

PART 1 PRELIMINARY

1. Name

The name of the incorporated association is “**Castlemaine Community House Incorporated**” - in this Constitution called “the Association”.

2. Purposes

Castlemaine Community House is a public institution that has the charitable purpose of advancing social and public welfare by:

1. advancing mental health, supporting diversity and preventing social isolation
2. providing a physical location that supports individuals to undertake activities, or work on projects, in the company of others
3. facilitating community development and capacity building in support of individuals and groups within communities
4. supporting lifelong learning opportunities for people to improve their access to training and employment pathways
5. participating in advocacy and civic activities.

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 committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under Rule 30;

Commissioner means the Commissioner of Taxation, a second Commissioner of Taxation or a Deputy Commissioner of Taxation or other delegate of the Commissioner of Taxation for the purposes of the Tax Act;

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 Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Association convened under Rule 20 3;

disciplinary meeting means a meeting of the Committee convened for the purposes of Rule 19;

disciplinary subcommittee means the subcommittee appointed under Rule 17;

eligible charity means a fund, authority or institution:

- which is charitable at law
- gifts or contributions to which are deductible under item 1 of the table in section 30-15 of the Tax Act; and
- which has the objects and purposes similar to the objects and purposes of the Association and which is not carried on for the profit or gain of its members.

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;

member means a member of the Association;

member entitled to vote means a member who under Rule 12.2 is entitled to vote at a general meeting;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, 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

5.1 Subject to the Act, the Association has power to do all things to achieve its Purposes, without limiting this Rule 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.

5.2 The Association may only exercise its powers and use its income and assets (including any surplus) for its Purposes.

6. Not for profit organisation

- 6.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2 Subrule 6.1 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.

PART 3 MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**Division 1—Membership****7. Minimum number of members**

The Association must have at least 5 members.

8. Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

9. Application for membership

An application for membership of the Association must:

- 9.1 be made in writing on the relevant form stating that the applicant wishes to become a member of the Association, supports the purposes of the Association and agrees to comply with these Rules;
- 9.2 be signed by the applicant;
- 9.3 be lodged with the Secretary of the Association.

Notes

- 1 A requirement for a signature of a person may be met by electronic signature. See section 9 of the **Electronic Transactions (Victoria) Act 2000**.

10. Consideration and confirmation of a new membership application

- 10.1 As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application. A resolution to accept the membership must be recorded in the minutes of the committee meeting.
- 10.2 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 10.3 The Secretary must ensure that the applicant's name and address and the date of becoming a member is entered in the register of members within 28 days of approval.
- 10.4 If the application is rejected, the Committee is not required to provide reasons but must, upon request, be able to demonstrate that the rejection of any membership

application was for reasons other than the personal characteristics of the applicant such as, without limitation, their age, race or background.

11. Entrance fee and annual membership fee

The Association does not charge entrance fees or membership fees.

12. General rights of members

12.1 A member of the Association who 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 60 - Custody and inspection of books and records; and
- (f) to inspect the register of members.

12.2 A member is entitled to vote if:

- (a) more than 10 business days have passed since he or she became a member of the Association; and
- (b) the member's membership rights are not suspended for any reason.

13. Rights not transferable

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

14. Ceasing and resigning membership

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

14.2 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.

14.3 A member of the Association may resign at any time by giving notice in writing to the Committee.

14.4 A member is taken to have resigned if:

- (a) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
- (b) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

15. Register of members

15.1 The Secretary must ensure that a register of members is maintained and that it contains:-

- (a) the name, address and contact details of each member, including email address (if available)

(b) the date on which the member's name was entered in the register.

15.2 Upon cessation of membership, the Secretary must ensure that the date on which the membership ceased is recorded in 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

16. Disciplinary Action

The Association may take disciplinary action against a member in accordance with these Rules if it is determined that the member:

- (a) has failed to comply with these Rules;
- (b) refuses to support the Statement of Purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

17. Disciplinary Sub-Committee

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

17.2 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 concerned.

18. Notice to Member for Disciplinary Action

18.1 Before disciplinary action is taken against a member, the Committee must give written notice to the member:

- (a) stating that the Association proposes to take disciplinary action against the member;
- (b) stating the grounds for the proposed disciplinary action;
- (c) specifying the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action (the disciplinary meeting);
- (d) setting out the member's appeal rights as per Rule 20; and
- (e) advising the 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.

18.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

19. Decision of Disciplinary Subcommittee

- 19.1 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.
- 19.2 After complying with Subrule 19.1, the Disciplinary Subcommittee may:
- (a) take no further action against the member; or
 - (b) reprimand the member; or
 - (c) suspend the membership rights of the member for a specified period; or
 - (d) expel the member from the Association.
- 19.3 The Disciplinary Subcommittee may not fine the member.
- 19.4 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.

20. Appeal Rights

- 20.1 A person whose membership rights have been suspended or who has been expelled from the Association under Rule 19 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- 20.2 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 7 days after the vote.
- 20.3 If a person has given notice under subrule 20.2, the Committee must appoint at least 3 persons to an appeal subcommittee to consider the appeal.
- 20.4 Subject to subrule 20.5, the Committee may appoint any person to an appeal subcommittee.
- 20.5 A person must not be appointed to an appeal subcommittee if the person—
- (a) was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or
 - (b) has a personal interest in the dispute; or
 - (c) is biased in favour of or against the member concerned.
- 20.6 The committee must convene a meeting of the appeal subcommittee (the *disciplinary appeal meeting*) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- 20.7 Notice of the Disciplinary Appeal Meeting must be given to members of the Association who are entitled to vote as soon as practicable and must:
- specify the date, time and place of the meeting; and state:
 - (a) the name of the member against whom the disciplinary action has been taken;
 - (b) the grounds for taking that action; and
 - (c) that at the Disciplinary Appeal Meeting the members present must vote on whether the decision to suspend or expel the member should be upheld or revoked.

21. Conduct of a Disciplinary Appeal Meeting

- 21.1 At a Disciplinary Appeal Meeting:
- (a) no business other than the question of the appeal may be conducted;
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the member whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 21.2 After complying with Subrule 21.1 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 member should be upheld or revoked.
- 21.3 The decision is upheld if passed by a majority of not less than three quarters (3/4) of members present and voting.

Division 3—Grievance procedure

22. Grievance Procedure

- 22.1 The grievance procedure in this Rule applies to disputes between:-
- (a) a member and another member, or
 - (b) a member and the Committee
 - (c) a member and the Association
- 22.2 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.
- 22.3 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- 22.4 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days:
- (a) notify the Committee of the dispute;
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 22.5 The mediator must be:-
- (a) a person chosen by agreement between the parties, or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association, or
 - (ii) in the case of a dispute between a member and the Committee or Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Dept. of Justice).

Note

This includes a registered mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.

- 22.5 The Committee may appoint any person as a mediator, including if appropriate a member of the Association.
- 22.6 The mediator cannot be a member who is a party to the dispute
- 22.7 The mediator, in conducting the mediation, must:-
- (a) give the parties to the mediation process 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 to the dispute throughout the mediation process
- 22.8 The mediator must not determine the dispute.
- 22.9 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- 22.9a Any costs of mediation are to be paid—
- (a) if an agreement as to costs is reached between the parties—in accordance with that agreement; or
 - (b) if there is no such agreement—by the Committee.

PART 4 GENERAL MEETINGS OF THE ASSOCIATION

23. Annual General Meetings

- 23.1 The Committee must convene an annual general meeting (AGM) to be held within 5 months of the end of the financial year and may determine the date, time and place of the AGM.
- 23.2 The ordinary business of the AGM shall be:-
- (a) to confirm the minutes of the previous AGM and of any special general meeting held since that meeting
 - (b) to receive reports from the Committee that outline the activities of the Association during the last preceding financial year
 - (c) to receive and consider the Auditor's Statement and/or financial statements submitted by the Association.
 - (d) to elect officers and ordinary members of the Committee.
- 23.3 The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

24. Special General Meetings

- 24.1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 24.2 The Committee may convene a special general meeting of the Association whenever it deems fit.

24.3 No business other than that set out in the notice under Rule 26 may be conducted at the meeting.

25. Special General Meetings held at Request of Members

25.1 The Committee must convene a special general meeting if a request to do so is made in accordance with Subrule 25.2 by at least 10% of the total number of members.

25.2 The 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
- (d) be submitted to the Secretary

25.3 If the Committee does not convene a special general meeting within one month after the date of the request is made, the members making the request (or any of them) may convene a special general meeting to be held not later than three (3) months after that date and may only consider the business stated in that request.

25.4 If a special general meeting is convened by members in accordance with this Rule, it must be convened in the same manner as a meeting convened by the Committee.

25.5 All reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the person(s) incurring the expenses.

26. Notice of AGMs or Special General Meetings

26.1 Notice of an AGM or special general meeting must be given to members of the Association by the secretary (or, in the case of a special general meeting convened under Rule 25.3, the members convening the meeting):

- (a) at least 14 days prior to the meeting or
- (b) at least 21 days if a special resolution has been proposed

26.2 As per Rule 59.1, notice of an AGM or special general meeting may be given in person, sent by post to the address appearing in the register of members or electronically to the contact details shown in the register of members.

26.3 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~~

26.4 This Rule does not apply to a disciplinary appeal meeting.

27. Use of technology

27.1 A general meeting may be held and members may take part by the use of technology that allows members to clearly and simultaneously communicate with each other participating member.

- 27.2 For the purposes of this Part, a member participating in a general meeting as permitted under subrule 27.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

28. Quorum at AGMs and Special General Meetings

- 28.1 No item of business may be conducted at a general meeting or AGM unless there is a quorum of members present.
- 28.2 Five (5) members, personally present at the meeting, will constitute a quorum.
- 28.3 If, within half an hour after the appointed starting time of the meeting a quorum is not present:-
- (a) in the case of a meeting convened by, or upon the request of members under Rule 25, the meeting must be dissolved
 - (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.
- 28.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under Subrule 28.3(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.

29. Adjournment of AGMs or Special General Meetings

- 29.1 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.
- 29.2 Without limiting 29.1, 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.
- 29.3 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 29.4 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 26.

30. Presiding at AGMs and Special General Meetings

- 30.1 The President, or in their absence, the Vice President, shall preside as Chairperson at each AGM or special general meeting of the Association.
- 30.2 If both are absent, or unable to preside, the members present must select one of their number to preside as Chairperson.

31. Voting at AGMs and Special General Meetings

- 31.1 Each member has one vote only.

31.2 In the case of equality of voting, the Chairperson is entitled to exercise a casting or second vote.

31.3 A member is not entitled to vote at a general meeting unless all moneys due and payable to the Association by the member have been paid.

31.4 Voting at AGMs and Special General Meetings by proxy is not permitted.

32. Polls at AGMs and Special General Meetings

32.1 A poll must occur at the meeting if demanded by 3 or more members.

32.2 A poll may be conducted by a show of hands.

32.3 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately.

32.4 A poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

32.5 All resolutions must be recorded in the minutes of the meeting.

33. Manner of Determining Whether Resolution is Carried

33.1 A question (or motion) arising at an AGM or general meeting is deemed a resolution:-

- (a) by a majority show of hands and
- (b) when the chairperson declares the motion carried

33.2 An entry to that effect must be recorded in the minutes of the meeting.

34. Minutes of general meeting

34.1 The Committee must ensure that minutes are taken and kept of each general meeting.

34.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

34.3 In addition, the minutes of each annual general meeting must include:

- (a) the names of the members attending the meeting; and
- (b) the financial statements submitted to the members in accordance with Rule 23.2(c); and
- (c) 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
- (d) 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

35. Role and powers

- 35.1 The business of the Association must be managed by or under the direction of a Committee.
- 35.2 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.
- 35.2 The Committee may
- (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

36. Delegation

- 36.1 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.
- 36.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 36.3 The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members**37. Composition of Committee**

- 37.1 The Committee shall consist of:-
- (a) a President; and
 - (b) a Vice-President; and
 - (c) a Treasurer; and
 - (d) a Secretary; and
 - (e) and up to three (3) ordinary members.
- each of whom should be members of the Association and elected under Rule 42 at the Annual General Meeting of the Association.
- 37.2 A paid member of staff (permanent, part time or casual) is not eligible for election.

38. General Duties of the Committee

- 38.1 As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules and the Act.
- 38.2 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.
- 38.3 Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 38.4 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.

38.5 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.

39. Appointment and Role of Secretary

39.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

39.2 The Secretary must:

(a) maintain the register of members in accordance with Rule 15; and

(b) keep custody of, except for the financial records referred to in rule 57.3, all books, documents and securities of the Association in accordance with Rule 60; 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.

39.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

Division 3—Election of Committee members and tenure of office

40. Who is eligible to be a Committee member

A member is eligible to be elected or appointed as a committee member if the member:

(a) is 18 years or over; and

(b) is entitled to vote at a general meeting.

41. Nomination and Election of Committee Members

41.1 Nominations of candidates for election of the committee must be:-

(a) made in writing, signed by a member of the Association and accompanied by the written consent of the candidate and

(b) delivered to the office of the Association, addressed to the Secretary, not less than 7 days prior to date fixed for election

41.2 If insufficient nominations are received, or nominations are equal to number of vacancies on the Committee, the candidates nominated shall be deemed to be elected.

41.3 If insufficient nominations are received prior, further nominations may be received at the AGM.

41.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held at the AGM in such manner as the Committee may direct.

42. Election of Office Bearers / the Executive

- 42.1 At the AGM, separate elections must be held for each of the following positions:
- (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- 42.2 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- 42.3 If more than one member is nominated, a ballot must be held in such manner as the Committee may direct.
- 42.4 On his or her election, the new President may take over as Chairperson of the meeting.

43. Term of office

- 43.1 Subject to Subrule 43.3 and Rule 44, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- 43.2 A committee member can hold office for a maximum of nine years.
- 43.3 A general meeting of the Association may:
- (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- 43.4 A member who is the subject of a proposed special resolution under subrule 43.3(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.
- 43.5 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 meeting at which the special resolution is to be proposed.

44. Vacation of office

- 44.1 A Committee member may resign from office by notice in writing given to the Committee.
- 44.2 A person ceases to be a Committee member if he or she:
- (a) ceases to be a member of the Association or
 - (b) fails to attend three (3) consecutive Committee meetings (other than special or urgent Committee meetings) without an apology being accepted or without leave of absence under Rule 54; or
 - (c) otherwise ceases to be a Committee member by operation of section 78 of the Act.

45. Filling casual vacancies

- 45.1 The Committee may appoint an eligible member of the Association to fill a position on the Committee that:
- (a) has become vacant under Rule 44; or

(b) was not filled by election at the last annual general meeting.

- 45.2 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- 45.3 Rule 43 applies to any Committee member appointed by the Committee under Subrule 45.1 or 45.2.
- 45.4 The Committee may act, despite vacancies, providing there is sufficient quorum.

Division 4—Meetings of the Committee

46. Meetings of the committee

- 46.1 The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- 46.2 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.
- 46.3 Special committee meetings may be convened by the President or by any 4 members of the Committee.

47. Notice of committee meetings

- 47.1 Written or electronic notice of each Committee meeting or special Committee meeting must be given to each member of the Committee not less than two days before the date of the meeting.
- 47.2 The notice must state the date, time and place or manner of the meeting.
- 47.3 In the case of special Committee meetings, notice must specify the general nature of the business to be conducted. No other business may be conducted at such a meeting.

48. Urgent committee meetings

- 48.1 In cases of urgency, a meeting can be held without notice being given in accordance with Rule 47 provided that as much notice as possible is given to each Committee member by the quickest means practicable.
- 48.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 48.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

49. Use of technology at committee meetings

- 49.1 A committee meeting may be held by the use of technology that allows committee members to clearly and simultaneously communicate with each other participating member.
- 49.2 A Committee member participating in a Committee meeting as permitted under Subrule 49.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

50. Quorum for committee meetings

- 50.1 No business may be conducted at a Committee meeting unless a quorum is present.
- 50.2 The quorum for a committee meeting is the presence (in person or as allowed under Rule 49 – Use of technology) of a majority (more than 50%) of committee members holding office at that time.
- 50.3 If a quorum is not present within 30 minutes of the appointed meeting time:
 - (a) in the case of a special committee meeting, the meeting lapses
 - (b) in any other case, the committee meeting shall stand adjourned to the same place, time and day in the following week.

51. Voting at committee meetings

- 51.1 Each member present at a meeting of the Committee, including the person presiding, is entitled to one vote.
- 51.2 Resolutions shall be determined by a show of hands or, if a member requests, by a poll, determined by the person presiding.
- 51.3 A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- 51.4 In the event of an equality of votes, the person presiding (the Chairperson) may exercise a second or casting vote.
- 51.5 Voting at committee meetings by proxy is not permitted.

52. Conflict of interest

- 52.1 A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the committee member's position and the nature and extent of that interest to the Committee.
- 52.2 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 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.

- 52.3 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.
- 52.4 The Committee must keep a conflict of interest register.
- 52.5 The conflict of interest register must record the following—
 - (a) the name and position of the member who has disclosed a material personal interest;
 - (b) a description of the nature and extent of that interest;

(c) a management plan documenting actions required to mitigate the conflict.

53. Minutes of committee meetings

- 53.1 The Committee must ensure that minutes are taken and kept of each Committee meeting.
- 53.2 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 52.

54. Leave of absence from committee

- 54.1 The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- 54.2 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

55. Source of funds

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

56. Management of funds

- 56.1 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.
- 56.2 Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 56.3 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.
- 56.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- 56.5 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 56.6 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.

57. Financial records

- 57.1 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.
- 57.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 57.3 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.

58. Financial statements

- 58.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 58.2 Without limiting Subrule 58.1, 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**59. Notice requirements**

- 59.1 Any notice required to be given to a member or a 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; or
 - (c) by email transmission.
- 59.2 Subrule 59.1 does not apply to notice given under Rule 48 Urgent Meetings.
- 59.3 Any notice required to be given to the Association or the Committee may be given:
- (a) by email to the email address of the Association or the Secretary; or
 - (b) by handing the notice to a member of the Committee; or
 - (c) by sending the notice by post to the registered address; or
 - (d) by leaving the notice at the registered address.

60. Custody and inspection of books and records

- 60.1 Members may on request inspect free of charge:
- (a) the register of members;

- (b) the minutes of general meetings;
- (c) subject to Subrule 60.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note

See note following rule 15 for details of access to the register of members.

- 60.2 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.
- 60.3 The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.
- 60.4 Subject to Subrule 60.2, 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.
- 60.5 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.

61. Winding up and cancellation

- 61.1 The Association may be wound up voluntarily by special resolution.
- 61.2 On the first to occur of:
 - (a) the winding up or cancellation of the incorporation of the Association; or
 - (b) if the Association is endorsed as a deductible gift recipient under subdivision 30-BA of the Tax Act, revocation of the Association's endorsement as a deductible gift recipient,all surplus assets of the Association, after satisfaction of all debts and liabilities of the Association, must be paid, distributed or transferred to:
 - (c) one or more Eligible Charities; or
 - (d) to the extent required or permitted by the Tax Act, funds, charitable at law, which comply with the requirements of item 2 of the table in section 30-15 of the Tax Act,but if the Association is never endorsed as a deductible gift recipient under subdivision 30-BA of the Tax Act, paragraph (b) of the definition of Eligible Charity will not apply.
- 61.3 Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the Tax Act are satisfied, a transfer under this Rule 76 must be made in accordance with those conditions.

61.4 The identity of an Eligible Charity for the purposes of this Rule 76 will be determined by the Committee and (if applicable) approved by the Commissioner and, in default, will be determined by the Supreme Court of Victoria.

61.5 If the Association is registered as a Charity but not endorsed as a Deductible Gift Recipient at the time of being wound up then the body in receipt of surplus assets must also be a registered charity.

62. Alteration of Rules

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

62.2 An alteration of these Rules does not take effect unless or until it is approved by the Registrar.