

Central Zone of Pony Clubs Inc.

Rules of Incorporation

ASN: A0026915H

Based on the model rules for an incorporated association.

CONSUMER AFFAIRS VICTORIA

Associations Incorporation Reform Act 2012

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Model Rules for an Incorporated Association

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 “Central Zone of Pony Clubs 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

The purposes of the association are—

- (1) To be affiliated with and abide by the rules of the PCV.
- (2) To encourage young people to ride and to learn to enjoy all approved kinds of sport connected with horses and riding; to provide instruction in horsemanship and to instil in young people the proper care of their animals; to promote the highest ideals of sportsmanship, citizenship and loyalty to cultivate strength of character and self-discipline.
- (3) To be the co-ordinating body for members of Central Zone and the PCV in relation to those members.
- (4) To assist members to carry out the objects of Central Zone and the PCV.

3 Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

4 Definitions

In these Rules—

absolute majority, of the Committee, means a majority of the zone delegates currently holding office and entitled to vote at the time (as distinct from a majority of zone delegates present at a committee meeting);

chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

committee means the Committee having management of the business of the Association;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under rule 8;

CZ means Central Zone of Pony Clubs Incorporated;

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 23;

disciplinary subcommittee means the subcommittee appointed under rule 22;

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;

individual member means a member of one of Central Zone’s member clubs;

member club means a pony club allocated to central zone by PCAV ;

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

PCV means Pony Club Victoria Incorporated;

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;

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.

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) 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) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) 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

The Association must have at least 5 club members.

8 Who is eligible to be a member

- (1) A pony club which is allocated to Central Zone by PCV under its rules will be admitted as a member of Central Zone upon payment of any annual subscription payable under these rules.
- (2) A person who is a member of a CZ Member Club is an Individual Member of CZ.
- (3) (i) The CZ Executive Committee may determine criteria against which to assess any candidate recommended for Life Membership.

(ii) A resolution may be passed at an Annual General Meeting to confer Life Membership on an individual member.

(iii) Life Members do not have voting rights at General Meetings unless they have been nominated as a Zone Club Delegate.

9 Application for New & Renewing Club membership

- (1) To apply to become a new member a club must submit a written application to PCV stating that the club—
 - (a) wishes to become a member club of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules; and
 - (d) any other rules, policies or procedures governing the Association.
- (2) The application letter—
 - (a) must be signed by an executive committee member of the club,

Note

The membership fee is the fee (if any) determined by the Committee of Management under rule 12.

10 Consideration of membership application

- (1) Membership acceptance
 - (a) Membership of the zone is considered to have been accepted when membership fees have been receipted by the zone.
 - (b) A formal letter or note of acceptance may also be issued.
- (2) Membership rejection
 - (a) The Central Zone Executive Committee of Management must make a formal resolution if an application is rejected, this must happen as soon as practical and the applicant must;
 - (i) be notified of the decision to reject the application within 14 days or the resolution, and;
 - (ii) any money accompanying the application must be returned to the applicant.
 - (b) No reason need be given for the rejection of an application.

11 New and Renewing membership

- (1) If an application for membership is accepted

- (a) 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 club becomes a member of the Association and, subject to rule 13 (2) is entitled to exercise its rights of membership from the date the membership fee is received.

12 Association Membership Categories & Membership fees

- (1) The Committee of Management determines on an annual basis or as required—
 - (a) the member's rights associated with each membership category; including voting rights
 - (b) the amount of the membership fee for each membership category (if any) for the following membership year
 - (c) set any other fees associated with becoming a member of the Association; and
 - (d) set the date for payment of the membership fee and any other fees.
- (2) The Committee may determine that any new member who joins after the start of a membership year must, for that membership year, pay a fee equal to—
 - (a) the full membership fee; or
 - (b) a pro rata membership fee based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (3) The rights of a member (including the right to vote) who has not paid the membership fees and/or other fees by the due date are suspended until the fees are paid.
- (4) Changes to member's rights including voting rights as determined by the Committee of Management must be voted on at a general meeting of the Association.

13 General rights of members

- (1) A club member of the Association which is entitled to vote has the right—
 - (a) to receive notice of 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; 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 76; and
 - (f) to inspect the register of members.
- (2) A club member is entitled to vote if—
 - (a) more than 10 business days have passed since the club became a member of the zone; and
 - (b) the member's membership rights are not suspended for any reason; and
 - (c) the member's membership fee is not more than 12 months in arrears.

14 Zone Delegates

- (1) Each club member is entitled to appoint two zone delegates from within their own club members to represent them as members of the Central Zone committee.
 - (a) Each appointment must be notified to the Central Zone secretary either in writing or by electronic transmission in the manner set out in Appendix 1 or other similar manner as may be determined by the executive committee.
 - (b) Zone delegates are appointed for one year and are eligible for reappointment.
 - (c) In the event of a zone delegate vacancy the member may appoint a replacement at anytime.

- (d) The member may rescind a zone delegate appointment at any time and appoint another zone delegate.
- (2) In addition to the two zone delegates, members may appoint one alternative zone delegate. If a zone delegate is unable to represent the member at Central Zone due to a casual absence, the alternate zone delegate may act in the place of a zone delegate with full rights of a zone delegate without a proxy nomination as under rule 23.
 - (a) The conditions of rules 14.1.a to 14.1.d also apply to the alternate zone delegate.
- (3) If the member ceases to be a member of Central Zone, the members' zone delegates automatically cease to be zone delegates.

15 Rights not transferable

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

16 Ceasing membership

- (1) The membership of a club ceases on closure of the club or transfer to another zone or expulsion.
- (2) If a club ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the club ceased to be a member in the register of members.

17 Transferring as a member

- (1) A member club of Central Zone which has paid all moneys due and payable to Central Zone may transfer from Central Zone by giving one month's notice in writing to the secretary of its intention to transfer providing its transfer from Central Zone has also been approved by PCV.
- (2) After the expiry of the one months' notice period: -
 - (a) The member club ceases to be a member club
 - (b) The secretary must record in the register of members the date on which the member ceased to be a member.
- (3) Any member club that ceases to be a member of PCV automatically ceases to be a member of Central Zone.

Rule 75(3) 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.

18 Register of members

- (1) The Secretary must keep and maintain a register of club 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) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect 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 Grounds for taking disciplinary action

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

- (1) refuses to support the purposes of the Association; or
- (2) has failed to comply with these Rules; or
- (3) fails to conduct themselves under any other rules, policies or procedures governing the Association; or
- (4) has engaged in conduct prejudicial to the Association.

20 Disciplinary subcommittee

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

21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member club or individual member—
 - (a) stating that the Association proposes to take disciplinary action against them; 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 club (or the club delegate) or individual member that they 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 the Disciplinary Subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member club or individual member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member club or individual member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member club or individual member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member club or individual; or

- (ii) suspend the membership rights of the member club or individual member for a specified period; or
 - (iii) expel the member club or individual member from the Association. An individual member may remain a member of their club and of PCV.
- (3) The disciplinary subcommittee may not fine the member club or individual member.
- (4) The suspension of membership rights or the expulsion of a member club or individual member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23 Appeal rights

- (1) A person or club 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 or it 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 or club is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person or club has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee 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 or club 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 or club 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 Committee must state the grounds for suspending or expelling the member club or individual member and the reasons for taking that action; and
 - (c) the person or club 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 or club should be upheld or revoked.
- (3) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.
- (4) A member may not vote by proxy at the meeting.

Division 3—Grievance procedure

25 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) Any of the following parties in any combination: member club, individual member, Central Zone committee, officer or zone official.
 - (b) In the case of a member club and an individual member seeking assistance from Central Zone to resolve a dispute, the member's own disputes and mediation process must be followed. However, if requested by one of the parties and both parties agree, a mediator may be appointed by the executive committee under rule 27.2.

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

- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or in the absence of agreement—
 - (b) In the case of a dispute between an individual member and a member club or a member club and another member club: -
 - (i) A person appointed by the Central Zone executive committee.
 - (c) In the case of a dispute between a member club or an individual member
 - (d) and any of the Central Zone committee, officers or officials: -
 - (i) The zone representative; or if not agreed
 - (ii) A person appointed by the PCV; or if not agreed
 - (iii) A person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

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 Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) 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 Committee 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 Committee in accordance with Part 7 of the Act;
 - (c) to elect the office holders of the Committee of Management;
 - (d) to elect officers of Central zone under rule 53 and to appoint the Zone Examining Secretary (ZES) under rule 43.7.
- (5) 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 Committee 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 Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 5 members who are eligible to vote.
- (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 both the president and secretary of each member requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene 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 voting member of the Association—
- (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 14 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, including any elections to be conducted; 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 30(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 21 sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

- (1) A member may appoint another member as its proxy to vote and speak on its behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by an official of 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 it sees fit.
- (4) If the Committee has 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 an official of 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 as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting 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 Association no later than 24 hours before the commencement of the meeting.

35 Use of technology

- (1) A member's zone delegate not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that zone delegate and the

zone delegates present at the meeting to clearly and simultaneously communicate with each other.

- (2) For the purposes of this Part, a zone delegate participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the zone delegate 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 at least 5 zone delegates of 5 separate 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 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 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 may, with the consent of a majority of members present at the meeting, adjourn 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 Committee 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 zone delegate who is entitled to vote has one vote; and
 - (b) zone delegates 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.
 - (a) If the question is whether or not to confirm the minutes of a previous meeting, only zone delegates who were present at that meeting may vote.
- (3) 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 zone delegates 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 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 three or more zone delegates on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; 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.

41 Minutes of general meeting

- (1) The Committee 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 zone delegates attending the meeting; and
 - (b) proxy forms received under rules 34(6) and 34(7); and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (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—COMMITTEE

Division 1—Powers of Committee

42 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

43 Delegation

- (1) The Committee may delegate to 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 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 Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.
- (4) The Central Zone secretary or nominee is a member of all sub-committees.
- (5) The zone representative may be a member of sub-committees under rule 49.1.d.
- (6) The executive committee is a sub-committee of Central Zone and will operate in accordance with the following:
 - (1) The executive committee is a sub-committee of Central Zone and shall consist of the Central Zone officers and the zone representative.
 - (2) Subject to these rules, the Act and the Regulations, the executive committee has power to perform all such acts and things: -
 - (a) Specifically required to be performed by the executive committee within these rules and/or the PCAV
 - (b) As appear to the executive committee or as directed by the Central Zone committee, to be essential for the proper management of the business and affairs of Central Zone. However: -
 - (i) Any matter other than 43.6.2.a that substantially impacts on the affairs of Central Zone or its members, must be ratified at the Central Zone committee meeting before implementation.
 - (3) The executive committee shall meet from time to time as the executive committee or the Central Zone committee may determine.
 - (4) Meetings of the executive committee may be convened by the president or by any 3 officers of the executive committee.
 - (5) Presiding of the meeting will apply in accordance with rule 46.

(6) A quorum for the transaction of the business of a meeting of the executive committee shall be 3 committee members who are personally present.

(a) If a quorum is not present the procedure under rule 36 will apply.

(7) Questions arising at meeting of the executive committee shall be determined in accordance with rules 34, 35, 38 and 40.

(a) Each executive committee member present (including the person presiding at the meeting) is entitled to one vote except for the zone representative, who has no voting rights.

(8) Subject to rule 43.6.6 the executive committee may act notwithstanding any vacancy of officers under rule 44.

- (7) The Zone Chief Instructor (ZCI), Deputy Chief Instructor (DCI), Zone Assistants (ZA) and the DCI/ZA Panel, which is a sub-committee of Central Zone, operate in accordance with PCV rules.
- (8) Sub-committees of Central Zone must record minutes under rule 67.
- (9) A Zone Examining Secretary (ZES) must be appointed at the annual general meeting each year and must operate in accordance with PCV rules.

Division 2—Composition of Committee and Duties of Members

44 Composition of Committee

The Committee consists of—

- (a) a President; and
- (b) one or two Vice-Presidents; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) a zone representative; and
- (f) ordinary members each represented by two zone delegates appointed under rule 14.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) 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) Committee members and former 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 committee member must perform any other duties imposed from time to time by resolution at a general meeting.

46 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
- (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.
- (3) perform any other duties as defined and decided upon by the Committee of Management.

47 Secretary

- (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, except for the financial records referred to in rule 71(3), all books, documents and securities of the Association in accordance with rules 73 and 76; 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.
 - (e) perform any other duties as defined and decided upon by the Committee of Management.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48 Treasurer

- (1) The Treasurer 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 within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 committee members.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

- (4) perform any other duties as defined and decided upon by the Committee of Management.

49 Zone Representative

- (1) A zone representative must: -
- (a) Be a club member of one of the member pony clubs
 - (b) Not be a zone delegate
 - (c) Be elected by the members of Central Zone at the Central Zone Annual General Meeting under PCV rules.
 - (d) Be a member without voting rights of the Central Zone committee, the executive committee; and any sub-committee deemed necessary by the zone representative.
 - (e) Fulfil the duties of zone representative as described under PCV rules.
 - (f) Ensure that all concerned adhere to the Central Zone and PCV rules.

Division 3—Election of Office Holders of the Committee and tenure of office

50 Who is eligible to be a zone delegate

An individual member is eligible to be appointed as a zone delegate if the person—

- (1) is 18 years or over; and
- (2) is a member of a central zone club.

51 Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all officer positions on the Committee vacant and hold elections for those positions in accordance with rules 52 to 55.

52 Nominations

- (1) Each member eligible to vote must receive a notice of election of the Committee and a nomination form, by any means stipulated under rule 75, at least 14 days prior to the annual general meeting.
- (2) Nominations of candidates for election as officers of the committee must be:
 - (a) made in writing or submitted on a formal nomination form as created by the Committee; and
 - (b) sent to the Secretary not less than 7 days before the date fixed for the holding of the annual general meeting.
- (3) If the number of nominations received by the due date is:
 - (a) equal to the number of vacancies to be filled, the persons nominated are deemed elected.
 - (b) insufficient to fill all vacancies on the committee, the candidates nominated are deemed elected and further nominations shall be received at the annual general meeting.
 - (i) in the event that an excess of nominations for the vacancies to be filled is received from the floor at an annual general meeting, a ballot shall be held.
 - (c) in excess of the number of vacancies to be filled, a ballot shall be held.
- (4) 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.

- (5) An individual shall not hold more than one position as an officer on the committee of management.

53 Election of President and officers of the Committee of Management

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one person is nominated for the position, the Chairperson of the meeting must declare the person elected to the position.
- (3) If more than one person is nominated, a ballot must be held in accordance with rule 55.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

54 Appointment of ordinary members

- (1) A pony club is appointed to be a member of Central zone by PCAV in accordance with rule 8.
- (2) A member is entitled to appoint two zone delegates from within their own club members to represent them as members of the Central Zone committee, in accordance with rule 14.

55 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper or official voting form to—
 - (a) each zone delegate present in person; and
 - (b) each proxy appointed by a member.

Example

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

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

- (11) If the returning officer is unable to declare the result of an election under subrule (10) 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 (4) to (10) 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.

56 Term of office for office holders

- (1) Subject to subrule (3) and rule 58, a person holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) An officer may be re-elected.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a person from office; and
 - (b) elect an eligible individual member to fill the vacant position in accordance with this Division.
- (4) A person who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President 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
- (6) meeting at which the special resolution is to be proposed.

57 Vacation of office

- (1) An officer of the committee may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be an officer of the committee member if he or she—
 - (a) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 68; or
 - (b) ceases to be a member of the Association; or
 - (c) is removed from office by special resolution; or
 - (d) becomes insolvent under administration; or
 - (e) dies; or
 - (f) otherwise ceases to be a committee member by operation of section 78 of the Act.

Note

A Committee member may not hold the office of secretary if they do not reside in Australia.

58 Filling casual vacancies

- (1) The Committee may appoint an eligible individual member to fill a position on the Committee that—
 - (a) has become vacant under rule 58; or
 - (b) was not filled by election at the last annual general meeting.

- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 56 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

59 Meetings of Committee

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

60 Notice of meetings

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

61 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 60 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

62 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

63 Use of technology

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

64 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 63) of at least 5 zone delegates of 5 separate members entitled to vote.

- (3) If a quorum is not present within 30 minutes after the notified commencement time of a 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 60.

65 Voting

- (1) On any question arising at a committee meeting, each zone delegate present at the meeting has one vote.
- (2) A motion is carried if a majority of zone delegates 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 Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

66 Conflict of interest

- (1) A zone delegate who has a material personal interest in a matter being considered at a committee meeting or represents a club which has a material interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The zone delegate—
 - (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 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 zone delegate belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the zone delegate has in common with all, or a substantial proportion of, the club members of the Association.

67 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the zone delegates and the club they represent 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 66.

68 Leave of absence

- (1) The Committee may grant an office holder of the committee leave of absence from committee meetings for a period not exceeding 3 months.

- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

69 Source of funds

The funds of the Association may be derived from joining fees, membership fees, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

70 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

71 Financial records

- (1) The Association must keep financial records 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 Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

72 Financial statements

- (1) For each financial year, the Committee 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) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

73 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 Committee and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

74 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—
the postal address of the Secretary.

75 Notice requirements

- (1) Any notice required to be given to committee member under these Rules may be given—
 - (a) by handing the notice to the zone delegate personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 61.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to an officer of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the 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 facsimile transmission to the facsimile number of the Association.

76 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note

See note following rule 19 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee 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 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—
 - (a) **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—
 - (i) its membership records;
 - (ii) its financial statements;
 - (iii) its financial records;
 - (iv) records and documents relating to transactions, dealings, business or property of the Association.

77 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 a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

78 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. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.