

Moke Owners Association of Victoria (Incorporated)

Constitution

Approved by members July 2013

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RULES FOR THE MOKE OWNERS ASSOCIATION OF VICTORIA INCORPORATED

Note

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

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

PART 1—PRELIMINARY

1. Name

The name of the incorporated association is the Moke Owners Association of Victoria.

2. Purposes

The purpose of the Association shall be to provide an opportunity for the owners and drivers of Mokes to meet and to learn more about their vehicles and driving, and without limiting the generality of the foregoing:

(a) promote friendship and courtesy on the road; and

(b) conduct social activities; and

(c) conduct meetings whereby members may obtain knowledge enabling them to become better drivers and to keep their vehicles at a high degree of efficiency; and

(d) be of some good to the community.

3. Financial year

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

4. Definitions

In these Rules -

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

Executive means the officers ((President, Secretary and Treasurer) of the Committee of the Association;

Financial Year means the 12 month period specified in rule 3

General Meeting means a general meeting of members convened in accordance with rule 33.

Member means a member of the Moke Owners Association of Victoria;

Full Member means a financial member who has voting rights at any meeting held by the Association and who may serve on the Committee;

Ordinary Member of the Committee means a member of the Committee who is not an officer of the Moke Owners Association of Victoria under rule 44

Tracks means the publication of the Moke Owners Association of Victoria;

Moke Owner means

- a) a person in legal possession of a Moke either registered or unregistered; or
- b) a person who has sufficient Moke components that the Committee determines may be classified as a Moke owner.

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

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

(1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting subrule (1), the Association may-

- a) acquire, hold and dispose of real or personal property;
- b) open and operate accounts with financial institutions;
- c) invest its money in any security in which trust monies may lawfully be invested;
- d) raise and borrow money on any terms and in any manner as it thinks fit;
- e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- f) appoint agents to transact business on its behalf;
- g) enter into any other contract it considers necessary or desirable.

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

6. Not for profit organisation

(1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Subrule (1) does not prevent the Association from paying a member -

- a) reimbursement for expenses properly incurred by the member; or
- b) for goods or services provided by the member, if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7. Categories of membership

(1) The Association shall have five (5) categories of membership. They shall be:

- a) Full membership comprising up to two (2) adults and any dependent children under the age of eighteen (18) years owning or sharing a Moke or Mokes. Each membership will include one full member status as outlined in these rules; and

- b) Associate membership being a former full member who is not a Moke Owner. He or she shall have no voting rights at any meeting held by the Association and may not serve on the Committee; and
- c) Junior membership being a Moke owner under the age of 18. He or she shall have the same status as an Associate member; and
- d) Life membership. Each Life member shall have full member status as outlined in these Rules but is not required to pay an annual subscription; and
- e) Honorary membership being a person who is not a Moke Owner. He or she shall have no voting rights at any meeting held by the Association and may not serve on the Committee. He or she is not required to pay an annual subscription.

8. Honorary and Life membership

(1) The Committee has the authority to confer Honorary membership on a person not owning a Moke who has rendered considerable service to the Association.

(2) The Committee has the authority to confer Life Membership on any Full Member who has rendered considerable service to the Association.

(3) The number of Honorary Members and Life Members shall not exceed one-tenth of the total number of Full Members at the time of conferring Honorary or Life Membership. However the Committee shall have the authority to award an Honorary or Life Membership above this limit in exceptional circumstances.

9. Who is eligible to be a member

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

10. Application for membership

(1) To apply to become a member in one of the categories of membership of the Association, a person must submit a written application to the Membership Secretary stating that the person:

- 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.

(2) The application must be:

- a) made in writing on the Application Form approved by the Committee: and
- b) signed by the applicant; and
- c) accompanied by the appropriate subscription and joining fee if applicable

11. Consideration of membership

(1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.

(2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

(3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.

(4) No reason need be given for the rejection of an application.

12. New membership

(1) If an application for membership is approved by the Committee the Membership Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

(2) A person becomes a member of the Association and is entitled to exercise his or her rights of membership when his or her name is entered in the register of members.

13. Annual subscription and fee on joining

(1) The financial state of the Association will be taken into account and the annual subscription and date payable for each type of membership shall be determined by the Committee.

(2) The annual subscription is the relevant amount for each of the types of membership and is payable on or before the date determined by the Committee.

(3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—

- a) the full annual subscription; or
- b) a pro rata annual subscription based on the remaining part of the financial year; or
- c) a fixed amount determined from time to time by the Association.

(4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

14. General rights of members

(1) A member of the Association who is entitled to vote has the right -

- a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- b) to submit items of business for consideration at a general meeting; and
- c) to attend and be heard at general meetings; and
- d) to vote at a general meeting; and
- e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
- f) to inspect the register of members.

(2) A member is entitled to vote if -

- a) the member has full member status; and
- b) they are entered on the register of members; and
- c) the member's membership rights are not suspended for any reason.

15. Rights not transferable

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

16. Ceasing membership

(1) The membership of a person ceases on resignation, expulsion or death.

(2) If a person ceases to be a member of the Association, the Membership Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

(3) A member who ceases membership will be unable to rejoin the Association using their previous membership number unless otherwise determined by the Committee.

17. Resignation of a member and suspension of membership

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

(2) A member will be suspended if they fail to pay the annual subscription by the due date

(3) A member is taken to have resigned if the annual subscription is more than two (2) years in arrears.

(4) After receiving notice in writing to resign or after the expiry of the period referred to in subrule (3):

a) the member ceases to be a member; and

b) the Membership Secretary must record in the register of members the date on which the member ceased to be a member

18. Register of members

(1) The Membership Secretary must keep and maintain a register of members containing -

a) the name, address and contact details of each member; and

b) the date on which each member's name was entered in the register; and

c) where the member is a Moke owner, details of at least one Moke owned by the member;

d) the category of membership as outlined in Rule 7(1)

e) the date on which a member is suspended due to non payment of fees and the date of re-instatement;

f) the date on which a member ceases to be a member; and

g) any other information determined by the Committee

(2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2 – Disciplinary Action

19. Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division 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.

20. Disciplinary subcommittee

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

(2) The members of the disciplinary subcommittee -

- a) may be Committee members, members of the Association or anyone else; but
- b) must not be biased against, or in favour of, the member concerned.

21. Notice to member

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member -

- a) stating that the Association proposes to take disciplinary action against the member; and
- b) stating the grounds for the proposed disciplinary action; and
- c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
- d) advising the member that he or she may do one or both of the following -
 - i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- e) setting out the member's appeal rights under rule 23.

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

22. Decision of subcommittee

(1) At the disciplinary meeting, the disciplinary subcommittee must -

- a) give the member an opportunity to be heard; and
- b) consider any written statement submitted by the member.

(2) After complying with subrule (1), the disciplinary subcommittee may -

- a) take no further action against the member; or
- b) subject to subrule (3) -
 - i. reprimand the member; or
 - ii. suspend the membership rights of the member for a specified period; or
 - iii. expel the member from the Association.

(3) The disciplinary subcommittee may not fine the member.

(4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23. Appeal rights

(1) A member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in a Special General Meeting against the decision of the disciplinary subcommittee.

(2) If the Secretary receives a notice under subrule (1), he or she must notify the Committee and the Committee must convene a Special General Meeting of the Association as soon as practicable, but in any event not later than 21 days, after the notice is received.

(3) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must -

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

24. Conduct of disciplinary appeal Special General Meeting

(1) At a disciplinary appeal Special General Meeting -

- a) no business other than the question of the appeal may be conducted; and
- b) the Committee must state the grounds for taking the disciplinary action and the reasons for the decision; and
- c) the person subject to disciplinary action must be given an opportunity to be heard.

(2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the disciplinary action should be upheld or revoked.

(3) A member may not vote by proxy at the meeting.

(4) A resolution is confirmed if, at the Special General Meeting, not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25. Application

(1) The grievance procedure set out in this Division applies to disputes under these Rules between:

- a) a member and another member;
- b) a member and the Committee;
- c) a member and the Association.

(2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26. Parties must attempt to resolve the dispute

The parties to 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 of the parties.

27. Appointment of mediator

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days -

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

(2) The mediator must be:

- a) a person chosen by agreement between the parties; or
- 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; or
 - ii. in the case of a dispute between a member and the Committee or the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who;

- a) has a personal interest in the dispute; or
- b) is biased in favour of or against any party.

28. Mediation process

(1) The mediator to the dispute, in conducting the mediation, must -

- a) give 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.

(2) The mediator must not determine the dispute.

29. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30. Annual General Meetings

(1) The Annual General Meeting shall be as close as possible to the start of the club's new financial year.

(2) The notice convening the Annual General Meeting shall be published in Tracks at least 21 days in advance and must specify the date, time, location and agenda of the Annual General Meeting.

(3) The Annual General Meeting shall be chaired by a member with full member status who:

- i. is a non-committee member; and
- ii. who has not nominated for a position on the Committee for the forthcoming year.

(4) The Chair of the Annual General Meeting shall ensure that the business conducted at the meeting follows the agenda published in Tracks.

(5) The ordinary business of the Annual General Meeting shall be:

- a) to confirm the minutes of the previous Annual General Meeting and any Special General Meetings held since then; and
- b) to receive and consider reports from the each member of the Committee on the area of their responsibility during the preceding financial year; and
- c) 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.
- d) to elect the Executive officers of the Association and ordinary members of the Committee.

(6) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

31. Special General Meetings

(1) A Special General Meeting, other than a disciplinary appeal Special General Meeting, may be called at the discretion of the Committee whenever it thinks appropriate.

(2) The notice convening the Special General Meeting called by the Committee shall be published in Tracks at least 21 days in advance. The notice must specify the date, time and location of the special general meeting and the nature of the special business including proposed motions.

(3) No business may be raised at a Special General Meeting other than that set out in the notice of meeting.

32. Special General Meeting held at request of members

(1) The Committee must convene a Special General Meeting if a request to do so is made in accordance with subrule (2) by not less than one-tenth of members holding full membership status.

(2) A request for a Special General Meeting must:

- a) be in writing or via email to the Secretary; and
- b) state the business to be considered at the meeting and any resolutions to be proposed; and
- c) include the names and signatures of the members requesting the meeting; and
- d) be given to the Secretary.

(2) The notice convening the Special General Meeting called by the members, shall be organised by the Committee and then be published in Tracks at least 21 days in advance. The notice must specify the date, time and location of the special general meeting and the nature of the special business including proposed motions.

(3) If the Committee does not convene a Special General Meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the Special General Meeting.

(4) A Special General Meeting convened by members under subrule (3) -

- a) must be held within 3 months after the date on which the original request was made; and
- b) may only consider the business stated in that request.

(5) The Association must reimburse all reasonable expenses incurred by the members convening a Special General Meeting under subrule (3).

33. General Meetings

(1) General Meetings are to be held at a regular time once per month such as the first Wednesday of each month. A notice stating the regular time, the starting time and location of monthly general meetings are to be published in Tracks prior to the meeting..

(2) At the monthly General Meeting, Committee members will report on their area of responsibility before consideration of general business.

(3) A member intending to bring any business requiring a vote before a meeting must notify the Secretary of that business in writing, or by electronic transmission. The Secretary must include that business in the notice calling the next general meeting.

34. Proxies

(1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a General Meeting where notice of business requiring a vote has been given, a Annual General Meeting or Special General Meeting other than at a disciplinary appeal meeting.

(2) The appointment of a proxy must be in writing and signed by the member making the appointment.

(3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

(4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

(5) Notice of a Annual General Meeting or Special General Meeting given to a member must;

- a) state that the member may appoint another member as a proxy for the meeting; and
- b) include a copy of any form that the Committee has approved for the appointment of a proxy.

(6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

(7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association prior to the commencement of the meeting.

35. Use of technology

(1) When available, a member not physically present at a General Meeting, Special General Meeting or Annual General Meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

(2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36. Quorum at General Meetings, Special General Meetings and Annual General Meetings

(1) To conduct the business of a General Meeting, a Special General Meeting or an Annual General Meeting, a quorum is calculated on the basis of the number of eligible memberships as outlined in these Rules.

(2) No item of business:

- a) requiring a vote by a show of hands may be conducted at a General Meeting unless a quorum of members is present (including proxies) at the time when the meeting is considering that item.
- b) may be conducted at a Special General Meeting or an Annual General Meeting unless a quorum of members is present (including proxies) at the time when the meeting is considering that item.

(3) To conduct the business of a General Meeting requiring a vote, a Special General Meeting or an Annual General Meeting, one-tenth (10%) of eligible memberships as defined by these Rules constitutes a quorum.

(4) To conduct the business of an Annual General Meeting, the number of eligible memberships is determined as at 30th June of the previous financial year.

(5) If, within half an hour after the appointed time for the commencement of the meeting, a quorum is not present:

- a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
- b) in any other case, the meeting shall stand adjourned to the same day in the next month at the same time and at the same place (unless another time and location is published in Tracks with at least 21 days notice).

(6) 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 5) shall be a quorum.

37. Presiding at meetings

(1) The President, or in the President's absence, the Secretary, shall preside as Chairperson at each general meeting of the Association.

(2) If the President and the Secretary are absent from a general meeting, or are unable to preside, the Treasurer shall preside as Chairperson at each general meeting of the Association

(3) If all Executive officers of the Committee are absent from a general meeting, or are unable to preside, the Committee members present must select one of their number to preside as Chairperson.

38. Voting at meetings

(1) Upon any question arising at any meeting of the Association, a full member has one vote only.

(2) All votes must be given personally or by proxy.

(3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote..

39. Special resolutions

(1) All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business.

(2) A special resolution is passed if not less than three quarters of the members voting at a Special General Meeting or at an Annual General Meeting (whether in person or by proxy) vote in favour of the resolution.

40. Determining whether resolution carried

(1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

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

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

(2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—

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

(3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41. Minutes of General Meeting, Special General Meeting and Annual General Meeting

(1) The Committee must ensure that minutes are taken and kept of each general meeting.

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

(3) In addition, the minutes of each Annual General Meeting must include—

- a) the names of the members attending the meeting; and
- b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
- c) the financial statements submitted to the members in accordance with rule 30(5)c; and
- d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

42. Role and powers

(1) The business of the Association must be managed by or under the direction of a Committee.

(2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.

(3) The Committee may—

- a) appoint and remove staff;
- b) establish subcommittees consisting of members with terms of reference it considers appropriate.

43. Delegation

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

- a) this power of delegation; or
- b) a duty imposed on the Committee by the Act or any other law.

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

(3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

44. Composition of Committee

The Committee shall consist of:

- a) the three (3) Executive officers of the Association;
 - i. a President; and
 - ii. a Treasurer; and
 - iii. a Secretary; and
- b) a minimum of five (5) ordinary members of which three (3) must take the role of Membership Secretary, Trip Co-ordinator and Tracks Editor. The committee has the authority to determine the roles of other elected ordinary members

each of whom shall be elected at the Annual General Meeting of the Association in each year.

45. General Duties

(1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.

(2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

(3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

(4) Committee members must exercise their powers and discharge their duties -

- a) in good faith in the best interests of the Association; and
- b) for a proper purpose.

(5) Committee members and former committee members must not make improper use of—

- a) their position; or
- b) information acquired by virtue of holding their position -
so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

(6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

46. President

(1) Subject to subrule (2), the President or, in the President's absence, the Secretary is the Chairperson for any general meetings and for any committee meetings.

(2) If the President and the Secretary 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.

47. Secretary

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

(2) The Secretary must—

- a) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 68(3), all books, documents and securities of the Association in accordance with rules 70 and 72; and
- b) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- c) perform any other duty or function imposed on the Secretary by these Rules.

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

48. Treasurer

(1) The Treasurer must—

- a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
- b) ensure that all moneys received are paid into the account of the Association as soon as possible but no later than 14 working days after receipt; and
- c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
- d) ensure withdrawals are authorised by at least 2 committee members.

(2) The Treasurer must—

- a) ensure that the financial records of the Association are kept in accordance with the Act; and
- b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.

(3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

49. Ordinary Members

(1) The duties of ordinary members defined in subrule 39(b) are:

- a) The Membership Secretary is responsible for membership related issues including maintaining the register of members in accordance with Rule 18
- b) The Tracks Editor is responsible for the preparation, publication and distribution of the Associations newsletter, Tracks
- c) The Trip Co-ordinator is responsible for the co-ordination of the organised club trips. He or she is also responsible for the preparation of trip details and list of attendees.

(2) Subject to these Rules, the Committee has the authority to alter the roles of the ordinary members as may be deemed necessary.

Division 3—Election of Committee members and tenure of office

50. Who is eligible to be a Committee member

- (1) A full member is eligible to be elected or appointed as a committee member if they are 18 years or over.
- (2) In the event of an officer of the Association ceasing to have full member status, he or she may continue to hold office until the next Annual General Meeting but is ineligible for re-election unless full member status is restored.

51. Positions to be declared vacant

After the annual report and financial statements of the Association have been received, the Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 52 to 54.

52. Nominations

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee shall:
 - a) open at the General Meeting three months prior to the Annual General Meeting; and
 - b) be made in writing or email delivered to the Secretary of the Association; and
 - c) close at the end of the General Meeting immediately prior to the Annual General Meeting
- (2) A candidate may only be nominated for one Executive position, or as an ordinary member for one role of the Committee.
- (3) Where no nominations for a position have been received prior to the Annual General Meeting the Chairperson of the meeting must call for nominations to fill that position.
- (4) An eligible member of the Association may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (5) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position provided there have been no nominations for that position prior to the Annual General Meeting.

53. Election of committee

- (1) At the annual general meeting, separate elections must be held for each of the following positions:
 - a) President
 - b) Secretary
 - c) Treasurer
 - d) Membership Secretary
 - e) Trip Co-ordinator;
 - f) Tracks Editor; and
 - g) Two (2) other ordinary members
- (2) If only one member is nominated for a position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.

54. Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

- (2) The returning officer must not be a member nominated for the position.
 - (3) The election must be by secret ballot.
 - (4) The returning officer must give a ballot paper to:
 - a) each member present in person; and
 - b) each proxy appointed by a member.
- Example**
- If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers— one for the member and one each for the other members.
- (5) If the ballot is for a single position, the voter must indicate on the ballot paper the name of the candidate for whom they wish to vote.
 - (6) If the ballot is for more than one position—
 - a) the voter must indicate on the ballot paper the name of each candidate for whom they wish to vote;
 - b) the voter must not write the names of more candidates than the number to be elected.
 - (7) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
 - (8) Each ballot paper on which the name of a candidate has been indicated counts as one vote for that candidate.
 - (9) 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.
 - (10) If the returning officer is unable to declare the result of an election under subrule (9) because 2 or more candidates received the same number of votes, the returning officer must:
 - a) conduct a further election for the position in accordance with subrules (3) to (9) 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.

55. Term of office

- (1) Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next Annual General Meeting.
- (2) A committee member may be re-elected.
- (3) A Special General Meeting of the Association may:
 - a) by special resolution remove a committee member from office; and
 - b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule 3(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or 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.

56. Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - a) ceases to be a member of the Association; or
 - b) fails to attend three (3) consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 65; or
 - c) otherwise ceases to be a committee member by operation of section 78 of the Act.

57. Filling casual vacancies

(1) In the event that one or more Executive positions referred to in subrule 44(a) are vacant at the end of an Annual General Meeting, the Committee shall:

- a) at the first committee meeting after the Annual General Meeting seek to fill any vacant Executive positions with one of the ordinary members of the Committee. Any vacancy caused by this appointment shall be filled as given in subrule (2); or
- b) where vacant Executive positions cannot be filled by an ordinary member, the Committee shall call for nominations for those positions at the next General Meeting; and
 - i. if only one candidate is nominated the candidate shall be deemed to be elected to that position; or
 - ii. if two or more nominations are received a ballot will be held at that meeting. No quorum shall be required; and
 - iii. the members appointed shall hold office, subject to these Rules, until the next Annual General Meeting

(2) Where an Executive position continues to be vacant after subrule (1) or where any committee position becomes vacant under rule 56, the Committee shall have the authority to appoint an eligible member of the Association to fill the position.

(3) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

(4) Rule 55 applies to any committee member appointed under subrule (1), (2) and (3).

(5) While there is a vacant office, the duties of that office shall be allocated to or shared amongst other committee members

(6) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

58. Meetings of the Committee

(1) The Committee must meet at least six (6) times in each year at such place and such times as the Committee may determine.

(2) Special meetings of the Committee may be convened by the President or by any 4 members of the Committee.

(3) The Committee may invite non-committee members to meetings as they see fit. The non-Committee member may not vote on any resolution at any Committee meeting.

(4) The Committee shall have the power to decide its own procedure at meetings and who presides at each meeting.

59. Notice of Committee meetings

(1) Notice of each Committee meeting must be given in writing or via email to each member of the Committee at least 7 business days before the date of the meeting. stating the date, time and place of the meeting.

(2) Notice of any special meeting must be given in writing or via email to each member of the Committee specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

60. Use of technology

(1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

(2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

61. Quorum for Committee meetings

(1) Any 4 members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.

(2) No business may be conducted unless a quorum is present.

(3) If within half an hour of the time appointed for the meeting a quorum is not present:

- a) in the case of a special meeting, the meeting lapses;
- b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.

(4) If a quorum at the proposed date of an adjourned Committee meeting appears unlikely, the President shall determine an alternative date time and/or place of the adjourned meeting.

62. Voting at Committee meetings

(1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.

(2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.

(3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

(4) Voting by proxy is not permitted.

63. Conflict of interest

(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.

(2) The member—

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

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

(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.

64. Minutes of meetings

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - a) the names of the members in attendance at the meeting;
 - b) the business considered at the meeting;
 - c) any resolution on which a vote is taken and the result of the vote;
 - d) any material personal interest disclosed under rule 65.
- (3) The minutes, or a summary of the minutes, of all meetings shall be published in the next issue of Tracks.

65. Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

66. Source of funds

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

67. Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association as soon as possible but no more than 14 working days after receipt.
- (6) With the approval of the Committee, the Treasurer and or other committee members where appropriate, may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

68. Financial records

- (1) The Association must keep financial records that—

- a) correctly record and explain its transactions, financial position and performance; and
 - b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
- a) the financial records for the current financial year; and
 - b) any other financial records as authorised by the Committee.

69. Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
- a) the preparation of the financial statements;
 - b) if required, the review or auditing of the financial statements;
 - c) the certification of the financial statements by the Committee;
 - d) the submission of the financial statements to the annual general meeting of the Association;
 - e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

70. Common Seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (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.

71. Notice to members

- (1) Any notice that is required to be given to all members on behalf of the Association under these Rules will be given by publication in Tracks.
- (2) Any notice required to be given to a member or a committee member under these rules may be sent to the member's address or email address shown in the register of members.

72. Custody and inspection of books and records

- (1) The Committee shall nominate a person to be known as the Archives Officer who is to keep in his or her custody archive materials of the Association. The person shall be responsible for the updating, recording, maintenance and security of the archive material. That person, when requested by the Committee, shall provide reports about the archive material.
- (2) Members may on request inspect free of charge—
- a) the register of members;
 - b) the minutes of general meetings;
 - c) subject to subrule (3), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (3) 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.

(4) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

(5) Subject to subrule (3), 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.

(6) For purposes of this rule *relevant documents* means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following;

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

73. Winding up and cancellation

(1) The dissolution of the Association may only happen by a resolution which is approved of by three quarters (75%) of the members eligible to vote at a Special General Meeting of the Association where a quorum has been achieved.

(2) Only those members proven to have full member status, by the Membership Secretary, shall be eligible to vote at the meeting either in person or by proxy.

(3) The resolution to dissolve the Association must appear with appropriate notice in at least two (2) monthly issues of Tracks and in the Committee minutes.

(4) 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.

(5) 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. If no such organisation can be found, the surplus assets must be given to an organisation for charitable purposes in the State of Victoria. The organisation shall be determined by the members present at the meeting at which the resolution to wind up the Association is passed.

74. Alteration of Rules

(1) Any amendment to these Rules can only be voted upon at an Annual General Meeting or a Special General Meeting.

(2) All proposed amendments must appear in the Committee minutes and be published in a notice not less than half a page in at least two (2) monthly issues of Tracks.

(3) Subject to rule 36 any amendment by resolution must be approved of by three-quarters (75%) of the membership voting at the meeting and by proxy combined.

(4) Only those members proven to have full member status shall be allowed to vote at the meeting or by proxy

(5) A record of the voting on resolutions is to be listed in Tracks, the minutes of the meeting and the minutes of the next Committee.