



Noble Park Community Centre (NPCC) Constitution

Amended: 13 September 2006
Amended: 6 April 2020
Amended: 6 May 2024
Amended: 18 November 2024

1 Name

The incorporated association is **NOBLE PARK COMMUNITY CENTRE** - in this Constitution called "the Association".

2 Statement of Purposes

The Noble Park Community Centre exists to:

- create a safe, inclusive, friendly, caring environment and meeting place for the local community.
- promote a sense of belonging and community spirit and encourage participation by all members of the community.
- promote access to members of our disadvantaged communities without discrimination or prejudice.
- provide a range of high quality, community education programs to disadvantaged adult learners, which meet individual learning needs.
- provide opportunities for personal growth and social development through the provision of high quality recreational & well-being programs, support groups and social interaction for people of all ages, abilities and interests.
- advance social and public welfare by advancing mental health and preventing social isolation; and
- provide a physical location where it supports individuals to undertake activities, or work on projects, in the company of others.

3 Financial Year

The financial year of the Association is each period of twelve (12) months from 1st July to 30th June each year.

4 Definitions

In these Rules:

“absolute majority”, of the Committee, means a majority of the Committee members currently holding office and entitled to vote at the time (as distinct from a majority of Committee members present at a Committee meeting);

“chairperson”, of a general meeting or Committee meeting, means the person chairing the meeting as required under Rules 31 and 50;

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

“committee” means the Committee having responsibility for the governance of the Association;

“committee meeting” means a meeting of the Committee held in accordance with these Rules;

“committee member” means a member of the Committee elected or appointed under Rules 39 & 44;

“disciplinary appeal meeting” means a meeting of the members of the Association convened under Rule 21.3;

“disciplinary meeting” means a meeting of the Committee convened for the purposes of Rule 20;

“disciplinary subcommittee” means the subcommittee appointed under Rule 18;

“eligible charity” means a fund, authority or institution:

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

“financial year” means the 12 month period specified in Rule 3;

“general meeting” means a general meeting of the members of the Association convened in accordance with Rules 24, 25 & 21 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

“member” means a member of the Association;

“member entitled to vote” means a member who under Rule 13.2 is entitled to vote at a general meeting;

“special resolution” means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

“the Act” means the Associations Incorporation Reform Act 2012 and includes any

regulations made under that Act;

“the Registrar” means the Registrar of Incorporated Associations.

5 Alteration of the Rules

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

6 Powers of Association

- 6.1 Subject to the Act, the Association has power to do all things to achieve its Statement of Purposes, without limiting this Rule the Association may:
- (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- 6.2 The Association may only exercise its powers and use its income and assets (including any surplus) for its Purposes.

7 Not for profit organisation

- 7.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 7.2 Subrule 7.1 does not prevent the Association from paying a member:
- (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member
- if this is done in good faith on terms no more favourable than if the member was not a member.

8 Minimum number of members

The Association must have at least 5 members.

9 Who is eligible to be a member?

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

10 Application for membership

- 10.1 An application for membership of the Association must:
- (a) be made in writing on the relevant form stating that the applicant wishes to become a member of the Association, supports the purposes of the Association and agrees to comply with these Rules;
 - (b) be signed by the applicant;
 - (c) be lodged with the Secretary of the Association.

11 Consideration of an application

- 11.1 As soon as practicable after receipt of an application, the Committee must decide by resolution whether to accept or reject the application.
- 11.2 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 11.3 No reason need be given for the rejection of an application but must, upon request, be able to demonstrate that the rejection of any membership application was for reasons other than the personal characteristics of the applicant such as, without limitation, their age, race or background.
- 11.4 The Secretary must ensure that the applicant's name is entered in the register of members within 28 days of approval.

12 Entrance Fee and Annual Membership Fee

- 12.1 The Association does not charge entrance fees.
- 12.2 Annual membership fees and the time of payment will be determined by the Committee.
- 12.3 The rights of a member (including the right to vote) who has not paid the annual membership fee by the due date are suspended until the fee is paid.

13 General rights of members

- 13.1 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 59; and
 - (f) to inspect the register of members.
- 13.2 A member is entitled to vote if:
 - (a) more than 10 business days have passed since he or she became a member of the Association; and
 - (b) the member's membership rights are not suspended for any reason.

14 Rights not transferable

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

15 Ceasing and resigning membership

- 15.1 The membership of a person ceases on resignation, expulsion or death.
- 15.2 If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
- 15.3 A member of the Association may resign at any time by giving notice in writing to the Committee.

- 15.4 A member is taken to have resigned if:
- (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable:
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

16 Register of Members

- 16.1 The Secretary must ensure that a register of members is maintained and that it contains:-
- (a) the name, address and contact details of each member
 - (b) the date on which the member's name was entered in the register
- 16.2 Upon cessation of membership, the Secretary must ensure that the date on which the membership ceased is recorded in the register of members.

17 Disciplinary Action

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

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

18 Disciplinary Sub-Committee

- 18.1 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.
- 18.2 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.

19 Notice to Member for Disciplinary Action

- 19.1 Before disciplinary action is taken against a member, the Committee must give written notice to the member:
- (a) stating that the Association proposes to take disciplinary action against the member;
 - (b) stating the grounds for the proposed disciplinary action;
 - (c) specifying the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action (**the disciplinary meeting**);
 - (d) setting out the member's appeal rights as per Rule 21; and
 - (e) advising the member that they may do one or both of the following:
 - (i) attend the disciplinary meeting and address the Disciplinary Subcommittee at that meeting
 - (ii) give a written statement to the Disciplinary Subcommittee at any time

before the disciplinary meeting.

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

20 Decision of Disciplinary Subcommittee

- 20.1 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.
- 20.2 After complying with Subrule 20.1, the Disciplinary Subcommittee may:
- (a) take no further action against the member; or
 - (b) reprimand the member; or
 - (c) suspend the membership rights of the member for a specified period; or
 - (d) expel the member from the Association.
- 20.3 The Disciplinary Subcommittee may not fine the member.
- 20.4 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.

21 Appeal Rights

- 21.1 A member whose membership rights have been suspended or who has been expelled from the Association under Rule 20 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- 21.2 The notice must be in writing and given:
- (a) to the Disciplinary Subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Committee not later than 48 hours after the vote.
- 21.3 If a member has given notice under Subrule 21.2, a Disciplinary Appeal Meeting must be convened by the Committee as soon as practicable, but not later than 21 days after the notice is received.
- 21.4 Notice of the Disciplinary Appeal Meeting must be given to members of the Association who are entitled to vote as soon as practicable and must:
- specify the date, time and place of the meeting; and state:
 - (i) the name of the member against whom the disciplinary action has been taken;
 - (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 member should be upheld or revoked.

22 Conduct of a Disciplinary Appeal Meeting

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

- 22.2 After complying with Subrule 22.1 the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the member should be upheld or revoked.
- 22.3 A member may not vote by proxy at the meeting
- 22.4 The decision is upheld if passed by a majority of not less than three quarters (3/4) of members present and voting.

23 Grievance Procedure

- 23.1 The grievance procedure in this Rule applies to disputes between:-
- (a) a member and another member, or
 - (b) a member and the Committee
 - (c) a member and the Association
- 23.2 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.
- 23.3 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- 23.4 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days:
- (i) notify the Committee of the dispute;
 - (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- 23.5 The mediator must be:-
- (a) a person chosen by agreement between the parties, or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association, or
 - (ii) in the case of a dispute between a member and the Committee or Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Dept. of Justice)
- 23.5 A member of the Association can be mediator
- 23.6 The mediator cannot be a member who is a party to the dispute
- 23.7 The mediator, in conducting the mediation, must:-
- (a) give the parties to the mediation process every opportunity to be heard, and
 - (b) allow due consideration by all parties of any written statement submitted by any party, and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process
- 23.8 The mediator must not determine the dispute.
- 23.9 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

24 Annual General Meetings

- 24.1 The Committee must convene an annual general meeting (AGM) to be held within

5 months of the end of the financial year and may determine the date, time and place of the AGM.

24.2 The ordinary business of the AGM shall be:-

- (a) to confirm the minutes of the previous AGM and of any special general meeting held since that meeting
- (b) to receive reports from the Committee that outline the activities of the Association during the last preceding financial year
- (c) to receive and consider the Auditor's Statement and/or financial statements submitted by the Association.
- (d) to elect officers and ordinary members of the Committee.

24.3 The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

25 Special General Meetings

25.1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

25.2 The Committee may convene a special general meeting of the Association whenever it deems fit.

25.3 No business other than that set out in the notice under Rule 27 may be conducted at the meeting.

26 Special General Meetings held at Request of Members

26.1 The Committee must convene a special general meeting if a request to do so is made in accordance with Subrule 26.2 by at least 10% of the total number of members.

26.2 The request for a special general meeting must:-

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

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

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

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

27 Notice of AGMs or Special General Meetings

27.1 Notice of an AGM or special general meeting must be given to members of the Association by the secretary (or, in the case of a special general meeting convened

- under Rule 26.3, the members convening the meeting):
- (a) at least 14 days prior to the meeting or
 - (b) at least 21 days if a special resolution has been proposed
- 27.2 As per Rule 59.1, notice of an AGM or special general meeting may be given in person, sent by post to the address appearing in the register of members or electronically to the contact details shown in the register of members.
- 27.3 The notice must:
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with Rule 28.5 proxies.
- 27.4 This Rule does not apply to a disciplinary appeal meeting.

28 Proxies

- 28.1 A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- 28.2 The appointment of a proxy must be in writing and signed by the member making the appointment.
- 28.3 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.
- 28.4 A member may use a proxy form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 28.5 Notice of a general meeting given to a member under Rule 27 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.
- 28.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 28.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

29 Quorum at AGMs and Special General Meetings

- 29.1 No item of business may be conducted at a general meeting or AGM unless there is a quorum of members present.
- 29.2 Ten (10) members, personally present or by proxy at the meeting, will constitute a quorum.
- 29.3 If, within half an hour after the appointed starting time of the meeting a quorum is not present:-
- (a) in the case of a meeting convened by, or upon the request of members under

Rule 26, the meeting must be dissolved

(b) in any other case:

- (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
- (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

29.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned 29.3(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

30 Adjournment of AGMs or Special General Meetings

- 30.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 30.2 Without limiting 30.1, a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- 30.3 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 30.4 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 27.

31 Presiding at AGMs and Special General Meetings

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

32 Voting at AGMs and Special General Meetings

- 32.1 Each member has one vote only.
- 32.2 In the case of equality of voting, the Chairperson is entitled to exercise a casting or second vote.
- 32.3 A member is not entitled to vote at a general meeting unless all moneys due and payable to the Association by the member have been paid.

33 Polls at AGMs and Special General Meetings

- 33.1 A poll must occur at the meeting if demanded by 3 or more members.
- 33.2 A poll may be conducted by a show of hands.
- 33.3 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately.
- 33.4 A poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.
- 33.5 All resolutions must be recorded in the minutes of the meeting.

34 Manner of Determining Whether Resolution is Carried

- 34.1 A question (or motion) arising at an AGM or general meeting is deemed a resolution:-
- (a) by a majority show of hands and
 - (b) when the chairperson declares the motion carried
- 34.2 An entry to that effect must be recorded in the minutes of the meeting.

35 Committee

- 35.1 The affairs of the Association shall be managed by a committee.
- 35.2 The Committee may exercise all such powers and functions, according to these Rules, the Act and Regulations, deemed essential for the proper management of the business and affairs of the Association.
- 35.3 The Committee may:
- (a) appoint and remove staff;
 - (b) establish Subcommittees or working parties with appropriate terms of reference.
- 35.4 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.
- 35.5 The delegation must be in writing and may be subject to any conditions and limitations the Committee considers appropriate.
- 35.6 The Committee may, in writing, revoke a delegation wholly or in part.

36 Composition of Committee

- 36.1 The Committee shall consist of:-
- (a) a President; and
 - (b) a Vice-President; and
 - (c) a Treasurer; and
 - (d) a Secretary; and
 - (e) a minimum of three (3) and a maximum of five (5) ordinary members.
- each of whom should be financial members of the Association and elected under Rule 39 at the Annual General Meeting of the Association.
- 36.2 A paid member of staff (permanent, part time or casual) is not eligible for election.

37 General Duties

- 37.1 As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules and the Act.
- 37.2 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.
- 37.3 Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 37.4 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.

37.5 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.

38 Who is Eligible to be a Committee Member

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

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

39 Nomination and Election of Committee Members

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

- (a) made in writing, signed by a member of the Association and accompanied by the written consent of the candidate and
- (b) delivered to the office of the Association, addressed to the Secretary, not less than 7 days prior to date fixed for election

39.2 If insufficient nominations are received, or nominations are equal to number of vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the AGM.

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

40 Term of Office

40.1 Each member of the Committee, subject to Rule 42 and Rule 43 and Transition Rule (2020) below:

- a) shall hold office for a term of three years, ceasing at the conclusion of the annual general meeting
- b) is eligible for election to the Committee for a total of three consecutive terms (nine years).
- c) is eligible for election to the Committee having already served three consecutive terms provided a break of at least 1 year has elapsed before re-joining the Committee.

41 Election of Office Bearer Positions

41.1 The President, Vice-President, Secretary and Treasurer shall be elected by and from the members of the Committee. Elections shall be held at the first meeting of the Committee following the AGM.

41.2 The President, Vice-President, Secretary and Treasurer shall hold office for a term of one year and are eligible for re-election annually.

42 Removal from Office

42.1 A general meeting of the Association may:

- (a) by special resolution remove a Committee member from office; and
- (b) elect an eligible member of the Association to fill the vacant position in accordance with Rules 38 and 39.

- 42.2 A member who is the subject of a proposed special resolution under Subrule 42.1(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.
- 42.3 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 at which the special resolution is to be proposed.

43 Vacation of Office

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

44 Filling Casual Vacancies

- 44.1 The Committee may appoint an eligible member of the Association to fill a position on the Committee that:
- (a) has become vacant under Rule 43; or
 - (b) was not filled by election at the last annual general meeting.
- 44.2 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- 44.3 Rule 40 applies to any Committee member appointed by the Committee under Subrule 44.1 or 44.2.
- 44.4 The Committee may act, despite vacancies, providing there is sufficient quorum.

45 Meetings of the Committee

- 45.1 The Committee must meet at least eight times in each year at such place and times as the Committee may determine.
- 45.2 Special meetings of the Committee may be convened by the President or by any four members of the Committee.
- 45.3 Committee meetings shall be open to all members of the Association, unless otherwise determined by the Committee for reasons of confidentiality.

46 Notice of Committee Meetings

- 46.1 Written or electronic notice of each Committee meeting or special Committee meeting must be given to each member of the Committee not less than two days

before the date of the meeting.

- 46.2 In the case of special Committee meetings, notice must specify the general nature of the business to be conducted. No other business may be conducted at such a meeting.

47 Urgent Committee Meetings

- 47.1 In cases of urgency, a meeting can be held without notice being given in accordance with Rule 46 provided that as much notice as possible is given to each Committee member by the quickest means practicable.
- 47.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 47.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

48 Use of technology for Committee Meetings

- 48.1 A Committee member who is not physically present at a Committee meeting may participate in the meeting by the use of technology, if practicable, that allows that Committee member and the Committee members present at the meeting to clearly and simultaneously communicate with each other.
- 48.2 A Committee member participating in a Committee meeting as permitted under Subrule 48.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

49 Quorum for Committee Meetings

- 49.1 Any five members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.
- 49.2 No business may be conducted unless a quorum is present.
- 49.3 If a quorum is not present within half an hour of the appointed meeting time:-
(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, time and day in the following week

50 Presiding at Committee Meetings

The President shall preside at all meetings of the Committee:

- (a) or in their absence, the Vice president
(b) or if both are absent, or unable to preside, the members present must choose one of their number to preside

51 Voting at Committee Meetings

- 51.1 Resolutions shall be determined by a show of hands or, if a member requests, by a poll, determined by the person presiding.
- 51.2 Each member present at a meeting of the Committee, including the person presiding, is entitled to one vote.
- 51.3 In the event of an equality of votes, the person presiding may exercise a second or casting vote.

52 Conflict of Interest

- 52.1 All voting members of the Committee who stand to gain or lose financially, either directly or indirectly (including their immediate family members) as a result of business being conducted by the Association, must declare any potential conflict of interest at commencement of meetings where that business is being conducted or discussed.
- 52.2 Members who have declared a conflict of interest:-
 - (a) must abstain from discussion on these items and/or
 - (b) remove themselves from the room in which the meeting is being held and
 - (c) must abstain from voting on these items
- 52.3 Declared conflict of interest, and action taken in relation to the conflict of interest, must be recorded in the minutes of the meeting.

53 Minutes of Meetings

- 53.1 The Committee must ensure that minutes are taken and kept of each Committee meeting.
- 53.2 The minutes must record the following:
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under Rule 52.

54 Leave of Absence

- 54.1 The Committee may grant a Committee member leave of absence for a period not exceeding three consecutive scheduled Committee meetings.
- 54.2 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee member to seek the leave in advance.

55 Source of funds

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

56 Management of Funds

- 56.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 56.2 Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 56.3 The Committee may authorise the Treasurer or their nominated representative to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 56.4 All cheques, electronic funds transfers (including the payment of wages) and other negotiable instruments must be signed by 2 Committee members or their nominated representatives.
- 56.5 Signatories to financial instruments as per Rule 56.4 must not be from the same family.
- 56.6 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 56.7 The Treasurer of the Association must ensure that:
- (a) all moneys and financial transactions of the Association are managed in accordance with due procedure
 - (b) ensure that correct accounts and books are kept showing the financial affairs of the Association, with full details of all receipts expendable connected with the activities of the Association.

57 Financial statements

- 57.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 57.2 Without limiting Subrule 57.1, 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.

58 Notice requirements

- 58.1 Any notice required to be given to a member or a Committee member under these Rules may be given:
- (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email transmission.
- 58.2 Subrule 58.1 does not apply to notice given under Rule 47.

- 58.3 Any notice required to be given to the Association or the Committee may be given:
- (a) by email to the email address of the Association or the Secretary
 - (b) by handing the notice to a member of the Committee; or
 - (c) by sending the notice by post to the registered address; or
 - (d) by leaving the notice at the registered address; or

59 Custody and inspection of books and records

- 59.1 Members may on request inspect free of charge:
- (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to Subrule 59.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- 59.2 The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 59.3 The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.
- 59.4 Subject to Subrule 59.2, a member may make a copy of any of the other records of the Association referred to in this Rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 59.5 For purposes of this Rule:
relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
- (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

60 Winding Up and Cancellation

- 60.1 The Association may be wound up voluntarily by special resolution.
- 60.2 On the first to occur of:
- (a) the winding up or cancellation of the incorporation of the Association; or
 - (b) if the Association is endorsed as a deductible gift recipient under subdivision 30-BA of the Tax Act, revocation of the Association's endorsement as a deductible gift recipient,

all surplus assets of the Association, after satisfaction of all debts and liabilities of the Association, must be paid, distributed or transferred to:

- c) one or more Eligible Charities; or

d) to the extent required or permitted by the Tax Act, funds, charitable at law, which comply with the requirements of item 2 of the table in section 30-15 of the Tax Act,

but if the Association is never endorsed as a deductible gift recipient under subdivision 30-BA of the Tax Act, paragraph (b) of the definition of Eligible Charity will not apply.

60.3 Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the Tax Act are satisfied, a transfer under this Rule 75 must be made in accordance with those conditions.

60.4 The identity of an Eligible Charity for the purposes of this Rule 75 will be determined by the Committee and (if applicable) approved by the Commissioner and, in default, will be determined by the Supreme Court of Victoria.

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