



PORT PHILLIP ECOCENTRE INC

CONSTITUTION

Amended: [TBC] 20 November 2024

1. NAME

The name of the Incorporated Association is the Port Phillip EcoCentre Incorporated (in these rules called 'the Association').

2. STATEMENT OF PURPOSES

Port Phillip EcoCentre Inc. is a not-for-profit 'umbrella' environment organisation that is a resource for groups, individuals and the business community in the City of Port Phillip and its wider region. It aims to protect and enhance the natural environment and its biodiversity through a long-term commitment to:

- 2.1 providing a base, resources and support for community-based environment groups within the Port Phillip region by managing and developing a community resource centre;
- 2.2 the provision of information and education to promote awareness and action in support of sustainable living, and reduce the adverse impact of human activities on the terrestrial and marine ecosystems;
- 2.3 facilitating collaborative projects between community groups, educational institutions, government agencies, and the corporate sector to protect and enhance the natural environment;
- 2.4 undertaking and facilitating research and monitoring of air and water quality, and flora and fauna populations and their habitats;
- 2.5 promoting ecologically sustainable development principles and practices including use of renewable energy, recycling and waste minimisation, chemical-free horticulture, and soil conservation;
- 2.6 establishing and maintaining a Gift Fund to be called the Port Phillip EcoCentre Gift Fund for the specific purpose of supporting the environmental purposes of the Port Phillip EcoCentre Inc.
- 2.7 educating, advocating and taking action to address climate change and its impacts on environmental and human health.



RULES

3. FINANCIAL YEAR

The financial year of the Association means the year ending on 30 June.

4. INTERPRETATION AND DEFINITIONS

In these Rules:

- 4.1 "Chairperson" of a general meeting or Committee meeting, means the person chairing the meeting;
- 4.2 "Committee" means the Committee having management of the business of the Association;
- 4.3 "Committee meeting" means a meeting of the Committee held in accordance with these Rules;
- 4.4 "Committee member" means a member of the Committee;
- 4.5 "general meeting" means a general meeting of the members of the Association and includes an Annual General Meeting and a special general meeting;
- 4.6 "member" means a member of the Association;
- 4.7 "special resolution" means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;
- 4.8 "the Act" means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act; and
- 4.9 "the Registrar" means the Registrar of Incorporated Associations.



5. PORT PHILLIP ECOCENTRE GIFT FUND

- 5.1 Port Phillip EcoCentre is endorsed as a deductible gift recipient (DGR).
- 5.2 The objective of the Port Phillip EcoCentre Gift Fund is solely to support the organisation's environmental purposes and the fund is established to receive all gifts of money or property for this purpose.
- 5.3 Members of the public are invited to make gifts of money or property to the fund for the environmental purposes of the Port Phillip EcoCentre.
- 5.4 Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
- 5.5 A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Port Phillip EcoCentre.
- 5.6 Receipts are to be issued in the name of the organisation and proper accounting records and procedures are to be kept and used for the fund.
- 5.7 The fund will be operated on a non-profit basis.
- 5.8 Requirements of the gift fund:
- (a) The Port Phillip EcoCentre will inform the relevant government department as soon as possible if it changes its name or the name of its Gift Fund.
 - (b) The Port Phillip EcoCentre will inform the Registrar of the Australian Business Register if it ceases to be entitled to DGR endorsement.
- 5.9 **Ministerial Rules**
- The Port Phillip EcoCentre agrees to comply with any rules that the Australian Taxation Office and Australian Charities and Not-for-profits Commission may make, to ensure that gifts made to the fund are only used for its principal purpose.
- 5.10 **Non-Profit**
- The income and property of the Port Phillip EcoCentre shall be used and applied solely in promotion of its purposes and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend,



bonus or by way of profit to members, directors, or trustees of the Port Phillip EcoCentre.

5.11 **Conduit Policy**

Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Port Phillip EcoCentre and not be influenced by the preference of the donor.

5.12 **Winding Up**

In case of the winding up of the Fund, or in the instance that the DGR status of the Port Phillip EcoCentre is revoked any surplus assets will be transferred to another fund with similar objectives that holds deductible gift recipient endorsement.

5.13 **Statistical Information**

Statistical information on donations to the Gift Fund requested by the relevant government department, or government entity, will be provided as required.

5.14 **Financial statement**

An annual financial statement as required for the Port Phillip EcoCentre and/or for its Gift Fund will be supplied with the annual statistical return and/or annual information statement. The statement will provide information on the expenditure of Gift Fund monies and the management of Gift Fund assets.

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 The Association may –

- a) Acquire, hold and dispose of real or personal property; or
- b) open and operate accounts with financial institutions; or
- c) invest its money in any security in which trust monies may lawfully be invested; or
- d) raise and borrow money on any terms and in any manner as it thinks



fit; or

- e) secure the repayment of money raised or borrowed, or the payment of a debt or liability; or
- f) appoint agents to transact business on its behalf; or
- g) 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 Subrule 7.1 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.

8. MEMBERSHIP

8.1 Who is eligible to be a member:

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

8.1.2 Not-for-profit associations, and not-for-profit community groups, with statements of purposes aligned with those of the Port Phillip EcoCentre Inc, may become Affiliate members.

8.2 Application for membership

8.2.1 An applicant for membership of the Association shall complete the Association's application form (either online or in hard-copy) stating that the person, or group -

- a) wishes to become a member of the Association; and
- b) supports the purposes of the Association; and
- c) agrees to comply with these Rules; and



- d) agrees to pay any annual subscription fee, and any joining fee.

8.3 Consideration of Affiliate Applications

- 8.3.1 All applications for Affiliate membership shall be referred to the Committee as soon as practicable after being received and the Committee must decide by resolution whether to accept or reject the application.
- 8.3.2 The Committee, or its delegate, must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 8.3.3 The Committee is not required to give reasons for the rejection of an application.
- 8.3.4 If an application for Affiliate membership is approved by the Committee-
 - a) the resolution to accept membership must be recorded in the minutes of the Committee meeting; and
 - b) the Secretary, or the Executive Officer, must as soon as practicable, ensure that the name of the new Affiliate group, and its nominated delegate, and the date on which they became a member, is recorded on the membership database maintained by the Association;
- 8.3.5 An Affiliate becomes a member of the Association after the Committee has approved the new membership, and the Affiliate has paid any joining fee.
- 8.3.6 Affiliate members may nominate a delegate –
 - a) who will exercise the rights and privileges of membership which belong to the Affiliate group; and
 - b) the term of the appointment of the delegate will be determined by the Affiliate member.

8.4 A right privilege or obligation of a person by membership of the Association –

- a) is not capable of being transferred or transmitted to another person; and



- b) terminates upon the cessation of membership whether by death or resignation or otherwise.

9. JOINING FEE AND ANNUAL SUBSCRIPTION

- 9.1 An annual subscription fee for Membership may be determined from time to time by the Committee.
- 9.2 A maximum annual subscription payable by an Affiliate member may be determined from time to time by the Committee.
- 9.3 Annual subscription renewals are to be paid in advance on or before the Annual General Meeting in each year.

10. REGISTER OF MEMBERS

- 10.1 The Secretary, or the Executive Officer, shall maintain a register of members (a membership database), with the full name, email address (or other address) and date of entry of the name of each member.

11. GENERAL RIGHTS OF MEMBERS

- 11.1 A member of the Association, including the delegate of an Affiliate member, 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 these rules.

12. RIGHTS NOT TRANSFERABLE

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

13. CEASING MEMBERSHIP

- 13.1 The membership of a person ceases on resignation, expulsion or death.
- 13.2 If a person ceases to be a member of the Association, the Secretary or Executive Officer shall record the status change of the member in the



membership database.

14. RESIGNATION OF A MEMBER

14.1 A member may resign by giving written notice to the Association;

14.2 A member is taken to have resigned if the member's annual subscription is more than 12 months in arrears.

15. DISCIPLINARY ACTION

15.1 The Association may take disciplinary action against a member if it is determined that the member –

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

Disciplinary subcommittee

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

15.3 The Committee may appoint any person to a disciplinary subcommittee.

15.4 A person must not be appointed to a disciplinary subcommittee if the person is biased in favour of or against the member concerned.

Notice to member

15.5 Before disciplinary action is taken against a member, the Secretary must give written notice to the member –

- a) stating that the Association proposes to take disciplinary action against the member; and
- b) stating the grounds for the proposed disciplinary action; and
- c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and

- d) advising the member that the member may do one or both of the following -
 - i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- e) setting out the member's appeal rights; and
- f) the notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

Decision of disciplinary subcommittee

15.6 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.

15.7 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.

15.8 The disciplinary subcommittee may not fine the member.

15.9 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.

Appeal rights

15.10 A person whose membership rights have been suspended or who has been expelled from the Association may give notice to the effect that the person wishes to appeal against the suspension or expulsion.

15.11 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.

15.12 If a person has given notice of an intention to appeal, the Committee must appoint at least 3 persons to an appeal subcommittee to consider the appeal.

15.13 The Committee may appoint any person to an appeal subcommittee.

15.14 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.

15.15 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.

15.16 Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned as soon as practicable and must-

- a) specify the date, time and place of the meeting; and state
- b) the name of the person against whom the disciplinary action has been taken; and
- c) the grounds for taking that action; and
- d) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

Conduct of disciplinary appeal meeting

15.17 At a disciplinary appeal meeting -

- a) no business other than the question of the appeal may be conducted; and
- b) the appeal subcommittee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

15.18 Members of the appeal subcommittee 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.

15.19 A member may not vote by proxy at the meeting.

15.20 The decision is upheld if a majority of the persons voting at the meeting vote in favour of the decision.

16. DISPUTES AND MEDIATION

16.1 The grievance procedure set out in this rule applies to disputes between –

- a) a member and another member; or
- b) a member and the Association.

16.2 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 the parties.

16.3 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, hold a meeting in the presence of a mediator.

16.4 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 Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

16.5 A member of the Association can be a mediator.

16.6 The mediator cannot be a member who is a party to the dispute.

16.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

16.8 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.

16.9 The mediator must not determine the dispute.

16.10 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.

17. ANNUAL GENERAL MEETING

17.1 The Association must in each calendar year convene an Annual General Meeting of its members.

17.2 The Annual General Meeting shall be held on such day as the Committee determines, and must be held within 5 months after the end of each financial year.

17.3 The Annual General Meeting shall be specified as such in the notice convening it.

17.4 The ordinary business of the Annual General Meeting shall be –

- a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
- b) to receive and consider –
 - i. a Report from the Committee on the activities of the Association during the last preceding financial year; and
 - ii. the Financial Statements of the Association for the preceding financial year.
- c) to elect officers of the Association and the ordinary members of the Committee;
- d) to notify members of any Committee decision relating to annual subscription and joining fees; and
- e) to conduct any other business of which notice has been given.

17.5 The Annual General Meeting shall be in addition to any other general



meetings that may be held in the same year.

18. SPECIAL GENERAL MEETING

- 18.1 All general meetings other than the Annual General Meeting shall be called special general meetings.
- 18.2 The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 18.3 The Committee shall, on the requisition in writing of members representing not less than 10 per cent of the total number of members, convene a special general meeting of the Association.
- 18.4 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the email addresses of the Secretary and Executive Officer, and may consist of several documents, each signed by one or more of the members making the requisition.
- 18.5 If the Committee does not cause a special general meeting to be held within the month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- 18.6 A special general meeting convened by members shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and, all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

19. NOTICE OF GENERAL MEETINGS

- 19.1 The Secretary of the Association shall give to each member of the Association,
 - a) at least 21 days notice of a general meeting if a motion for a special resolution is to be proposed at the meeting;
 - b) at least 14 days notice of a general meeting in any other case.

- 19.2 The notice shall state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 19.3 Notice of a meeting at which a special resolution is to be proposed must also include the full proposed resolution and a statement that the motion is to be proposed as a special resolution.
- 19.4 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 19.5 Where the business of a meeting includes election of Committee members, the notice of the meeting shall include nomination procedures.
- 19.6 A member wishing to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

20. PROXIES

- 20.1 A member may appoint another member as a proxy to vote and speak on the member's behalf at a meeting other than a disciplinary appeal meeting.
- 20.2 The appointment of a proxy must be in writing and signed by the member making the appointment.
- 20.3 The proxy may vote on the member's behalf as the proxy sees fit.
- 20.4 The appointment of a proxy may be on a form approved by the Committee or on any other form signed by the member that clearly identifies the person appointed as the member's proxy.
- 20.5 Notice of a general meeting given to a member under this rule must –
- a) state that the member may appoint another as a proxy for the meeting; and
 - b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- 20.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

21. QUORUM AT GENERAL MEETINGS

- 21.1 No item of business shall be transacted at a general meeting unless a

quorum of members entitled under these rules to vote is present during the time when the meeting is considering an item.

21.2 Twenty (20) members present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

21.3 If within 30 minutes after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case shall be adjourned to a date not more than 21 days later and notice of the time date and place of the adjourned meeting shall be given to all members as soon as practicable after the meeting.

22. USE OF TECHNOLOGY

22.1 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 other participating members.

22.2 A member participating via the use of technology, is taken to be personally present at the meeting; and if the member votes at the meeting, is taken to have voted in person.

23. CHAIRPERSON

23.1 The President, or in the President's absence, the Vice President, shall preside as Chairperson at each general meeting of the Association.

23.2 If the President and the Vice President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

24. ADJOURNMENT

24.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

24.2 Where a meeting is adjourned for fourteen days or more, a notice of the



- adjourned meeting shall be given as in the case of the general meeting.
- 24.3 Notice shall be given of the place, date and time and the business to be transacted at an adjourned meeting.

25. VOTING AT GENERAL MEETING

- 25.1 On any question arising at a general meeting -
- a) each member who is entitled to vote has one vote; and
 - b) members may vote personally or by proxy; and
 - c) except in the case of a special resolution, the question must be decided on a majority of votes.
- 25.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 25.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 25.4 This rule does not apply to a vote at a disciplinary appeal meeting.
- 25.5 An Affiliate member is entitled to one vote exercised by its delegate.
- 25.6 A member is not entitled to vote at any general meeting unless all monies due and payable by the member to the Association have been paid.
- 25.7 If at a meeting a vote on any question is demanded by not less than ten (10) members, it shall be taken at that meeting in such manner as the Chairperson directs and the resolution of the vote shall be deemed to be a resolution of the meeting on that question.

26. SPECIAL RESOLUTIONS

- 26.1 A special resolution is required for any amendments to the Constitution and in relation to winding up.
- 26.2 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.

27. DETERMINING IF RESOLUTION CARRIED

- 27.1 The Chairperson of a general meeting may, on the basis of a show of hands or digital equivalent, declare that a resolution has been -
- a) carried; or



- b) carried unanimously; or
- c) carried by a particular majority; or
- d) lost -

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

27.2 If a count is demanded by three (3) or more members on any question -

- a) The count must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- b) the Chairperson must declare the result of the resolution on the basis of the count.

27.3 A count demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

27.4 A count demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

28. MINUTES OF GENERAL MEETING

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

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

28.3 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, as signed by two (2) Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- c) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

29. COMMITTEE OF MANAGEMENT

Role and powers

29.1 The business of the Association shall be managed by or under the direction of a Committee

29.2 The Committee may exercise all the powers of the Association except those powers that under these Rules or the Act are to be exercised by general meetings of the members of the Association

29.3 The Committee may –

- a) appoint and remove staff; and
- b) establish subcommittees consisting of members the Committee, with terms of reference it considers appropriate
- c) approve co-option of a recommended person to a subcommittee

Delegation

29.4 The Committee may delegate to a member of the Committee, a subcommittee, or the Executive Officer, or other 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.

29.5 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

29.6 The Committee may, in writing, revoke a delegation wholly or in part.

Composition of Committee

29.7 The Committee consists of -

- a) a President; and
- b) a Vice-President; and
- c) a Secretary; and
- d) a Treasurer; and
- e) up to six ordinary members to be elected at the Annual General Meeting.

29.8 Each member of the Committee shall hold office until the next Annual General Meeting but is eligible for re-election;

29.9 In the event of a casual vacancy occurring in the office of a member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office until the



conclusion of the next Annual General Meeting.

General duties of Committee

- 29.10 As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules.
- 29.11 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.
- 29.12 Committee members must exercise the member's powers and discharge the member's duties with reasonable care and diligence.
- 29.13 Committee members must exercise the member's powers and discharge the member's duties -
- a) in good faith in the best interests of the Association; and
 - b) for a proper purpose.
- 29.14 Committee members and former Committee members must not make improper use of -
- a) the member's, or former member's position; or
 - b) information acquired by virtue of holding the member's, or former member's, position, so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- 29.15 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.

30. PRESIDENT AND VICE-PRESIDENT

- 30.1 The President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Committee meetings.
- 30.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be -
- a) in the case of a general meeting – a member elected by the other members present; or
 - b) In the case of a Committee meeting – a Committee member elected by the other Committee members present.

31. SECRETARY

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

31.2 The Secretary shall:

- a) Maintain the registry of members (the membership database); and
- b) keep custody of, except for the financial records, all books, documents and securities of the Association; and
- c) subject to the Act and these Rules, and relevant information privacy legislation, provide members with access to the register of members, the minutes of general meetings and other books and documents.

32. TREASURER

32.1 The Treasurer must -

- a) ensure that there is an Annual Budget endorsed by the Committee;
- b) ensure that all monies paid to or received by the Association are issued receipts in the name of the Association;
- c) ensure financial transactions under the endorsed Annual Budget are executed by at least 2 signatories approved by the Committee;
- d) ensure that monies received outside the endorsed Annual Budget are referred to the Committee;
- e) ensure that the financial records of the Association are kept in accordance with the Act; and
- f) coordinate the preparation of the financial statements of the Association and their endorsement by the Committee, prior to submission to the Annual General Meeting;
- g) ensure that all other Committee members have access to the accounts and financial records of the Association.

33. WHO IS ELIGIBLE TO BE A COMMITTEE MEMBER

33.1 A member is eligible to be elected or appointed as a Committee member if the member is 18 years or over.

34. NOMINATIONS FOR THE COMMITTEE

34.1 Nominations of candidates for election as office holders of the Association



or as ordinary members of the Committee -

- a) shall be made in writing, signed by two members of the Association (a proposer and seconder) and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- b) shall be delivered to the Secretary, or the Executive Officer of the Association not less than seven days before the date fixed for the holding of the Annual General Meeting.

34.2 The Chairperson at the Annual General Meeting may also accept nominations at the meeting.

34.3 A member can only be nominated for one position as an office holder of the Association.

35. POSITIONS TO BE DECLARED VACANT

35.1 At the Annual General Meeting of the Association the Chairperson of the meeting shall declare all positions on the Committee vacant and hold elections for those positions.

36. ELECTION OF OFFICE HOLDERS

36.1 If only one member is nominated for each position of President, Vice President, Secretary and Treasurer, the Chairperson of the meeting shall declare these persons elected to the relevant positions.

36.2 If more than one member is nominated for a position, a ballot shall be held.

36.3 If a ballot is necessary, separate elections shall be held for each of the following positions -

- a) President;
- b) Vice President;
- c) Secretary;
- d) Treasurer.

36.4 On the President's election, the new President may take over as Chairperson of the meeting.

37. ELECTION OF ORDINARY MEMBERS

37.1 The Annual General meeting may by resolution decide the number of



ordinary members of the Committee (if any) it wishes to hold office for the next year.

37.2 A single election may be held to fill all of the ordinary member positions.

37.3 If the number of members nominated for the position of ordinary Committee member is less than or equal to the number to be elected, the Chairperson of the meeting shall declare each of those members to be elected to the position.

37.4 If the number of members nominated exceeds the number to be elected, a ballot shall be held.

38. BALLOT

38.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a returning officer to conduct the ballot.

38.2 The returning officer must not be a member nominated for the position.

38.3 Before the ballot is taken, each candidate may make a short speech in support of the candidate's election.

38.4 The election must be by secret ballot.

38.5 If the election is held in person, the returning officer must give a blank piece of paper to -

- a) each member present in person; and
- b) each proxy appointed by a member.

38.6 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.

38.7 If the ballot is for more than one position -

- a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote; and
- b) the voter must not write the names of more candidates than the number to be elected.

38.8 Ballot papers that do not comply with these rules are not to be counted.

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

38.10 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.

38.11 If the returning officer is unable to declare the result of an election because two (2) or more candidates received the same number of votes, the returning officer must -

- a) conduct a further election for the position to decide which of those candidates is to be elected; or
- b) with the agreement of those candidates, decide by lot which of them is to be elected.

39. TERM OF OFFICE

39.1 A Committee member holds office until the positions of the Committee are declared vacant at the next Annual General Meeting.

39.2 A Committee member may be re-elected.

39.3 A general meeting of the Association may -
by special resolution remove a Committee member from office; and
elect an eligible member of the Association to fill the vacant position;

39.4 A Committee member who is the subject of a proposed special resolution 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.

39.5 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.

40. VACATION OF OFFICE

40.1 A Committee member may resign from the Committee by written notice addressed to the Committee.

40.2 A person ceases to be a Committee member if the person -
a) ceases to be a member of the Association; or
b) fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence;
or



- c) otherwise ceases to be a Committee member by operation of section 78 of the Act.

41. FILLING CASUAL VACANCIES

- 41.1 The Committee may appoint an eligible member of the Association to fill a position on the Committee that -
 - a) has become vacant; or
 - b) was not filled by election at the last Annual General Meeting.
- 41.2 If the position of Secretary becomes vacant, the Committee must appoint a member to the position as soon as possible after the vacancy arises.
- 41.3 The Committee may continue to act despite any vacancy in its membership.

42. MEETINGS OF COMMITTEE

- 42.1 The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- 42.2 Special or urgent Committee meetings may be convened by the President or by any four members of the Committee.

43. NOTICE OF MEETINGS

- 43.1 Notice of each Committee meeting shall be given to each Committee member no later than 5 days before the date of the meeting.
- 43.2 Advance notice may be given of Committee meeting dates for the year.
- 43.3 The notice must state the date, time and place of the meeting.

44. PROCEDURE AND ORDER OF BUSINESS

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

45. USE OF TECHNOLOGY

- 45.1 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.
- 45.2 A Committee member participating in a Committee meeting as permitted



under this rule is taken to be personally present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

46. QUORUM FOR COMMITTEE

- 46.1 No business may be conducted at a Committee meeting unless a quorum is present.
- 46.2 The quorum for a Committee meeting is four.
- 46.3 If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting –
- a) in the case of a special meeting - the meeting lapses; or
 - b) in any other case - the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the date, time and place to which the meeting is adjourned must be given to the members of the Committee.

47. VOTING AT COMMITTEE MEETINGS

- 47.1 On any question arising at a Committee meeting, each Committee member present at the meeting has one vote.
- 47.2 A motion is carried if a majority of Committee members present and voting at the meeting vote in favour of the motion.
- 47.3 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 47.4 Voting by proxy is not permitted.

48. CONFLICT OF INTEREST

- 48.1 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.
- 48.2 The member -
- a) must not be present while the matter is being considered at the meeting; and
 - b) must not vote on the matter.
- 48.3 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.

48.4 The Committee must keep a conflict- of -interest register, or record disclosed conflicts in the minutes of the meeting.

48.5 The conflict -of -interest register, or the minutes, must record the following -

- a) the name and position of the member who has disclosed a material personal interest; and
- b) a description of the nature and extent of that interest; and
- c) any agreed controls.

49. MINUTES OF COMMITTEE MEETINGS

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

49.2 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.

50. SOURCE OF FUNDS

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

51. MANAGEMENT OF FUNDS

51.1 The Association must open account(s) with a financial institution(s) from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

51.2 All accounts must have at least one Committee member as an approved signatory.

51.3 All transactions must be signed by at least 2 signatories approved by the



Committee.

51.4 The Committee must approve an Annual Budget on behalf of the Association.

51.5 All financial transactions must be recorded in accordance with Australian Accounting Standards and to the satisfaction of the Treasurer.

52. FINANCIAL RECORDS

52.1 The Association must keep financial records that -

- a) correctly record and explain its transactions, financial position and performance; and
- b) enable financial statements to be prepared as required by the Act.

52.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

52.3 The Treasurer must keep under the Treasurer's control -

- a) the financial records for the current financial year; and
- b) any other financial records as authorised by the Committee.

53. FINANCIAL STATEMENTS

53.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

53.2 Those requirements include -

- a) the preparation of the financial statements; and
- b) if required, the review or auditing of the financial statements; and
- c) the certification of the financial statements by the Committee; and
- d) the submission of the financial statements to the Annual General Meeting of the Association; and
- e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

54. REGISTERED ADDRESS

54.1 The registered address of the Association is the address of the staff office premises; or, the address determined by resolution of the Committee.



55. NOTICE REQUIREMENTS

- 55.1 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 email or post to the member at the contact address recorded for the member on the register of members.
- 55.2 Any notice required to be given to the Association, or the Committee may be given -
- a) by handing the notice to a member of the Committee; or
 - b) by sending the notice by post to the registered address; or
 - c) by leaving the notice at the registered address; or
 - d) if the Committee determines that it is appropriate in the circumstances, by email to the email address of the Association or the Secretary.

56. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 56.1 Members may on request inspect free of charge any of the following -
- a) the membership database;
 - b) the minutes of general meetings;
 - c) the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- 56.2 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. In doing so, the Committee shall take into account relevant information privacy legislation.
- 56.3 The Committee must on request make available, or provide copies of, these Rules available to members and applicants for membership free of charge.
- 56.4 A member may request a copy of, or 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.

56.5 For the purposes of this rule relevant document means any record or other document, however compiled, recorded or stored, that relates to the incorporation and management of the Association and includes the following –

- a) a membership record;
- b) a financial statement;
- c) a financial record;
- d) any other record or document relating to transactions, dealings, business or property of the Association.

57. WINDING UP AND CANCELLATION

57.1 The Association may be wound up voluntarily by special resolution.

57.2 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.

57.3 Subject to the Act and any court order made under 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.

57.4 The body to which the surplus assets are to be given must be decided by special resolution.

58. ALTERATION OF RULES

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