

Adopted by members by special resolution on 28th August 2016

Rules
of
Jewish Community Radio Vic. Inc.

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1 Name

The name of the incorporated association is **JEWISH COMMUNITY RADIO VIC. INC.** (in these Rules called "**the Association**").

2 Definitions

2.1 In these Rules, unless the contrary intention appears

- **Act** means the *Associations Incorporation Reform Act 2012* (as amended);
- **committee** means the committee of management of the Association;
- "**Commissioner**" means the Commissioner of Taxation, a second Commissioner of Taxation or a Deputy Commissioner of Taxation or other delegate of the Commissioner of Taxation for the purposes of the Tax Act.
- "**Department**" means the Office for the Arts in the Department of the Prime Minister and Cabinet or such other Australian Government Department that has the responsibility for the Register of Cultural Organisations from time to time.
- "**Eligible Charity**" means a fund, authority or institution with similar purposes to the corporation that is eligible for tax deductibility of donations under subdivision 30-B, section 30-100 of the Tax Act and listed on the Register of Cultural Organisations maintained under the Tax Act ;
- **financial year** means the year ending on 30 June;
- **general meeting** means a general meeting of members convened in accordance with rule 12.
- "**Gift Fund**" means the public fund listed on the Register of Cultural Organisations under item 12.1.1 of subsection 30-100 of the Tax Act, established in accordance with Rule 5.
- "**Management Committee**" means the committee appointed in accordance with clause 5 to administer the Gift Fund.
- **member** means a member of the Association. A member is a subscriber who has agreed to abide by this Constitution;
- **ordinary member of the committee** means a member of the committee who is not an officer of the Association under Rule 21;
- "**Register of Cultural Organisations**" means the register established under item 12.1.1, subsection 30-100 of the Tax Act.
- **Regulations** means regulations under the Act;
- "**Responsible Person**" means an individual who:
 - (i) performs a significant public function;

- (ii) is a member of a professional body having a code of ethics or rules of conduct;
 - (iii) is officially charged with spiritual functions by a religious institution;
 - (iv) is a director of a company whose shares are listed on ASX Limited;
 - (v) has received formal recognition from government for services to the community; or
 - (vi) is approved as a Responsible Person by the Commissioner.
- **relevant documents** has the same meaning as in the Act.
 - **subscriber** means a person who has paid a subscription fee to the Association but has declined to be a member.
 - **subscription fee** means the fee prescribed by the committee from time to time, which amount shall be payable by subscribers annually or at such other interval as may be prescribed by the committee.

2.2 In these Rules, a reference to the Secretary of an Association is a reference

- (a) if a person holds office under these Rules as Secretary of the Association to that person; and
- (b) in any other case, to the person appointed to perform the duties of a secretary of the Association in accordance with Rule 36.

2.3 Words and expressions

In these Rules, unless the context requires otherwise:

- (a) a reference to these Rules and any other document or agreement includes a reference to these Rules or that document or agreement as amended, novated, supplemented, varied or replaced from time to time and includes rules, regulations and by-laws made thereunder;
- (b) a reference to any legislation or to any provision of any legislation includes:
 - (i) any modification or re-enactment of the legislation;
 - (ii) any legislative provision substituted for, and all legislation, statutory instruments and regulations issued under, the legislation or provision; and
 - (iii) where relevant, corresponding legislation in any Australian State or Territory;
- (c) a reference to "\$", "A\$" or "dollar" is a reference to Australian currency;
- (d) the singular means the plural and vice versa;
- (e) words denoting any gender include all genders;
- (f) words and expressions denoting natural persons include bodies corporate, partnerships, associations, institutions, firms, bodies and entities (whether incorporated or not), governments and governmental authorities and agencies and vice versa;
- (g) headings are for convenience and do not affect interpretation;
- (h) a reference to these Rules includes any schedules or annexures; and
- (i) words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time unless otherwise defined in these Rules.

2.4 Model rules

To the extent permitted by law, the model rules contained in the Act do not apply to the Association.

3 Purposes

3.1 Principal purposes

The principal purposes for which the Association is established are:

- (a) to apply for and maintain a community broadcasting license;
- (b) to acquire, equip, maintain, and manage premises for use as a broadcasting station by and for the Jewish community of Victoria;
- (c) to broadcast programming, of relevance to the Jewish community of Melbourne including news, music, commentary and discussion, and to develop programs of cultural, educational and social significance to the Jewish community;
- (d) to promote the history, music, news and current affairs of the State of Israel;

3.2 Ancillary purposes

For the purpose of achieving the principal objects set out in Rule 3.1, the Association will –

- (a) administer one or more funds into which all gifts, donations and bequests to the Association for the purposes of the Association will be credited;
- (b) act in conjunction with other bodies to provide facilities for and to assist generally Jewish education in Victoria;
- (c) develop links with Jewish schools, tertiary and media students, and provide radio production training and on-air support to volunteer presenters;
- (d) apply for membership and participate as a constituent of the Jewish Community Council of Victoria;
- (a) co-operate with any organisation having aims or objects similar to these aims and objects;
- (b) raise monies for and to apply the same in carrying out these aims and objects;
- (c) do all such other things as are incidental or conducive to the attainment of the purposes and aims of the Association; and
- (d) without detracting from the principal purposes set out in Rule 3.1, the Association aspires to:
 - (i) explore the significance of the State of Israel within Jewish life;
 - (ii) promote tolerance, understanding and dialogue within the Jewish community and the community as a whole;
 - (iii) encourage and assist the development of Jewish social, religious and cultural life in Victoria;

- (iv) promote understanding and goodwill between Jews and citizens of other faiths;
- (v) establish communication and liaison between the ethnic communities and broadcasting groups in order to achieve through broadcasting an exchange of information and ideas, greater understanding of the diversity of cultures within the Australia community as well as to promote multiculturalism and community languages, and to combat anti-Semitism and racism; and
- (vi) foster and reflect the diversity of views within the Jewish community and strive for the fulfilment of its aspirations to ensure the continuity and development of its religious, spiritual, cultural and social heritage, and to assist in maintaining respect and cohesion within the diverse lifestyles of the Jewish community.

The purposes of the Association will be pursued principally in Australia.

3.3 No profit or gain to Members

- (a) The Association will not be carried on for the purpose of profit or gain to its Members and the income and property of the Association, however and wherever derived, will be applied solely towards the promotion of the purposes of the Association.
- (b) No portion of the income or property of the Association will be paid or transferred, directly or indirectly, to the Members of the Association but nothing contained in these Rules will prevent the payment in good faith of remuneration to any officers or servants of the Association or to any Member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business.

4 Powers

4.1 The Association has, subject to the Act, power to do all things necessary or convenient to be done for, or in connection with, the attainment of its purposes.

4.2 Without limiting the generality of clause 4.1, the Association has all the rights, powers and privileges and the legal capacity provided under the Act including, but not limited to, the powers:

- (e) To raise, borrow, invest, donate, expend and lend funds, acquire and dispose of any form of property, employ staff, enter into contracts and establish any additional entities for the purposes of the Association;
- (f) To construct, maintain and alter any buildings or premises necessary or convenient for the purpose of the Association;
- (g) To enter into any arrangements with any Government or authority, municipal, local or otherwise, that may be conducive to the Association objectives or any of them, and to obtain from any such Government or authority any rights, grants, privileges and concessions which the Association may think it is desirable to obtain and to carry out exercise and comply with any such arrangements, rights, grants privileges and concessions;
- (h) To sell, improve, manage, develop, exchange, lease, mortgage, place under option, dispose of, turn to account or otherwise deal with either absolutely, conditionally or for any limited interest all or any part of the property and assets as the Association may think fit, with power on a sale to allow any time or times

for payment of the whole or part of purchase money arising from such sale either with or without interest; then at such rate or rates as the Association may think fit and either with or without a security and if with a security then with such a security as the Association may think fit;

- (i) To invest any monies of the Association not immediately required for any of its objectives in such a manner as may from time to time be determined;
- (j) So far as it may be necessary to do so, or incidental to the purposes of the Association to make, draw, accept, endorse, or negotiate cheques, promissory notes, bills of exchange or other negotiable or transferable instruments;
- (k) To borrow or raise money in such a manner as the Association may think fit for its objectives and in particular by mortgage, or other securities upon all or any of the property of the Association with power if thought fit to charge mortgages or other securities upon all or any of the property of the Association present or future;
- (l) To enter any amalgamation, affiliation, or alliance with or to of any company or Association whether incorporated or unincorporated, having objectives similar to or calculated to benefit generally the Association or its objectives and purposes, to acquire shares and interest in or lend money upon debentures or otherwise to any such company or association. Provided that this paragraph shall not authorize amalgamation except with a company or association the rules of which prohibit the distribution of its income and property among its members;
- (m) To do all such other things as may appear to be incidental or conducive to the attainment of the above purposes.

5 Gift Fund

5.1 The Association must establish and maintain a public fund to be known as the JCRV Gift Fund for the specific purpose of supporting the cultural objects of the Association set out in clause 3.1:

- (a) to which gifts of money, contributions or property for those purposes are to be made;
- (b) to which any money received by the Association because of those gifts, contributions or property is to be credited; and
- (c) that does not receive any other money, contributions or property.

5.2 The Gift Fund will not be maintained for the purposes of profit or gain to the members of the Association and the gifts or contributions made to the Gift Fund and any money received because of those gifts or contributions shall be applied solely towards the promotion of the objects of the Association set out in clause 3.1 and no portion of the Gift Fund shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association.

5.3 The committee must appoint a Management Committee to administer the Gift Fund of not less than three persons, a majority of whom must be Responsible Persons. The Management Committee will have the sole responsibility for decisions regarding the use and application of all gifts or contributions made to the Gift Fund and any money received because of those gifts or contributions for the purposes set out in clause 3.1.

- 5.4** The Management Committee must maintain a separate bank account for the Gift Fund and must comply with the requirements of section 30-130 of the Tax Act with respect to the administration of the Gift Fund.
- 5.5** The Management Committee must issue a receipt for every gift received by the Gift Fund.
- 5.6** In accordance with the Tax Act, receipts issued for gifts must state:
- (a) the name of the Gift Fund;
 - (b) the ABN applicable to the Association;
 - (c) the fact that the receipt is for a gift; and
 - (d) that the Gift Fund is a public fund listed on the Register of Cultural Organisations under item 12.1.1 of subsection 30-55(1) of the Tax Act; and
- 5.7** The Management Committee must notify the Department of any proposed amendments to this Rule 5.

6 Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

7 Membership, entry fees and subscription

- 7.1** Members:
- (a) shall be persons of the Jewish faith or any individual who supports the aspirations and interest of the Melbourne Jewish community and the Objects hereinbefore set forth; and
 - (b) have agreed in writing to abide by this Constitution; and
 - (c) must be subscribers as defined in this rule 7; and
 - (d) can vote at general meetings of the Association; and
 - (e) will receive notices of general meetings of the Association; and
 - (f) can hold positions of office in the Association.
- 7.2** Subscribers to the Association consist of those who have paid the subscription fee but who have declined to be a member.
- 7.3** A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless
- (a) he or she has paid the subscription fee; and
 - (b) he or she applies for membership in accordance with this rule 7; and
 - (c) the admission as a member is approved by the committee.
- 7.4** An application of a person for membership of the Association must
- (a) be made in the form set out from time to time by the committee, which includes an agreement to abide by this constitution; and
 - (b) be lodged with the Secretary of the Association.

- 7.5** As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- 7.6** The committee must determine whether to approve or reject the application.
- 7.7** If the committee approves an application for membership, the Secretary must, within 28 days-
- (a) notify the applicant in writing of the approval for membership; and
 - (b) enter the applicant's name in the register of members.
- 7.8** An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- 7.9** If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 7.10** A right, privilege, or obligation of a person by reason of 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.
- 7.11** Membership shall terminate in the event that the annual subscription fee under rule 7.2 is not paid within 28 days of the due date.

8 Privileges of membership and the Subscription Fee

- 8.1** The privileges, terms and conditions of, and subscription fee payable for, membership of the Association, or of any class or category of membership, will be as determined by the committee from time to time. The committee may from time to time determine that different amounts or rates will be payable by Members or any class or category of Members, or suspend or waive payment of the Subscription Fee for one or more Members.
- 8.2** A member is not entitled to any of the privileges of membership (including, the right to vote at a general meeting of the Association) whilst that member's subscription fee is due and unpaid or any other sum owed by such member to the Association remains due and unpaid.

9 Register of members

- 9.1** The Secretary must keep and maintain a register of members containing
- (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
- 9.2** The register is available for inspection during business hours free of charge by any member upon request and prior appointment.
- 9.3** member may at his own expense make a copy of entries in the register.

10 Ceasing membership

- 10.1** A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- 10.2** After the expiry of the period referred to in sub rule 10.1
- (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

11 Discipline, suspension and expulsion of members

- 11.1** Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests and objectives of the Association, the committee may by resolution
- (a) suspend that member from membership of the Association for a specified period; or
 - (b) expel that member from the Association.
- 11.2** A resolution of the committee under sub rule 11.1 does not take effect unless
- (a) at a meeting held in accordance with sub rule 11.3, the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 11.3** A meeting of the committee to confirm or revoke a resolution passed under sub rule 11.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub rule 11.4.
- 11.4** For the purposes of giving notice in accordance with sub rule 11.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice
- (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she 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 general meeting against the resolution.
- 11.5** At a meeting of the committee to confirm or revoke a resolution passed under sub rule 11.1, the committee must

- (a) give the member, or his or her representative, an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

11.6 If at the meeting of the committee, the committee confirms the resolution, the 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 general meeting against the resolution.

11.7 If the Secretary receives a notice under sub rule 8.6 he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

11.8 At a general meeting of the Association convened under sub rule 11.7

- (a) no business other than the question of the appeal may be conducted; and
- (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the member, or his or her representative, must be given an opportunity to be heard; and
- (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

11.9 A resolution is confirmed if, at the general meeting, not, less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

12 Disputes and mediation

12.1 The grievance procedure set out in this rule applies to disputes under these Rules between

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

12.2 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 of the parties.

12.3 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.

12.4 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).

12.5 A member of the Association can be a mediator.

- 12.6** The mediator cannot be a member who is a party to the dispute.
- 12.7** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 12.8** 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.
- 12.9** The mediator must not determine the dispute.
- 12.10** 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,

13 Annual general meetings

- 13.1** The committee may determine the date, time and place of the annual general meeting of the Association.
- 13.2** The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 13.3** The ordinary business of the annual general meeting shall be
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year and
 - (c) to elect officers of the Association and the ordinary members of the committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 13.4** The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

14 Special general meetings

- 14.1** In addition to the annual general meeting, any other general meetings may be held in the same year.
- 14.2** All general meetings other than the annual general meeting are special general meetings.
- 14.3** The committee may, whenever it thinks fit, convene a special general meeting of the Association,
- 14.4** If, but for this sub rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.

- 14.5** The committee must, on the request in writing of members representing not less than 15 per cent of the total number of members, convene a special general meeting of the Association.
- 14.6** The request for a special general meeting must
- (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- 14.7** If the committee does not cause a special general meeting to be held within two months after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than four months after that date.
- 14.8** If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

15 Special business

- 15.1** 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.

16 Notice of general meetings

- 16.1** The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 16.2** Notice may be sent
- (a) by prepaid post to the address appearing in the register of members; or
 - (b) if the member requests, by facsimile transmission or electronic transmission.
- 16.3** No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 16.4** A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

17 Quorum at general meetings

- 17.1** No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 17.2** Seven members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

- 17.3** If, within half an hour after the appointed time for the commencement of a general 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 week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 17.4** If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 5) shall be a quorum.

18 Presiding at general meetings

- 18.1** The Chairperson of the Association shall preside at each general meeting of the Association.
- 18.2** If the Chairperson is absent from a general meeting, or is unable to preside, the President, or in the President's absence, the Vice President, shall preside as Chairperson.
- 18.3** If the President and the Vice President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

19 Adjournment of meetings

- 19.1** The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 19.2** No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 19.3** If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 16.
- 19.4** Except as provided in sub rule 19.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

20 Voting at general meetings

- 20.1** Upon any question arising at a general meeting of the Association, a member has one vote only.
- 20.2** All votes must be given personally or by proxy.
- 20.3** In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 20.4** A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

21 Poll at general meetings

- 21.1** If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 21.2** A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

22 Manner of determining whether resolution carried

- 22.1** If a question arising at a general meeting of the Association is determined on a show of hands
- (a) a declaration by the Chairperson that a resolution has been
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or ID. lost; and
 - (iv) an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

23 Proxies

- 23.1** Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 23.2** Each member present at a General Meeting may act as a proxy for only one other member not present.
- 23.3** The notice appointing the proxy must be
- (a) for a meeting of the Association convened under rule 11.7 in the form set out in Appendix 1; or
 - (b) in any other case, in the form set out in Appendix 2.

24 Committee of Management

- 24.1** The affairs of the Association shall be managed by the committee of management.
- 24.2** The committee
- (a) is responsible for the management of the Association, and shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and

- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

24.3 Subject to the Act, the Committee shall consist of:

- (a) the officers of the Association; and
- (b) five ordinary members each of whom shall be elected at the annual general meeting of the Association in each year.

24.4 In the event of a casual vacancy in any office referred to in sub-rule 24.3, the Committee may appoint one of the members of the Association to the vacant office and the member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

25 Sub Committees

25.1 The Committee may establish such Subcommittees as the Committee may determine from time to time in the furtherance of the objects of the Association.

25.2 Membership of a Sub Committee shall be open only to members of the Association.

25.3 Membership of a Sub committee shall comprise no more than 2 members of the committee and such other persons as the committee may appoint. Any person appointed to a Sub-Committee shall hold office for such period and on such terms as shall be determined by the committee.

25.4 Sub-Committee must report to the committee and shall only act in a manner approved by the committee from time to time.

25.5 The committee may dissolve a Sub-Committee.

26 Office holders

26.1 The officers of the Association shall be

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer;
- (d) a Secretary; and
- (e) a Chairperson.

26.2 The provision of rule 28, so far as they are applicable and with necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub rule (1).

26.3 Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but it eligible for re-election.

26.4 In the event of a casual vacancy in any office referred to in sub rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

27 Ordinary members of the committee

- 27.1** Subject to these Rules, each ordinary member of the committee shall hold office until the next annual general meeting next after the date of election but is eligible for re-election.
- 27.2** In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

28 Election of officers and ordinary committee members

- 28.1** Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be
- (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- 28.2** A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- 28.3** If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 28.4** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 28.5** If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 28.6** The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

29 Vacancies

- 29.1** The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member
- (a) ceases to be a member of the Association; or
 - (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
 - (c) resigns from office by notice in writing given to the Secretary.

30 Meetings of the committee

- 30.1** The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- 30.2** Special meetings of the committee may be convened by the President or by any 4 members of the committee.

31 Notice of committee meetings

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

32 Quorum for committee meetings

- 32.1 Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- 32.2 No business may be conducted unless a quorum is present.
- 32.3 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.
- 32.4 The committee may act notwithstanding any vacancy on the committee.

33 Presiding at committee meetings

- 33.1 At meetings of the committee
 - (a) the Chairperson or, in the Chairperson's absence, the President presides; or
 - (b) if the Chairperson and the President are absent, or are unable to preside, the members present must choose one of their number to preside.

34 Voting at committee meetings

- 34.1 Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 34.2 Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

35 Removal of committee member

- 35.1 The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 35.2 A member who is the subject of a proposed resolution referred to in sub rule 35.1 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.

- 35.3** 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.

36 Secretary

36.1 Appointment

If a Secretary has not been elected by members in accordance with Rule 26, the committee must appoint a Secretary. The appointment pursuant to this Rule may be made for a specified period or without specifying a period and the committee may remove the Secretary from office at any time.

36.2 Terms

The appointment of a Secretary pursuant to this Rule will be on the terms that the committee determines.

36.3 Duties under the Act and Rules

The Secretary must perform the duties and functions required under the Act and these Rules.

36.4 Cessation of appointment

A person appointed pursuant to Rule 36.1 automatically ceases to be a Secretary if:

- (a) the person is not permitted by the Act to be a Secretary;
- (b) becomes an insolvent under administration within the meaning of the *Interpretation of Legislation Act 1984*; or
- (c) becomes a represented person within the meaning of the *Guardianship and Administration Act 1986*; or
- (d) the person resigns by written notice to the committee; or
- (e) the person is removed from office under Rule 36.1; or
- (f) the term for which the person was appointed expires.

37 Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

38 Funds

38.1 The Treasurer of the Association must

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

38.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.

- 38.3 The funds of the Association shall be derived from membership fees, annual subscriptions, donations and such other sources as the committee determines.

39 Seal

- 39.1 The common seal of the Association must be kept in the custody of the Secretary.
- 39.2 The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures two members of the committee.

40 Notice to members

- 40.1 Except for the requirement in rule 16, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by delivering the notice to the member personally; or
- (a) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
 - (b) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
 - (c) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

41 Department Compliance

- 41.1 The Association shall comply with any rules that the Treasurer of the Commonwealth of Australia and the Minister for the Department may make from time to time to ensure that gifts made to the Gift Fund are used for its principal purpose.
- 41.2 The Association shall provide statistical information requested by the Department every six months about gifts made to the Gift Fund during the last six months.

42 Winding up

- 42.1 If at the first occurrence of:
- (a) the winding up or cancellation of the Association; or
 - (b) the Association ceasing to be a fund under item 1 of the table contained in section 30-15 of the Tax Act;
- there remains, after satisfaction of all debts and liabilities of the Association, any surplus assets of the Association the remaining surplus assets shall not be paid to or distributed among the members of the Association but shall be transferred to:
- (c) Eligible Charities; or
 - (d) funds, charitable at law, which comply with the requirements of item 2 of the table in section 30-15 of the Tax Act.
- 42.2 If on the winding up or dissolution of the Gift Fund there remains, after satisfaction of all debts and liabilities, any money or property whatsoever in the Gift Fund, the remaining money or property shall be transferred to one or more funds, authorities or institutions having objects similar to the objects of the Association which are charitable at law and which are eligible for tax deductibility of donations under Subdivision 30-B, section 30-

100 of the Tax Act and listed on the Register of Cultural Organisations maintained under the Tax Act.

- 42.3** The identity of an Eligible Charity or other fund, authority or institution for the purposes of this clause 42 will be determined by the committee at or before the time of winding up or cancellation of the Association, the Association ceasing to be a fund under item 1 of the table contained in section 30-15 of the Tax Act, winding up or dissolution of the Gift Fund or revocation of the endorsement of the Gift Fund as a deductible gift recipient and (where applicable) approved by a Commissioner and, in default, will be determined by the Supreme Court of Victoria.
- 42.4** Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the Tax Act are satisfied, a transfer under this clause 42 must be made in accordance with those conditions.

43 Custody and inspection of books and records

- 43.1** Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 43.2** All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- 43.3** A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

