;

***Council***, means the National Council having management of the business of the Association;

***Council meeting***, means a meeting of the National Council held in accordance with these Rules;

***Council member***, means a member of the National Council being a State Representative elected or appointed under Division 3 of Part 5;

***Country centre***, means a centre more than 100kms from the GPO in their State or Territory;

***disciplinary appeal meeting***, means a meeting of the members of the Association convened under rule 23(3);

***disciplinary meeting***, means a meeting of the Committee convened for the purposes of rule 22;

***disciplinary subcommittee***, means the subcommittee appointed under rule 20;

*financial year*, means the 12 month period specified in rule 3;

*general meeting*, means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

*Honorary member*, means a member referred to in rule 14(4);

*Joint member*, means a member referred to in rule 14(8);

*Lapsed member*, means a member referred to in rule 14(11);

*Life member*, means a member referred to in rule 14(3);

*National Council*, means the Council made up of Council members;

*member*, means a member of the Association;

*member entitled to vote*, means a member who under rule 13(2) is entitled to vote at a general meeting;

*Non Active member*, means a member referred to in rule 14(2);

*Pre Registration member*, means a member referred to in rule 14(6);

*Secretary* as defined by the Act

*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 resolution;

*State Committee*, means a Committee made up of Committee members who administer a Branch;

*Student member*, means a member referred to in rule 14(10);

*the Act* means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

*the Registrar* means the Registrar of Incorporated Associations.

Words importing the singular number shall include the plural number and vice versa.

Words importing the masculine gender shall include the feminine gender, and vice versa.

## **PART 2—POWERS OF ASSOCIATION**

### **5 Powers of Association**

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
  - (a) with Council approval, acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) with Council approval, raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) with Council approval, secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### **6 Not for profit organisation**

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

#### **Note**

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

#### **7 Minimum number of members**

- (1) The members of the Association wherever situated in Australia, its territories and Internationally shall, notwithstanding the function of branch committees of the Association, constitute one body, and
- (2) The Association must have at least 7 voting members.

## **8 Who is eligible to be a member**

- (1) Any person who has achieved standards of proficiency so as to qualify to hold Associate, Associate Diploma, Licentiate, Licentiate Diploma or Fellowship Certificates as may have been awarded by the Association and supports the purposes of the Association is eligible for membership.
- (2) Any person who has achieved standards of proficiency so as to qualify to hold Associate, Associate Diploma, Licentiate, Licentiate Diploma or Fellowship Certificates as may have been awarded by Cecchetti International – Classical Ballet (a corporation created by grant of Charter by letters patent under the provisions of the Canada Corporations Act) and supports the purposes of the Association is eligible for membership.
- (3) Any person who on or before 30 June 2004 has achieved standards of proficiency so as to qualify to hold Associate, Associate Diploma, Licentiate, Licentiate Diploma or Fellowship Certificates in the Cecchetti Method as may have been awarded by the Imperial Society of Teachers of Dancing and supports the purposes of the Association is eligible for membership.
- (4) Any person who has been (1) awarded Life Membership of Cecchetti International – Classical Ballet, (2) awarded Life Membership of the Imperial Society of Teachers of Dancing in the Cecchetti Method or (3) awarded Life Membership by the Council of Cecchetti Ballet Australia Inc. and supports the purposes of the Association is eligible for membership.
- (5) Any person, whom Council seek to honour or who is recommended to Council by a Committee, who has gained distinction by their teaching, writing, performing, or creative art in the field of dance and who is not a member and supports the purposes of the Association is eligible for Honorary Membership only.
- (6) Any person, who is currently a member of another ballet organisation and supports the purposes of the Association, is an Affiliated member. This membership class has now closed for new membership.
- (7) Any person who has achieved standards of proficiency in all or any of the following Grade 6, Dance Spectrum 1 and 2, Intermediate, Advanced 1 or Advanced 2 and supports the purposes of the Association is eligible for restricted membership benefits as an Australian Student member.

## **9 Application for membership**

- (1) An invitation to become a member will be sent by the Secretary to a person after they have demonstrated that they qualify for membership.
- (2) To become a member of the Association, a person must submit a written application to a Council member stating that the person—
  - (a) wishes to become a member of the Association; and
  - (b) includes certified documentation, if requested, showing that the person qualifies for membership of the Association as stated in rule 8, and
  - (c) supports the purposes of the Association; and
  - (d) agrees to comply with these Rules and the Regulations and Procedures for Cecchetti Ballet Australia Inc. – State Committee, Examiners & Teachers and/or any other procedure manuals relevant to their position in the Association.



- (3) The application—
- (a) must be signed by the applicant; and
  - (b) may be accompanied by the joining/enrolment fee and/or any current year annual subscription due.

**Note**

The joining/enrolment fee is the fee (if any) determined by the Council under rule 12(2).

## **10 Consideration of application**

- (1) As soon as practicable after an application for membership is received unrelated to an invitation, the Council must decide by resolution whether to accept or reject the application for further processes as determined by the Regulations and Procedures for Cecchetti Ballet Australia Inc. to assess the applicant for qualification for membership within the rules.
- (a) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
  - (b) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
  - (c) No reason need be given for the rejection of an application.

**Note**

This would apply where a person was an ex-professional or member of another ballet organisation and wished to become a member of the Association.

## **11 New membership**

- (1) If an application for membership is approved by the Council—
- (a) the resolution to accept the membership must be recorded in the minutes of the Council meeting; and
  - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date on which the person pays the joining/enrolment fee.

## **12 Annual subscription and fee on joining**

- (1) From time to time the Council will determine—
- (a) the amount of the annual subscription (if any) for each class of membership for the following financial year; and
  - (b) the date for payment of the annual subscription.

- (2) The Council may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Council and that part of the current year subscription as set down in the Regulations and Procedures for Cecchetti Ballet Australia Inc. – State Committee, Examiners & Teachers.
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

### **13 General rights of members**

- (1) A member of the Association who is entitled to vote has the right—
  - (a) to receive notice of any general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting by notifying Council in writing and specifying the nature of the proposed resolution and the reason for its proposal; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
  - (f) to inspect the register of members subject to rules 18(3), 18(4) and rule 75(2).
- (2) A member is entitled to vote upon any motion or resolution at any general meeting if—
  - (a) the member is a member who is not—
    - (i) a Non Active member, subject to rule 14(2)(c);
    - (ii) an Honorary member;
    - (iii) an Affiliated member;
    - (iv) a Pre Registration member;
    - (v) an Artist member subject to Rule 14(2)(c);
    - (vi) a Student member; nor
    - (vii) a Lapsed member;
  - (b) more than 10 business days have passed since he or she became a member of the Association; and
  - (c) the member's membership rights are not suspended for any reason.
- (3) Only Active financial members and/or Life Members are entitled to receive nominating and voting rights in the selection of State Representatives.

- (4) The members shall determine at any annual or special general meeting whether or not the Council members, other than the Secretary and the National Treasurer, shall be entitled to any remuneration for their services and the amount of any such remuneration shall be fixed by the members.

#### 14 Classes of membership

- (1) **Active member** is any member who is eligible under rule 8(1), 8(2), 8(3) or 8(4) and who is actively engaged in the profession of the teaching of dancing; and
- (a) may exercise their right to vote at every general meeting of the Association;
  - (b) shall be entitled to receive nominating and voting rights in the selection of State Representatives;
  - (c) may also have other rights as determined by the Council or by resolution at a general meeting.
- (2) **Non Active member** is any member who is eligible under rule 8(1), 8(2) or 8(3) and who is not actively engaged in the profession of the teaching of the syllabus of Cecchetti classical ballet; and
- (a) if elected to a State Committee, is granted voting rights within their own State Committee meetings;
  - (b) shall be entitled to notice of every general meeting of the Association;
  - (c) shall have no power to vote or participate in the discussions of the general meetings of the Association unless they exercise their right to vote at a general meeting by paying the subscription that is ordinarily payable by an active member for the year in which any such general meeting of the Association may be held;
  - (d) may also have other rights and restrictions as determined by the Council or by resolution at a general meeting.
- (3) **Life member** is any member who is eligible under rule 8(4); and
- (a) may exercise their right to vote at every general meeting of the Association;
  - (b) shall be entitled to receive nominating and voting rights in the selection of State Representatives;
  - (c) may also have other rights as determined by the Council or by resolution at a general meeting.
- (4) **Honorary member** is any member who is eligible under rule 8(5); and
- (a) shall be entitled to notice of every general meeting of the Association;
  - (b) shall have no power to vote or participate in the discussions of the general meetings of the Association;
  - (c) may also have other rights as determined by the Council or by resolution at a general meeting.

- (5) **Affiliated member** is any member who is eligible under rule 8(6); and
- (a) shall be entitled to notice of every general meeting of the Association;
  - (b) shall have no power to vote or participate in the discussions of the general meetings of the Association;
  - (c) may also have other rights as determined by the Council or by resolution at a general meeting.
- (6) **Pre Registration member** is any member who is a minimum of 18 years and who has been granted membership on successful completion of the Intermediate qualification; and
- (a) shall be entitled to notice of every general meeting of the Association;
  - (b) shall have no power to vote or participate in the discussions of the general meetings of the Association;
  - (c) may also have other rights as determined by the Council or by resolution at a general meeting.
- (7) **Associate Provisional Registration member** is any member who is a minimum of 17 years and has passed the Associate examination; and
- (a) has the rights of an active member in subclause (1);
  - (b) may also have other rights as determined by the Council or by resolution at a general meeting.
- (8) **Joint membership** refers to any members who are teaching as business partners who are eligible under rule 8(1), 8(2), 8(3) or 8(4) and who are actively engaged in the profession of the teaching of dancing; and
- (a) have the rights of an active member in subclause (1);
  - (b) may also have other rights as determined by the Council or by resolution at a general meeting.
- (9) **Artist member** is any member who is a professional member of the Association being eligible under rule 8(1), 8(2), 8(3) or 8(4) who is currently performing on stage and therefore not teaching; and
- (a) shall be entitled to notice of every general meeting of the Association;
  - (b) has the rights of a non active member in subclause (2);
  - (c) may also have other rights as determined by the Council or by resolution at a general meeting.
- (10) **Australian Student member** is any member who is eligible under rule 8(7); and
- (a) shall be entitled to notice of every general meeting of the Association;
  - (b) shall have no power to vote or participate in the discussions of the general meetings of the Association;
  - (c) may also have other rights as determined by the Council or by resolution at a general meeting.

(11) **Lapsed member** is any member who is in arrears for in excess of 3 years.

- (a) The member will no longer receive any information or publications; and
- (b) Furthermore where a member's subscription is in arrears for in excess of 2 years:-
  - (i) They shall receive a letter requesting the member to state their intentions with regard to continued membership. Unless subscriptions, in arrears and current year are paid; then
  - (ii) They shall no longer receive Cecchetti Newsletter Publications – local or international; and
  - (iii) They shall no longer receive invitations to Conferences as Members

## **15 Rights not transferable**

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

## **16 Ceasing membership**

- (1) Subject to the provision of rule 16(2) herein, the membership of a person ceases on-
  - (a) resignation, effective upon receipt by the Association of the member's written notice of resignation;
  - (b) expulsion by the disciplinary subcommittee under rule 22; or
  - (c) death.
- (2) Notwithstanding subclause (1), no member may resign their membership, nor may the Association terminate the membership of any member in accordance with subclause (1)(b) above, if the effect of such resignation or termination would result in the number of voting members being reduced to below seven (7).
- (3) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

## **17 Resigning as a member**

- (1) A member may resign by notice in writing given to the Association.

### **Note**

Rule 74(4) sets out how notice may be given to the Association. It includes by post or by handing the notice to a member of the committee.

- (2) A member is taken to have resigned if—
  - (a) the member's annual subscription is more than 3 years in arrears; or
  - (b) where the member is a Life member and no annual subscription is payable—
    - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

## 18 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) the class of membership in accordance with rule 14;
    - (v) any other information determined by the Council; and
  - (b) for each former member, the date of ceasing to be a member.
- (2) The register of members is for use directly related to the management or purposes of the Association.
- (3) A person must not-
  - (a) Use information about another person obtained from the register of members of the Association to contact or to send materials to the other person;
  - (b) Disclose information about another person obtained from the register of members of the Association knowing that the information is likely to be used to contact or send materials to the other person.
- (4) The Association may maintain State Branch registers and the provision for this rule shall apply as if each register was the register of members.

### 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 Register of Members.

## Division 2—Disciplinary action

**19(1)** That any proceedings by or against the Association or concerning its funds, assets, memberships or any other matter whatsoever touching it shall be justiciable in the courts of Victoria, Australia and according to the laws of Victoria, Australia.

### **19(2) Grounds for taking disciplinary action**

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) failed to pay any due subscription, registration fee, examination fee or other charge; or
- (c) refuses to support the purposes of the Association; or
- (d) has engaged in conduct prejudicial to the Association; or
- (e) has failed to comply with any other code or codes of conduct pertaining to the Association or affiliated entities including but not limited to the Ausdance code of conduct;

and has refused or is unable to rectify the default behaviour where default behaviour is any other behaviour so deemed to be default behaviour at the sole discretion of the Association.

## **20 Disciplinary subcommittee**

- (1) If the Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Council must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
  - (a) may be Council members, members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

## **21 Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice 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 subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advising the member that he or she may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

- (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **22 Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) subject to subrule (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 Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **23 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Council as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.



## **24 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Council must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision of Council is determined and upheld in the event that a minimum of three quarters of the members voting at the meeting vote in favour of the said decision and otherwise in accordance with clause 22(2) herein.

### **Division 3—Grievance procedure**

## **25 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Council;
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

## **26 Parties must attempt to resolve the dispute**

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

## **27 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
  - (a) notify the Council of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.

- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Council; or
    - (ii) if the dispute is between a member and the Council or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Council may be a member or former member of the Association but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **28 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **29 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.

## PART 4—GENERAL MEETINGS OF THE ASSOCIATION

### 30 Annual general meetings

- (1) The Council must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Council may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Council on the activities of the Association during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Council in accordance with Part 7 of the Act;
  - (c) to deal with and dispose of all matters appropriate to the function of the Association.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### 31 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Council may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 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 rule 33 and the majority of members at the meeting agree.

### 32 Special general meeting held at request of members

- (1) The Council must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 35 members entitled to vote at such a meeting.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Council does not convene (where convene includes either the making of arrangements for and/or the holding of) a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

- (4) A special general meeting convened by members under subrule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **33 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association with or without voting powers, any member or the Council who is not a member of the Association as defined in these rules and the Association's auditor—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 21 days' notice of a general meeting in any other case.
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) comply with rule 34(5).
- (3) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any proceedings of the meeting, including any resolution which may have been passed thereat.
- (4) This rule does not apply to a disciplinary appeal meeting.

#### **Note**

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

### **34 Proxies**

- (1) A member may appoint another member or a non-member holding the office of Secretary/State Secretary or National/State Treasurer as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in the writing of the appointer and signed by the member making the appointment.
- (3) 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.
- (4) If the Council has not approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

- (5) Notice of a general meeting given to a member under rule 33 must—
- (a) state that the member may appoint another member or a non-member holding the office of Secretary/State Secretary or National/State Treasurer as a proxy for the meeting; and
  - (b) include a copy of any form that the Council has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Secretary before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Secretary no later than 3 days before the commencement of the meeting to which it relates. Any instrument that may be delivered late shall be considered invalid. In the event of a proxy sent via email whilst the email proxy will be acknowledged it will not be deemed to be valid unless the original is received by the Secretary within 24 hours of the meeting. Non receipt of the original proxy within the requisite 24 hours will render the proxy invalid.
- (8) A delegate who is the single representative of members of a country centre of the Association shall be entitled, subject to the approval of Council, to recover reasonable travelling and accommodation expenses from the Association for his or her attendance at any general meeting.

### **35 Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is not taken to be present at the meeting and, if the member votes at the meeting, is not taken to have voted in person subject to the following—
- (a) if the full membership of members entitled to vote in the Association are less than 10, then and only then will—
    - (i) a voting member be taken to be present at the meeting; and
    - (ii) if the member votes at the meeting is taken to have voted in person.

### **36 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of ten or other less number constituting the full membership of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

#### **Note**

If a meeting convened by, or at the request of members is dissolved under this subrule, 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 meeting, the members must make a new request under rule 32.

- (b) in any other case—
  - (i) the meeting must be adjourned to a date not earlier than seven days and not more than 21 days after the adjournment; and
  - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members, the Secretary, National Treasurer and the Association's Auditor as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **37 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present
  - (a) may, with the consent of a majority of members present at the meeting; or
  - (b) shall, if directed by the meetingadjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.

#### **Example**

The members may wish to have more time to examine the financial statements submitted by the Council at an annual general meeting.

- (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.

- (4) 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 must be given in accordance with rule 33.

### **38 Voting at general meeting**

- (1) On any question arising at a general meeting—
- (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (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.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

### **39 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—

- (a) to remove a Council or Committee member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

### **40 Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
- (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—

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

- (2) If a poll (where votes are cast in writing) is demanded by the Chairperson or ten or more other members present at the meeting dissatisfied with the result of the vote on a show of hands on any question—
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting in which—
    - (i) any votes represented by proxy shall also be counted;
    - (ii) scrutineers may be appointed by the Chairperson to determine the result of the poll; and
    - (iii) if the votes are still divided equally on a question, the Chairperson of the meeting has a second or casting vote; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.
- (5) The demand for a poll subject to subclause (3) shall not prevent the continuation of the meeting or the transaction of any business other than the question upon which the poll has been demanded.

#### **41 Minutes of general meeting**

- (1) The Council must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Secretary of the meeting under rule 34(6); and
  - (c) the financial statements submitted to the members in accordance with rule 30(3)(b)(ii); and
  - (d) the certificate signed by two Council members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.



## PART 5—COUNCIL and COMMITTEES

### Division 1—Powers of Council and Committees

#### 42 Role and powers

- (1) The business of the Association must be managed by or under the direction of the Council.
- (2) The Council 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.
- (3) The Council shall—
  - (a) be empowered to appoint and remove staff or contractors including, but not limited to, the Secretary and National Treasurer;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate;
  - (c) be empowered to engage the services of accountants, legal representatives or any other advisers to serve, advise or act on behalf of the Association in any matter;
  - (d) appoint Organisers for Country Centres where necessary;
  - (e) be responsible for the maintenance, and where possible, advancement of all standards of proficiency, professional etiquette and general conduct of the members of the Association with regard to their professional status as teachers of the art of the Cecchetti method of ballet;
  - (f) be entitled to produce Regulations and Procedures for Cecchetti Ballet Australia Inc. - State Committee, Examiners & Teachers relative to the standard of proficiency, the standards of examinations as may be applied to any member seeking to advance his status or to any person seeking membership of the Association, the etiquette of the profession and the conduct of members relating to the affairs of the Association. The Council shall be entitled to amend, update and vary any such Regulations and Procedures for Cecchetti Ballet Australia Inc. - State Committee, Examiners & Teachers from time to time;
  - (g) be empowered to hold or arrange courses, lectures and demonstrations pertaining to the art of the Cecchetti method of ballet training and to the teaching of the art for the benefit of members or prospective members of the Association;
  - (h) be responsible for the engagement and appointment of examiners for the purpose of examining and upholding the standards of proficiency of existing and prospective members of the Association;
  - (i) be empowered to set all annual subscriptions and joining/enrolment fees and any other remunerations payable and the dates on which these will be so payable.

- (4) Each Branch of the Association shall—
- (a) have its own Committee which shall be empowered to fulfil all functions of the Association not vested in the Council by these Rules. Without limiting the generality of this Rule the functions of such a committee will include—
    - (i) make all arrangements for examination sessions;
    - (ii) conduct revision classes; and
    - (iii) make payment of such percentage of examination income as is determined by Council in respect equally of all Branches.
  - (b) The various existing and future Committees of the Association may adopt Rules not inconsistent with—
    - (i) the Act; nor
    - (ii) these rulesfor the efficient functioning and conduct of such Committees at Branch level.
  - (c) Subject to Council approval, engage the services of accountants, legal representatives or any other advisers to serve, advise or act on behalf of the Committee in any matter;
  - (d) Require Council approval before committing to expenditure over the amount stated in the Procedure Manual for State Secretaries and Treasurers with the exception of payments to the Australian Taxation Office for any relevant taxes.

### **43 Delegation**

- (1) The Council or a Committee may delegate to a member of the Council or a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Council or Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Council or the Committee considers appropriate.
- (3) The Council or the Committee may, in writing, revoke a delegation wholly or in part.

## Division 2—Composition of Council and Committees and duties of members

### 44 Composition

- (1) The Council consists of—
  - (a) a Chairperson; and
  - (b) a Vice-Chairperson; and
  - (c) the Secretary who has no voting rights; and
  - (d) the National Treasurer who has no voting rights; and
  - (e) two Director/Delegates of the Board of Cecchetti International – Classical Ballet, these positions may be held in conjunction with any other position on the Council; and
  - (f) other State Representatives of Council elected under rule 53.

Subject to the provision that the Council—

- (g) be not less than six members of the Association;
- (h) wherein the six members required in accordance with this clause 44(g) must be comprised of at least one Council member, who is a State Representative under subrule 2(d), from each of the Branches, being—
  - (i) South Australia & Northern Territory;
  - (ii) Queensland;
  - (iii) Victoria & Tasmania;
  - (iv) Western Australia;
  - (v) New South Wales & ACT;

and such other country or territorial centres as the Council shall from time to time determine;

- (2) Each Committee consists of—
  - (a) At least three members of the Association elected by the members of the Association within that State.
  - (b) a minimum of two of either –
    - (i) a State Organiser; and
    - (ii) a State Secretary; or
    - (iii) a State Treasurer, or
    - (iv) combined roles of Organiser/Secretary or Treasurer/Secretary
  - (c) the State Organiser -
    - (i) must hold an Associate Diploma or a higher qualification of the Association; and
    - (ii) may not serve as a representative on the Council except in the case of rule 58.
  - (d) at least one State Representative on the Council who must hold a Licentiate or higher qualification of the Association under rule 8.

(e) Ordinary members (if any) elected under rule 53

#### **45 General Duties**

- (1) As soon as practicable after being elected or appointed to the Council or a Committee, each Council or Committee member must become familiar with these Rules and the Act.
- (2) The Council and Committees are collectively responsible for ensuring that the Association complies with the Act and that individual members of the Council and Committee comply with these Rules.
- (3) Council and Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Council and Committee members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Council and Committee members and former Council and Committee members must not make improper use of—
  - (a) their position; or
  - (b) 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 Association.

#### **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.

- (6) In addition to any duties imposed by these Rules, a Council and/or Committee member must perform any other duties imposed from time to time by resolution at a general meeting.
- (7) The Council and Committees must ensure that in the event that their Secretary or Treasurer is absent or unable to act, that all duties are performed as required under rules 47 and 48
- (8) All members of Council and/or a Committee have an obligation to return the original copies of any relevant documents to the Council or relevant Committee of the Association within 28 days of ceasing to hold an office or role in the Association where-
  - (a) a person, by virtue of the person's office or role in, or membership of an incorporated association, has in the person's custody relevant documents of the association; and
  - (b) the person ceases to hold that office or have that role or ceases to be a member of the association.
- (9) For the purposes of subrule (8) the Secretary, State Secretaries and all Treasurers are considered to be members to which the rule applies

## 46 Chairperson and Vice-Chairperson

- (1) Subject to subrule (1)(a), the Chairperson or, in the Chairperson's absence, the Vice-Chairperson is the Chairperson for any general meetings and for any Council meetings.
  - (a) If the Chairperson and the Vice-Chairperson are both absent, or are unable to preside within 15 minutes after the time appointed for holding the meeting, the Chairperson of the meeting must be—
    - (i) in the case of a general meeting or Council meeting the members present holding voting rights, shall elect one of the other Council members to act as Chairperson, or if no such member be present at a general meeting,
    - (ii) elect one of their number to act as Chairperson.
- (2) in the case of a Committee meeting—a Committee member elected by the other Committee members present.

## 47 Secretary and State Secretaries

- (1) The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an incorporated association.

### Example

Under the Act, the Secretary of an incorporated association is responsible for lodging documents of the Association with the Registrar.

- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 18; and
  - (b) keep custody of the common seal (if any) of the Association and all books, documents and securities of the Association in accordance with rules 72 and 75, except for the financial records referred to in rule 70(4) and Committee books, documents, securities and records referred to in subrule (4); and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

### Note

A person may not hold the office of Secretary if they do not reside in Australia.

- (4) A State Secretary must—
  - (a) maintain a register of candidates, including details of their eligibility for undertaking all exams in their State;
  - (b) maintain records of candidates, including their eligibility for participating in any competitions;
  - (c) maintain minutes of Committee meetings;
  - (d) subject to the Act and these Rules provide members of their State with access to the financial records and other books and documents of the State Committee excluding Committee minutes;

- (e) perform any other duty or function imposed on the State Secretary by these Rules; and
- (f) follow any guidelines and procedures as set out in manuals provided from time to time by Council.

#### **48 National Treasurer and State Treasurers**

- (1) The Treasurers must—
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (b) ensure that all moneys received are paid into the account of the Association promptly after receipt; and
  - (c) make any payments authorised by the Council or Committee on which they serve as Treasurer or by a general meeting of the Association from the Association's funds; and
  - (d) follow any guidelines and procedures as set out in manuals provided from time to time by Council.
- (2) The Treasurer must—
  - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) In the case of a State Treasurer, for the State Branch on which they serve—
    - (i) coordinate the preparation of the financial statements of the Committee; and
    - (ii) coordinate the review or audit, as required, of the financial statements and their certification by the Committee; and
    - (iii) submit the financial statements to Council in accordance with rule 71(3) to enable the National Treasurer to prepare the financial statements of the Association.
  - (c) In the case of the National Treasurer—
    - (i) coordinate the preparation of the financial statements of the Council; and
    - (ii) coordinate their review or audit, as required, and their certification by the Council; and
    - (iii) coordinate the preparation of the financial statements of the Association; and
    - (iv) coordinate their review or audit, as required, and their certification by the Council for presentation at the annual general meeting.
- (4) Each Treasurer must ensure that at least one other Council or Committee member has access to the accounts and financial records of the Council or Committee on which they serve as Treasurer.

### **Division 3—Election of Council and Committee members and tenure of office**

#### **49 Who is eligible to be a Council or Committee member**

- (1) A member is eligible to be elected or appointed as a Council member if the member—
  - (a) is entitled to vote at a general meeting; and
  - (b) holds a Licentiate or higher qualification in the Association under rule 8whether or not the member has previously served a term as a Council member.
- (2) A member (whether active or non active under rule 14) is eligible to be elected or appointed as a Committee member if the member—
  - (a) resides in the said State of Australia to which they seek appointment;
  - (b) if seeking election or appointment as State Organiser or dual role as State Organiser/State Secretary, holds an Associate Diploma or higher qualification of the Association;
  - (c) if seeking election as a State Representative, is eligible to be elected or appointed as a Council member under subrule (1)whether or not the member has previously been elected or appointed as a Committee member.
- (3) A non-member is eligible to be elected or appointed as a State Secretary or State Treasurer. After the elections any vacancy will be filled by a person appointed by the Committee on which they will serve.

#### **50 Positions to be declared vacant for Council and Committees**

- (1) This rule applies to—
  - (a) every third annual general meeting of the Association;
  - (b) after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all but two State Representative positions (of which two excluded State Representative positions must represent two separate States and/or territories) of the Council vacant in the December directly following the meeting (herein clause 50(1)), whereby positions of the two Council members not so declared vacant shall be—
  - (a) determined by the Council prior to the meeting by agreement, or if no agreement is reached, by ballot; and
  - (b) declared vacant the following annual general meeting at which the Chairperson declares positions vacant in accordance with rule 50(2).
- (3) The Chairperson of the meeting must also declare all other Committee positions vacant in the December directly following the meeting (herein clause 50(1)).
- (4) Elections for vacant positions declared pursuant to rules 50(2) and (3) are to be held in accordance with rules 51 to 54.

## 51 Nominations

- (1) On 1 September of each year positions are declared vacant under rule 50, being three months prior to the election of each position declared vacant under rules 50(2) and (3), Council must call for –
  - (a) nominations from eligible members (wherein student members are not eligible members for this purpose refer annotation at the foot of this clause 51) in each State for Council positions declared vacant under rule 50(2) in which the vacating Council member is from the relevant Committee's State, by sending nomination papers to all active financial members and life members under these rules; and
  - (b) nominations from eligible members (wherein student members are not eligible members for this purpose refer annotation at the foot of this clause 51) in each State for Committee positions in the relevant State declared vacant under rule 50(3), by sending nomination papers to all financial and life members under these rules

### Note

Student membership does not denote membership status, voting rights or qualification in Cecchetti Ballet Australia Inc.

- (2) A member of the Association eligible —
  - (a) under rule 49(1) may only be nominated for the position of State Representative pursuant to rule 44(2)(d), by –
    - (i) being nominated by signature by a proposer and seconder who are active financial members and/or life members under these Rules; and
    - (ii) consenting to such nomination himself or herself by signature;
  - (b) under rule 49(2) excluding State Representative under rule 44(2)(d), may only be nominated for the position of Committee member, by –
    - (i) being nominated by signature by a proposer and seconder who are financial members and/or life members under these rules; and
    - (ii) consenting to such nomination himself or herself by signatureand returning the nomination to the Secretary by 5pm on the last business day prior to 1 October of each year positions are declared vacant under rule 50.
- (3) Notwithstanding anything in this division to the contrary, a member may nominate more than one person for Council and Committee member positions.
- (4) Nominations not returned to the Secretary by 5pm on the last business day prior to 1 October of each year positions are declared vacant under rule 50, will not be accepted.
- (5) If an election for a position or positions is required under rule 53(4), Council must prepare ballot forms, subsequent to the close of nominations, containing the names of all nominees under rule 51(2) who have accepted nomination.
- (6) 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, provided that any qualifications attached to that position are met.
- (7) If a position remains open at the close of the nomination period the position will be deemed a casual vacancy and will be filled according to Rule 57.



## **52 Appointment of Chairperson etc.**

- (1) At the first Council meeting following an election under rule 53, the Council members—
  - (a) must appoint a Council member to act as each of the following positions when vacated under rule 50(2) —
    - (i) Chairperson;
    - (ii) Vice-Chairperson;
    - (iii) Director/Delegate of Cecchetti International – Classical Ballet;
  - (b) may appoint another member or members of the Council as Delegate of Cecchetti International if there is a further vacancy for Australian representation wherein the total number of members permitted from time to time remains at the sole and exclusive discretion of the Cecchetti International – Classical Ballet Council,;
  - (c) Each of the following continues to act until removed from office in accordance with rule 42(3)(a) —
    - (i) Secretary, who is the Secretary referred to by the Act; and
    - (ii) National Treasurer
- (2) If only one member is nominated for a position in subrule (1), the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held of the Council members in the manner determined by the Chairperson of the meeting.
- (4) On his or her election, the new Chairperson may take over as Chairperson of the meeting.

## **53 Election of Council and Committees**

- (1) Subject to rule 44, a general meeting may, by resolution, decide the number of State Representatives it wishes to hold office on the Council for the forthcoming three year period.
- (2) A single election may be held to fill all of those positions vacant under rules 50 and 56.
- (3) Where only one nomination is received for any position on a Committee, including the number of positions for the relevant State Representatives who will serve on the Council, those members will be declared to be elected to the position under rule 54(8).
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

## **54 Ballot**

- (1) If a ballot is required for the election for a position, the Council must appoint a returning officer and/or independent scrutineers who are not members to conduct the ballot.
- (2) The ballot paper(s) prepared under rule 51(5) must be sent by the Council, in October of every year that positions are declared vacant pursuant to rule 50, to each member in the relevant State(s) who are eligible to vote under rules 13(2) and 13(3).
- (3) If the ballot is for a single position—
  - (a) the voter must indicate according to the instructions on the ballot paper, the name(s) of the candidate(s) for whom they wish to vote;
  - (b) the voter must not indicate the names of more candidates than the number indicated in the instructions

- (4) If the ballot is for more than one position—
  - (a) the voter must indicate according to the instructions on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not indicate the names of more candidates than the number indicated in the instructions.
- (5) All ballots must be returned,
  - (a) properly completed; and
  - (b) by 5pm on the last business day prior to 1 November of every year that positions are declared vacant pursuant to rule 50.
- (6) Ballot papers that do not comply with subrule (3), (4) and (5) are not to be counted.
- (7) Each ballot paper on which the name of a candidate has been indicated as per subrules (3) and (4) counts as one vote for that candidate.
- (8) The returning officer must declare elected, in December of each year that positions are declared vacant pursuant to rule 50, the candidate or, in the case of an election for more than one position, the candidates who received the most votes in November of that year.
- (9) If the returning officer is unable to declare the result of an election under subrule (8) because 2 or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with subrules (2) to (8) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

#### **Examples**

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

### **55 Term of office**

- (1) Subject to subrule (4) and rule 56, the term of office for a person elected as Chairperson of Council for the first time is six years, during which re-election to the Committee of their relevant State is not required. In the event that a person who has previously held the position of Chairperson for a period of 6 years (or for any period before 30 June 2004) is re-elected as Chairperson, the further term shall be only 3 years.
- (2) Subject to subrule (4) and rule 56, the Vice Chairperson, other Council and Committee members to which subrule (1) does not apply hold office until the positions of the Council or Committee are next declared vacant pursuant to rule 50.
- (3) A Council or Committee member may be re-elected.
- (4) A general meeting of the Association may by special resolution remove a Council or Committee member from office.
- (5) A member who is the subject of a proposed special resolution under subrule (4) may make representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (6) The Secretary or the Chairperson may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

## **56 Vacation of office**

- (1) A Council or Committee member may resign from the Council and/or a Committee, by written notice addressed to the Council and/or the Committee on which they serve.
- (2) A person ceases to be a Council and/or Committee member if he or she—
  - (a) ceases to be a member of the Association (where his membership is a qualification to hold office); or
  - (b) has not paid the annual subscription pursuant to rule 12; or
  - (c) becomes prohibited from being a director of companies by virtue of any provision of the Act; or
  - (d) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare his interest and the nature thereof in the manner require by the Act; or
  - (e) is removed from office by the special resolution of the members of the Association, who hold voting rights, at any general meeting of the Association; or
  - (f) otherwise ceases to be a Council or Committee member by operation of section 78 of the Act.

## **57 Filling casual vacancies**

- (1) Where a Council and/or Committee position falls vacant, under rule 56 or for any other reason, that requires an eligible member to be nominated in accordance with rule 51(2), an election must be held in accordance with rule 53 subject to modifications as may be reasonably required and prescribed by Council.
- (2) If the positions of—
  - (a) Chairperson or Vice-Chairperson becomes vacant the Council must appoint a Council member to the position within 14 days after the vacancy arises;
  - (b) Secretary or National Treasurer becomes vacant the Council must appoint a Council member to the position within 14 days after the vacancy arises until such time that a replacement can be appointed pursuant to rule 42(3)(a).
  - (c) State Secretary or State Treasurer becomes vacant the Committee must appoint a Committee member to the position within 14 days after the vacancy arises until such time that a replacement can be appointed pursuant to rule 49(3).
- (3) If the position of a Council member who is a Director/Delegate of the board of Cecchetti International – Classical Ballet becomes vacant the Council may appoint an eligible person to the position.
- (4) In the event that—
  - (a) any Council member is appointed by the Council under subrules (2)(a) and/or (3);
  - (b) and State Secretary or State Treasurer is appointed by the Committee under 2(c);The term of office will cease when the positions of the Council or Committee are next declared vacant pursuant to rule 50.
- (5) The Council and a Committee may continue to act despite any vacancy in its membership.

## **Division 4—Meetings of Council and Committees**

### **58 Meetings**

#### (1) Council—

- (a) The Council must meet at least 4 times in each year at the dates, times and places determined by the Council;
- (b) The date, time and place of the first Council meeting following the election results must be notified to all nominees to Council as soon as practicable after the close of nominations under rule 51(2)(a) of each year that positions are declared vacant pursuant to rule 50;
- (c) Special Council meetings may be convened by the Chairperson or by a majority of members of the Council;
- (d) Members of the Council, including any Alternative members appointed pursuant to rule 67(1) shall be entitled – subject always to the approval of Council – to recover from their State Branch of the Association or as otherwise provided from time to time in the Regulations and Procedures for Cecchetti Ballet Australia Inc. - State Committee, Examiners and Teachers, all reasonably incurred travel or accommodation expenses relating to the attendance of any Council meeting or general meeting, or for attending to any other bona fide business of the Association.

#### (2) Committees—

- (a) A Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee;
- (b) The date, time and place of the first Committee meeting must be determined by the members of the Committee as soon as practicable, but not later than the end of the financial year of the Association, after the declaration of election results in December of each year that positions are declared vacant pursuant to rule 50;
- (c) Special Committee meetings may be convened by the State Organiser or by a majority of members of the Committee.

### **59 Notice of meetings**

- (1) Notice of each Council/Committee meeting must be given to each Council/Committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Council/Committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Council/Committee meeting is convened—
  - (a) the notice must include the general nature of the business to be conducted;
  - (b) the only business that may be conducted at that meeting is the business for which the meeting is convened.

## **60 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Council/Committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Council/Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

## **61 Procedure and order of business**

- (1) The procedure to be followed at a meeting of the Council or a Committee must be determined from time to time by the Council/Committee.
- (2) The order of business and any adjournment of the meeting may be determined by a majority of the members present at the meeting.

## **62 Use of technology**

- (1) A Council/Committee member who is not physically present at a Council/Committee meeting may participate in the meeting by the use of technology that allows that Council/Committee member and the Council/Committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Council/Committee member participating in a Council/Committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **63 Quorum**

- (1) No business may be conducted at a Council/Committee meeting unless a quorum is present.
- (2) The quorum for—
  - (a) a Council meeting may be fixed by the members of the Council to a number greater than three, but unless so fixed shall be three (in person or as allowed under rule 62) of the Council members holding office.
  - (a) a Committee meeting is the presence (in person or as allowed under rule 62) of a majority of the Committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Council/Committee meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must 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 must be given in accordance with rule 59.

## **64 Voting**

- (1) On any question arising at a Council/Committee meeting, each Council/Committee member, or Alternative member of Council, present at the meeting has one vote.
- (2) A motion is carried if a majority of Council/Committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Council/Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote, this being in addition to the vote under subrule (1).
- (5) Voting by proxy through another Council/Committee member is permitted.

## **65 Conflict of interest**

- (1) A Council/Committee member who has a material personal interest in a matter being considered at a Council/Committee meeting must disclose the nature and extent of that interest to the Council/Committee.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

### **Note**

Under section 81(3) of the Act, if there are insufficient Council/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.

- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

## **66 Minutes of meeting**

- (1) The Council/Committee must ensure that minutes are taken and kept of each Council/Committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 65.

## **67 Leave of absence**

- (1) In the event that a Council member is for any reason unavailable, their place shall be, during such time as they will be unavailable, taken by the State Organiser or in the event of that person being unavailable, by the nominee of the relevant Committee. This person will be known as an Alternative member of the Council.
- (2) An Alternative member of the Council, whilst acting in the stead of the member who appointed them, shall exercise and discharge all powers, duties and functions of the Council member they represent.
- (3) The appointment of an Alternative member of the Council shall be revoked, and the Alternative member shall cease to hold office whenever the Council member who appointed them—
  - (a) returns to Council duty; or
  - (b) ceases to be a member of the Council; or
  - (c) gives notice to the Secretary of the Association that the Alternative member representing them has ceased to do so.
- (4) Committee members may be granted leave of absence at the discretion of the Committee on which they serve, provided always, that during their absence, there are least 2 acting members of the relevant Committee to conduct the business of the relevant State.
- (5) Where subject to subrule (4) less than 2 members would remain to conduct the business of the Committee another member for the relevant State may be sought to volunteer to act whilst leave of absence is taken.

## **PART 6—FINANCIAL MATTERS**

### **68 Source of funds**

- (1) The funds of the Association may be derived from joining fees/enrolment fees, annual subscriptions, examination fees, exam levies, dance related education activities, sale of merchandise, conferences, conventions, advertising, National and State Award activities, donations, fund-raising activities, grants, interest and any other sources approved by the Council.
- (2) The following shall be paid to the Council—
  - (a) all joining/enrolment fees, annual subscriptions, percentage of examination fees as may be due to the Association by each member, or prospective member, and the amount of any such joining/enrolment fees, subscriptions, registrations and percentage of examination fees and exam levies shall be subject to regulation and adjustment by the Council from time to time; and
  - (b) registration fees and proceeds relating to training courses, National Awards, and any fund raising activities arranged by Council; and
  - (c) any other monies from any other sources derived from its own endeavours including, but not limited to, donations and merchandise sales.

- (3) The following shall be paid to the relevant Committee —
  - (a) Examination fees, registration fees and proceeds relating to conferences, conventions, training courses, State Awards and fund raising activities arranged by the Committee; and
  - (b) Any other monies from any other sources derived from its own endeavours including but not limited to donations and sale of merchandise;
- (4) All subscriptions, registrations and examination fees to be payable within Australia.

## **69 Management of funds**

The Council shall be entrusted with the management and investment of monies of the Association and such monies which are placed in its hands by the Committees.

- (1) The Association must open an account with financial institutions from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) So much of the funds of the Association as shall not consist of investments shall be kept in such current or interest bearing bank accounts as the Council determines.
- (3) The Council may authorise the Committees to open, operate and maintain current accounts and/or interest bearing bank accounts or investments in the name of the Association and styled "Cecchetti Ballet Australia Inc." followed by state designated as required.
- (4) Each Committee of the Association shall prepare annual financial statements in respect of all accounts and investments held in the name of the Association by such Committees and these financial statements shall be submitted to the Council when requested,
- (5) Subject to any restrictions imposed by a general meeting of the Association, the Council may approve expenditure on behalf of the Association.
- (6) The Council may authorise the Treasurer and Secretary to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Council for each item on which the funds are expended.
- (7) All cheques, electronic transfers (excluding credit card purchases), drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 members of the relevant Council or Committee who will be, wherever possible—
  - (a) in respect of Council, the Secretary or Treasurer and one of two nominated council members.
  - (b) in respect of a Committee, the State Organiser or State Representative and one other elected member of the relevant Committee.
- (8) All funds of the Association must be deposited promptly into a financial account of the Association after receipt.
- (9) With the approval of the Council or relevant Committee, the Treasurer for the Council or Committee on which they serve as 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.



## **70 Financial records**

- (1) The Association must keep proper financial records in accordance with the requirements both of the Act and of standard accounting practices that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The financial records of the Council shall be kept at the registered office of the Association or at such other place or places as the Council determines, and shall at all reasonable times be open to inspection by the members of the Council.
- (4) The State Treasurer must keep in his or her custody, or under his or her control—
  - (a) the financial records for the current financial year for the Committee on which they serve as Treasurer; and
  - (b) any other financial records as authorised by the Council.

## **71 Financial statements**

- (1) For each financial year, the Council and Committees must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) the review or auditing of the financial statements as required;
  - (c) the certification of—
    - (i) the financial statements of a Branch by the relevant Committee; and
    - (ii) the financial statements of the Association by the Council;
  - (d) the submission of the financial statements of the Association to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements of the Association and accompanying reports, certificates, statements and fee.
- (3) To enable the council to prepare the financial statements of the Association as required by subrules (2)(a) and (2)(b)—
  - (a) Each Committee of the Association shall cause an Auditor acceptable to the Council to be appointed to report to the Committee and to the Council upon the correctness of the Committee's accounting records and upon all bank accounts and investments held in the name of the Association by such Committees;
  - (b) on or before April 1<sup>st</sup> following each financial year end, ending the last day of February, each Committee shall submit to Council the audited financial statements and audit report of the Committee records and accounts for the year.

## PART 7—GENERAL MATTERS

### 72 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Council and the sealing must be witnessed by the signatures of either two Council members or one Council member and the Secretary;
  - (c) the common seal must be kept in the custody of the Secretary.

### 73 Registered address

- (1) The registered address of the Association is—
  - (a) the address determined from time to time by resolution of the Council; or
  - (b) if the Council has not determined an address to be the registered address—the postal address of the Secretary.
- (2) The registered address of each Branch is—
  - (a) the address determined from time to time by resolution of the relevant Committee; or
  - (b) if the Committee has not determined an address to be the registered address—the postal address of the State Secretary.

### 74 Notice requirements

- (1) Any notice required to be given to a member or a Council or Committee member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members. Every notice so dispatched shall be deemed to have been received by the member within 7 days of dispatch; or
  - (c) by email; or
  - (d) by any other method approved by the Association at a general meeting.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) the accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any proceedings of the meeting, including any resolution which may have been passed thereat.

- (4) Any notice required to be given to the Association, the Council or a Committee may be given—
- (a) by handing the notice to a member of the Council or relevant Committee; or
  - (b) by sending the notice by post to the relevant registered address; or
  - (c) by leaving the notice at the relevant registered address; or
  - (d) if the Council or relevant Committee determines that it is appropriate in the circumstances—
    - (i) by email to the email address of the Association or the Secretary; or
    - (ii) by email to the email address of the relevant State Secretary.

## **75 Custody and inspection of books and records**

- (1) Members may from time to time determined by the Council request to inspect, free of charge—
- (a) the register of members subject to subrule (2) and rule 18(4);
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, excluding minutes of Council and Committee meetings.

### **Note**

See note following rule 18 for details of access to the register of members.

- (2) The Council 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.
- (3) The Council must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may for a reasonable fee, 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.
- (5) For purposes of this rule—

***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—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

### **Note**

Access to Council and Committee minutes is not permitted as a general right of members under the Act.

## **76 Winding up and cancellation**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to any Company, Association or Organisation, whether incorporated or not, that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The recipient(s) to which the surplus assets are to be given must be decided by special resolution.

## **77 Alteration of Rules**

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

### **Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. The Association has adopted its own rules.

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