

**Rules**  
**Plenty Valley Community Radio Inc**  
**Association Number A0016390D**  
**2014**

Our Ref: LJC:22615

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# Rules

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OF

## **PLENTY VALLEY COMMUNITY RADIO INC** **Association Number A0016390D**

*Associations Incorporation Reform Act 2012*  
An Incorporated Association

Dated:

### **PART 1: PRELIMINARY**

#### **1 Name**

The name of the incorporated association is “**Plenty Valley Community Radio Inc.**”

#### **2 Purposes**

The purposes of the Association are as follows:-

- 2.1 To develop and maintain a non-profit making, community based radio broadcast station that will present as high a standard of technical and program expertise as possible.
- 2.2 To present to the community a high level of local music content, with local artists given access to air time.
- 2.3 To encourage and assist local playwrights, songwriters, poets, novelists and other writers by broadcasting their works.
- 2.4 To provide our audience with information on local facilities, services and events of public interest.
- 2.5 To co-operate with local and state authorities in disseminating information and to provide assistance to those authorities, particularly in times of emergency.
- 2.6 To provide a facility and environment which will enable volunteers and staff to reach and maintain a high level of personal and technical expertise and provide a system of training and retraining for staff.
- 2.7 To present a programming policy which takes minority groupings into consideration.

### 3 Definitions

3.1 In these Rules, unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Reform Act 2012* or any statutory modification or re-enactment for the time being in force.

“**Chairperson**” of a general meeting or Committee meeting means the person chairing as required under rule [4447](#).

“**Committee**” means the committee of management of the Association;

“**financial year**” means the 12 month period specified in rule 4;

“**general meeting**” means a general meeting of members convened in accordance with Part 4.

“**group member**” means a family, community organization or corporation that is a member of the Association.

“**member**” means a member of the Association;

“**Officer of the Association**” means any person holding office in accordance with rule [4344](#);

“**ordinary member of the Committee**” means a member of the Committee who is not an officer of the Association under Rule [4344](#);

“**Regulations**” means regulations under the Act;

“**relevant documents**” has the same meaning as in the Act.

“**Secretary**” means

(a) the person who holds office under these Rules as Secretary of the Association; and

(b) in any other case, the public officer of the Association.

### 4 Financial Year

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

### 5 Alteration of Rules

5.1 These Rules and the statement of purposes of the Association must not be altered except by special resolution at a general meeting.

## PART 2: POWERS Of ASSOCIATION

### 6 Powers of Association

- 6.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 6.2 Without limiting rule 6.1, the Association may
- 6.2.1 acquire, hold and dispose of real or personal property;
  - 6.2.2 open and operate accounts with financial institutions;
  - 6.2.3 invest its money in any security in which trust monies may lawfully be invested;
  - 6.2.4 raise and borrow money on any terms and in any manner as it thinks fit;
  - 6.2.5 secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - 6.2.6 agents to transact business on its behalf;
  - 6.2.7 enter into any other contract it considers necessary or desirable.
- 6.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## **7 Not for profit organisation**

- 7.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 7.2 Rule 7.1 does not prevent the Association from paying a member:
- 7.2.1 reimbursement for expenses properly incurred by the member; or
  - 7.2.2 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**

### **8 Number of Members**

The Association must have at least five members.

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

A person who supports the purposes of the Association is eligible to be a member of the Association on payment of the subscription in accordance with these Rules.

### **10 Application for Membership**

To apply to become a member of the Association, the applicant must submit a written and signed application stating that they

- 10.1 wish to become a member of the Association;
- 10.2 support the purposes of the Association; and
- 10.3 agree to comply with these Rules

and shall lodge the application with the Association in person, by post or via the Association's website or other electronic means (including facsimile and email) together with payment of the subscription fees.

## 11 Consideration of application

As soon as possible after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application

- 11.1 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 11.2 If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- 11.3 Reasons for rejection may include, but not limited to, acting against the interests of the Station such as evidence of planned vote stacking, unprofessional conduct at another organisation, bullying and any other inappropriate behaviour, this to be considered in accordance with Rule 11.1.~~No reason need to be given for the rejection of the application.~~

## 12 New membership

- 12.1 If an application is approved by the Committee –
  - 12.1.1 the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - 12.1.2 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.
- 12.2 A person becomes a member of the Association and, subject to rule [16.247-2](#) is entitled to exercise his or her rights of membership from the date, whichever is the later, on which –
  - 12.2.1 the Committee approves the person's membership; or
  - 12.2.2 the person pays the subscription fee

## 13 Membership categories



13.1 Membership categories include:

13.1.1 Individual

13.1.2 Individual concession

13.1.3 Family

13.1.4 Honorary life member

## **14 Annual Subscriptions**

14.1 The subscription fees and the date they become due and payable, are determined from time to time by the Committee and in the case of new members, apportioned on a pro-rata basis, calculated from the nearest month.

14.2 The Committee may, at its discretion, waive all or part of the subscription fees for any member who, in its opinion, is in disadvantaged or necessitous circumstances.

14.3 The Committee may determine that a lower annual subscription is payable by associate members.

14.4 The rights of a member (including the right to vote), who has not paid their subscription fees by the due date, are suspended until the subscription fees are paid.

14.5 Membership of the Association and any right, privilege, or obligation of a person or group by reason of their membership of the Association:-

14.5.1 is not capable of being transferred or transmitted to another person or group; and

14.5.2 terminates upon the cessation of their membership whether by death or relinquishment or otherwise.

## **15 Honorary Life Members**

15.1 The Association in general meeting may confer honorary life membership upon any individual it considers has made an extraordinary contribution to the Association over an extended period of time.

15.2 An honorary life member shall receive all entitlements due to a member. Such entitlements shall cease upon resignation, expulsion or death.

15.3 No more than two honorary life memberships may be conferred in any one year.

15.4 Nominations for honorary life membership may be made at any time by any member. All such nominations shall be given in writing to the Secretary.

15.5 The Committee shall select not more than two nominees.

- 15.6 The names of the nominees and a brief statement supporting their nomination shall be listed as items for discussion and resolution at the annual general meeting.

## **16 General rights of members**

- 16.1 A member of the Association who is entitled to vote has the right
- 16.1.1 to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - 16.1.2 to submit items of business for consideration at a general meeting; and
  - 16.1.3 to attend and be heard at general meetings; and
  - 16.1.4 to vote at a general meeting; and
  - 16.1.5 to have access to the minutes of general meetings and other documents of the Association as provided under rule [67.168-1](#); and
  - 16.1.6 to inspect the register of members, under supervision of the Secretary or delegate.
- 16.2 A member is entitled to vote if—
- 16.2.1 the member is a member other than an associate member; and
  - 16.2.2 more than 10 business days have passed since he or she became a member of the Association; and
  - 16.2.3 the member's membership rights are not suspended for any reason.

## **17 Ceasing membership**

- 17.1 The membership of a person ceases on resignation, expulsion or death.
- 17.2 If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, record the fact and the date the person ceased to be a member in the register of members.

## **18 Resigning as a member**

- 18.1 A member may resign by giving one month's notice in writing to the Secretary.
- 18.2 A member, other than honorary life members, is taken to have resigned if
- 18.2.1 the member's subscription fees are more than 2 months in arrears; or
  - 18.2.2 where no annual subscription and/or fees are payable
    - 18.2.2.1 the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - 18.2.2.2 the member has not, within 2 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

## **19 Register of members**

- 19.1 The Secretary must keep and maintain a register of members that includes
  - 19.1.1 for each current member
    - 19.1.1.1 the member's name;
    - 19.1.1.2 the address for notice last given by the member;
    - 19.1.1.3 the date of becoming a member;
    - 19.1.1.4 if the member is an honorary life member, a note to that effect;
    - 19.1.1.5 any other information determined by the Committee; and
  - 19.1.2 for each former member, the date of ceasing to be a member.
- 19.2 Subject to Section 59 of the Act any member may, at a reasonable time and free of charge, inspect the register of members.

### **Division 2—Disciplinary action**

## **20 Grounds for taking disciplinary action**

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

- 20.1 has failed to comply with these Rules; or
- 20.2 refuses to support the purposes of the Association; or
- 20.3 has engaged in conduct prejudicial to the Association.

## **21 Disciplinary subcommittee**

- 21.1 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.
- 21.2 The members of the disciplinary subcommittee—
  - 21.2.1 may be Committee members, members of the Association or anyone else; but
  - 21.2.2 must not be biased against, or in favour of, the member concerned.

## **22 Notice to member**

- 22.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- 22.1.1 stating that the Association proposes to take disciplinary action against the member; and
  - 22.1.2 stating the grounds for the proposed disciplinary action; and
  - 22.1.3 specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
  - 22.1.4 advising the member that he or she may do one or both of the following—
    - 22.1.4.1 attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - 22.1.4.2 give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - 22.1.5 setting out the member's appeal rights under rule [2425](#).
- 22.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## 23 Decision of subcommittee

- 23.1 At the disciplinary meeting, the disciplinary subcommittee must—
  - 23.1.1 give the member an opportunity to be heard; and
  - 23.1.2 consider any written statement submitted by the member.
- 23.2 After complying with rule [23.124.1](#) , the disciplinary subcommittee may—
  - 23.2.1 take no further action against the member; or
  - 23.2.2 subject to rule [23.324.3](#)—
    - 23.2.2.1 reprimand the member; or
    - 23.2.2.2 suspend the membership rights of the member for a specified period; or
    - 23.2.2.3 expel the member from the Association.
- 23.3 The disciplinary subcommittee may not fine the member.
- 23.4 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.

## 24 Appeal rights

- 24.1 A person whose membership rights have been suspended or who has been expelled from the Association under rule [2324](#) may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 24.2 The notice must be in writing and given—

- 24.2.1 to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - 24.2.2 the Secretary not later than 48 hours after the vote.
- 24.3 If a person has given notice under rule [24.225-2](#), 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.
- 24.4 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—
- 24.4.1 specify the date, time and place of the meeting; and
  - 24.4.2 state—
    - 24.4.2.1 the name of the person against whom the disciplinary action has been taken; and
    - 24.4.2.2 the grounds for taking that action; and
    - 24.4.2.3 that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## 25 Conduct of disciplinary appeal meeting

- 25.1 At a disciplinary appeal meeting—
- 25.1.1 no business other than the question of the appeal may be conducted; and
  - 25.1.2 the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - 25.1.3 the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 25.2 After complying with rule [25.126-1](#), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 25.3 A member may not vote by proxy at the meeting.
- 25.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

### Division 3—Grievance procedure

## 26 Application

- 26.1 The grievance procedure set out in this Division applies to disputes under these Rules between—

- 26.1.1 a member and another member;
  - 26.1.2 a member and the Committee;
  - 26.1.3 a member and the Association.
- 26.2 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.

## **27 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.

## **28 Appointment of mediator**

- 28.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule [2728](#), the parties must within 10 days—
- 28.1.1 notify the Committee of the dispute; and
  - 28.1.2 agree to or request the appointment of a mediator; and
  - 28.1.3 attempt in good faith to settle the dispute by mediation.
- 28.2 The mediator must be—
- 28.2.1 a person chosen by agreement between the parties; or
  - 28.2.2 in the absence of agreement—
    - 28.2.2.1 if the dispute is between a member and another member— a person appointed by the Committee; or
    - 28.2.2.2 if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 28.3 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—
- 28.3.1 has a personal interest in the dispute; or
  - 28.3.2 is biased in favour of or against any party.

## **29 Mediation process**

- 29.1 The mediator to the dispute, in conducting the mediation, must—
- 29.1.1 give each party every opportunity to be heard; and
  - 29.1.2 allow due consideration by all parties of any written statement submitted by any party; and
  - 29.1.3 ensure that natural justice is accorded to the parties throughout the mediation process.

29.2 The mediator must not determine the dispute.

### **30 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**

### **31 Annual general meetings**

- 31.1 The annual general meeting shall be held not later than 5 months after the end of the financial year.
- 31.2 The Committee may determine the date, time and place of the annual general meeting of the Association.
- 31.3 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 31.4 The ordinary business of the annual general meeting shall be
  - 31.4.1 to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - 31.4.2 to receive from the Committee reports upon the transactions of the Association during the last preceding financial year; and
  - 31.4.3 to receive and consider the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - 31.4.4 to elect officers of the Association and the ordinary members of the Committee; and
- 31.5 The annual general meeting may conduct any business of which notice has been given in accordance with these Rules.

### **32 Special general meetings**

- 32.1 In addition to the annual general meeting, other general meetings may be held in the same year.
- 32.2 All general meetings, other than the annual general meeting or a disciplinary appeal meeting, are special general meetings.
- 32.3 The Committee may, whenever it thinks fit, convene a special general meeting of the Association.

- 32.4 No business other than that set out in the notice under rule [3334](#) may be conducted at the meeting.
- 32.5 The Committee must, on the request in writing of not less than 10 per cent of the total number of members, convene a special general meeting of the Association.
- 32.6 The request for a special general meeting must—
- 32.6.1 be in writing; and
  - 32.6.2 state the business to be considered at the meeting and any resolutions to be proposed; and
  - 32.6.3 include the names and signatures of the members requesting the meeting; and
  - 32.6.4 be given to the Secretary.
- 32.7 If the Committee does not cause a special general meeting to be held within one month after the date on which 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 3 months after that date.
- 32.8 If a special general meeting is convened by members in accordance with rule [32.533-5](#), it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.
- 32.9 A special general meeting convened by members under rule [32.533-5](#) may only consider the business stated in that request.

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

- 33.1 The Secretary must give each member at least 14 days notice of a general meeting, or if a special resolution has been proposed at least 21 days notice.
- 33.2 The notice must
- 33.2.1 specify the date, time and place of the meeting; and
  - 33.2.2 indicate the general nature of each item of business to be considered at the meeting; and
  - 33.2.3 if a special resolution is to be proposed—
    - 33.2.3.1 state in full the proposed resolution; and
    - 33.2.3.2 state the intention to propose the resolution as a special resolution; and
  - 33.2.4 comply with rule [34.335-3](#)



- 33.3 A member intending to bring any business before a meeting may notify the Secretary of that business in writing, or by electronic transmission, at least 7 days prior to the notice periods set out in rule [33.134.1](#) and the Secretary must include that business in the notice calling the next general meeting.

## 34 Proxies

- 34.1 Each member is entitled to appoint another member as a proxy to vote at a general meeting on his or her behalf.
- 34.2 The notice appointing the proxy must be in the form set out in Appendix 1.
- 34.3 Notice of a general meeting given to a member under rule [3334](#) must
- 34.3.1 state that the member may appoint another member as a proxy for the meeting; and
  - 34.3.2 include a copy of the proxy form as referred to in rule [34.235.2](#).
- 34.4 The completed proxy form shall be deposited with the returning officer by the appointee prior to the commencement of the meeting.
- 34.5 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.
- 34.6 The number of proxy votes held by any member shall be limited to a maximum of three votes.

## 35 Quorum at general meetings

- 35.1 No business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 35.2 Fifteen members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 35.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present,
- 35.3.1 in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
  - 35.3.2 in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

- 35.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

## **36 Adjournment of general meetings**

- 36.1 The Chairperson at a general meeting where 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.
- 36.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 36.3 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule [3334](#).

## **37 Voting at general meetings**

- 37.1 On any question arising at a general meeting of the Association, a member has one vote only.
- 37.2 All votes must be given personally or by proxy.
- 37.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 37.4 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 37.5 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid.

## **38 Special resolutions**

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

## **39 Poll at general meetings**

- 39.1 If at a meeting a poll on any question is demanded by a member, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 39.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and 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.

## **40 Determining whether resolution carried**

Subject to rule [3940](#), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been

- 40.1 carried; or
- 40.2 carried unanimously; or
- 40.3 carried by a particular majority; or
- 40.4 lost,

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

## **PART 5 – COMMITTEE**

### **Division 1 – Powers of Committee**

## **41 Role and powers**

- 41.1 The affairs of the Association shall be managed by the Committee.
- 41.2 The Committee
  - 41.2.1 shall control and manage the business and affairs of the Association;
  - 41.2.2 may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association;
  - 41.2.3 subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association;
  - 41.2.4 may appoint and remove staff and;
  - 41.2.5 establish sub-committees consisting of members with terms of reference it considers appropriate

## **42 Delegation**

- 42.1 The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—

- 42.1.1 this power of delegation; or
- 42.1.2 a duty imposed on the Committee by the Act or any other law.
- 42.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 42.3 The Committee may, in writing, revoke a delegation wholly or in part.

## **Division 2 – Composition of Committee and duties of members**

### **43 Composition of Committee of Management**

The Committee shall consist of all of the following:

- 43.1 the Officers of the Association being:
  - 43.1.1 a President;
  - 43.1.2 a Vice-President;
  - 43.1.3 a Treasurer; and
  - 43.1.4 a Secretary;
- 43.2 up to three ordinary members

### **44 President and Vice-President**

- 44.1 Subject to rule [44.245.2](#) the President or, in the President's absence, the Vice-President shall be the Chairperson for any general meetings and for any committee meetings.
- 44.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be
  - 44.2.1 in the case of a general meeting, a member elected by the other members present; or
  - 44.2.2 in the case of a committee meeting, a committee member elected by the other committee members present.

### **45 Secretary**

- 45.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 45.2 The Secretary must, except for the financial records referred to in rule [46.347.3](#), keep custody of all books, documents and securities of the Association in accordance with Rule [6768](#).

- 45.3 The Secretary must cause to be kept minutes of the resolutions and proceedings of each general meeting, and each committee meeting, and in the case of the annual general meeting, must include
- 45.3.1 the names of the members attending the meeting; and
  - 45.3.2 proxy forms given to the Chairperson of the meeting pursuant to rule [34.4.35.4](#); and
  - 45.3.3 the financial statements submitted to the members in accordance with rule [31.4.332.4.3](#); and
  - 45.3.4 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
  - 45.3.5 any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- 45.4 in the case of each committee meeting, the Secretary must keep minutes which record the following
- 45.4.1 the names of the members in attendance at the meeting;
  - 45.4.2 the business considered at the meeting;
  - 45.4.3 any resolution on which a vote is taken and the result of the vote;
  - 45.4.4 any material personal interest disclosed under Rule [6061](#).

## 46 Treasurer

- 46.1 The Treasurer must—
- 46.1.1 receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - 46.1.2 ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - 46.1.3 make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - 46.1.4 ensure cheques are signed by at least 2 committee members.
- 46.2 The Treasurer must—
- 46.2.1 ensure that the financial records of the Association are kept in accordance with the Act; and
  - 46.2.2 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.
- 46.3 The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

## 47 General duties

- 47.1 As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- 47.2 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.
- 47.3 Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 47.4 Committee members must exercise their powers and discharge their duties
  - 47.4.1 in good faith in the best interests of the Association; and
  - 47.4.2 for a proper purpose.
- 47.5 Committee members and former committee members must not make improper use of
  - 47.5.1 their position; or
  - 47.5.2 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.
- 47.6 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.

### **Division 3 – Election of Committee members and tenure of office**

#### **48 Election of officers and ordinary Committee members**

- 48.1 Nominations of candidates for election as officers of the Association or as ordinary members of the Committee must
  - 48.1.1 be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - 48.1.2 not less than 7 days before the date fixed for the holding of the annual general meeting, be delivered to the Secretary of the Association
- 48.2 An eligible candidate shall be –
  - 48.2.1 18 years of age or older;
  - 48.2.2 a member for at least twelve months in his or her own right; or
  - 48.2.3 the nominated voting delegate of a group member; and
  - 48.2.4 in the case of the position of Secretary, a resident of Australia.

- 48.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 48.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 48.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 48.6 A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- 48.7 A nomination of a candidate for election is not valid if that candidate has been elected to another office at the same election.
- 48.8 The ballot for the election of officers and ordinary members of the Committee must be conducted at the annual general meeting in such manner as the committee may direct.
- 48.9 The Secretary must give to the Registrar notice of his or her appointment within 14 days following the appointment.

## **49 Ballot**

- 49.1 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.
- 49.2 The returning officer must not be a member nominated for the position.
- 49.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 49.4 The election must be by secret ballot.
- 49.5 The returning officer must give a blank piece of paper to—
  - 49.5.1 each member present in person; and
  - 49.5.2 each proxy appointed by a member.
- 49.6 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.
- 49.7 If the ballot is for more than one position—
  - 49.7.1 the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

- 49.7.2 the voter must not write the names of more candidates than the number to be elected.
- 49.8 Ballot papers that do not comply with rule [49.7.250.7-2](#) are not to be counted.
- 49.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 49.10 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.
- 49.11 If the returning officer is unable to declare the result of an election under rule [49.1050.10](#) because 2 or more candidates received the same number of votes, the returning officer must—
  - 49.11.1 conduct a further election for the position in accordance with rules [49.450.4](#) to [49.1050.10](#) to decide which of those candidates is to be elected; or
  - 49.11.2 with the agreement of those candidates, decide by lot which of them is to be elected.

## 50 Vacation of office

The office of an officer of the Association, or of an ordinary member of the Committee, becomes vacant if the officer or member

- 50.1 ceases to be a member of the Association; or
- 50.2 becomes an insolvent under administration within the meaning of the Corporations Law; or
- 50.3 resigns from office by notice in writing given to the Secretary; or
- 50.4 fails to attend more than three meetings without apology or leave from the Committee; or
- 50.5 otherwise ceases to be a committee member by operation of Section 78 of the Act.

## 51 Filling casual vacancies

- 51.1 In the event of a casual vacancy occurring in any position of office, referred to in rule [4344](#), the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.



- 51.2 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- 51.3 If the position of Secretary becomes vacant, the Committee must appoint one of its members to the position within 14 days after the vacancy arises and that person shall continue in office in accordance with rule [51.152.1](#).
- 51.4 The Committee may continue to act despite any vacancy in its membership.

## **Division 4 – Meetings of Committee**

### **52 Meetings of the Committee**

- 52.1 The Committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- 52.2 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.
- 52.3 Special meetings of the Committee may be convened by the President or by any 4 members of the Committee.
- 52.4 The procedure to be followed at a meeting of the Committee must be determined from time to time by the Committee.
- 52.5 The order of business may be determined by the members present at the meeting.

### **53 Notice of meetings**

- 53.1 Written notice of each committee meeting must be given to each member of the Committee at least 7 business days before the date of the meeting.
- 53.2 Written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

### **54 Urgent meetings**

- 54.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule [5354](#) provided that as much notice as practicable is given to each committee member by the quickest means practicable.

- 54.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 54.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

## **55 Procedure and order of business**

- 55.1 The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- 55.2 The order of business may be determined by the members present at the meeting.

## **56 Minutes of meeting**

- 56.1 The Committee must ensure that minutes are taken and kept of each committee meeting.
- 56.2 The minutes must record the following—
- 56.2.1 the names of the members in attendance at the meeting;
  - 56.2.2 the business considered at the meeting;
  - 56.2.3 any resolution on which a vote is taken and the result of the vote;
  - 56.2.4 any material personal interest disclosed under rule [6064](#).

## **57 Leave of absence**

- 57.1 The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- 57.2 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.

## **58 Quorum**

- 58.1 A majority of the members of the Committee constitutes a quorum for the conduct of the business of a meeting of the Committee.
- 58.2 No business may be conducted unless a quorum is present.
- 58.3 If within half an hour of the time appointed for the meeting a quorum is not present
- 58.3.1 in the case of a special meeting, the meeting lapses;

- 58.3.2 in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.

## **59 Voting**

- 59.1 Questions arising at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 59.2 Each member present at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 59.3 Voting by proxy is not permitted.

## **60 Conflict of interest**

- 60.1 A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- 60.2 The member
- 60.2.1 must not be present while the matter is being considered at the meeting; and
  - 60.2.2 must not vote on the matter.
- 60.3 This rule does not apply to a material personal interest
- 60.3.1 that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - 60.3.2 that the member has in common with all, or a substantial proportion of, the members of the Association.

## **PART 6 – FINANCIAL MATTERS**

### **61 Source of funds**

The funds of the Association shall be derived from annual subscriptions, donations, fund-raising activities, grants, interest and any other sources as the Committee determines.

### **62 Management of funds**

- 62.1 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.
- 62.2 The Treasurer of the Association must ensure the collection and receipt of all moneys due to the Association and make all payments authorised by the Association.
- 62.3 Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 62.4 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.
- 62.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members or otherwise as determined by the Committee.
- 62.6 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 62.7 The Treasurer must keep correct accounts showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 62.8 The Treasurer must
  - 62.8.1 ensure that the financial records of the Association are kept in accordance with the Act; and
  - 62.8.2 co-ordinate 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,
- 62.9 The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

## **63 Financial records**

- 63.1 The Association must keep financial records that
  - 63.1.1 correctly record and explain its transactions, financial position and performance; and
  - 63.1.2 enable financial statements to be prepared as required by the Act.
- 63.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

- 63.3 The Treasurer must keep in his or her custody, or under his or her control
  - 63.3.1 the financial records for the current financial year; and
  - 63.3.2 any other financial records as authorised by the Committee.

## **64 Financial statements**

- 64.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 64.2 Without limiting rule [64.165.1](#), those requirements include
  - 64.2.1 the preparation of the financial statements;
  - 64.2.2 if required, the review or auditing of the financial statements;
  - 64.2.3 the certification of the financial statements by the Committee;
  - 64.2.4 the submission of the financial statements to the annual general meeting of the Association;
  - 64.2.5 the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7 – GENERAL MATTERS**

### **65 Common seal**

- 65.1 The Association may have a common seal.
- 65.2 If the Association has a common seal
  - 65.2.1 the name of the Association must appear in legible characters on the common seal;
  - 65.2.2 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;
  - 65.2.3 the common seal must be kept in the custody of the Secretary.

### **66 Notice requirements**

- 66.1 Any notice required to be given to a member or a committee member under these Rules may be given
  - 66.1.1 by handing the notice to the member personally; or
  - 66.1.2 by sending it by post to the member at the address recorded for the member on the
  - 66.1.3 register of members; or
  - 66.1.4 by email, facsimile or any other form of electronic transmission.

- 66.2 Any notice required to be given to the Association or the Committee may be given
- 66.2.1 by handing the notice to a member of the Committee; or
  - 66.2.2 by sending the notice by post to the registered address; or
  - 66.2.3 by leaving the notice at the registered address; or
  - 66.2.4 if the Committee determines that it is appropriate in the circumstances—
    - 66.2.4.1 by email to the email address of the Association or the Secretary; or
    - 66.2.4.2 by facsimile transmission to the facsimile number of the Association; or
    - 66.2.4.3 by any other form of electronic transmission.
- 66.3 Where a notice has been properly addressed and posted as a letter, it will be deemed received at the time when the letter would have been delivered in the ordinary course of post.

## 67 Custody and inspection of books and records

- 67.1 Members may on request inspect free of charge
- 67.1.1 the register of members;
  - 67.1.2 the minutes of general meetings;
  - 67.1.3 the financial statements submitted at a general meeting;
  - 67.1.4 subject to rule [67.268-2](#), books, securities and any other relevant documents of the Association.
- 67.2 The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters if this may be prejudicial to the interests of the Association. No reason needs to be given.
- 67.3 The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 67.4 Subject to rule [67.268-2](#), 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.
- 67.5 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
- 67.5.1 its membership records;
  - 67.5.2 its financial statements;

- 67.5.3 its financial records;
- 67.5.4 records and documents relating to transactions, dealings, business or property of the
- 67.5.5 Association.

## **68 Winding up and cancellation**

- 68.1 The Association may be wound up voluntarily by special resolution.
- 68.2 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.
- 68.3 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.
- 68.4 The body to which the surplus assets are to be given must be decided by special resolution.

## **69 Conflict in lawful interpretation**

- 69.1 In all other respects, if anything in these Rules purports to conflict with the provisions of any Federal, State or other statutory regulations, such laws and/or regulations will always take precedence over these Rules.

**Annexure 1: Form of Appointment of Proxy**

I, .....

*(name)*

of .....

*(address)*

being a member of .....

*(name of Incorporated Association)*

appoint .....

*(name of proxy holder)*

of .....

*(address of proxy holder)*

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special\* general meeting of the Association to be held on

.....

*(date of meeting)*

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against\* the following resolution (insert details of resolution).

.....

Signed

Date

\* Delete if not applicable