

**CONSUMER AFFAIRS VICTORIA**  
**Associations Incorporation Reform Act 2012**

**RULES FOR THE BENGALI ASSOCIATION OF VICTORIA INCORPORATED**  
**(Reg. A0021171M)**

**Associations Incorporation Reform Regulations 2012**

**Part 3**

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## **Model Rules for an Incorporated Association**

### **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 organization is THE BENGALI ASSOCIATION OF VICTORIA INCORPORATED.

#### **Note**

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

#### **2 Purposes**

The purposes of the Association, as a non-profit and non-political organization, are:

- i. To promote goodwill in the Bengali Community at large;
- ii. To promote Bengali culture such as literature, language (including conducting Bengali language classes for children), music, dance and drama amongst the Bengali community and other communities in Victoria and elsewhere;
- iii. To maintain close collaboration with other social and cultural organizations in Victoria and elsewhere;
- iv. To hold social, cultural and religious events in pursuance of Clause 2(ii) including Spring Festival, Saraswati Puja, Vijaya Dashami get-together, Bengali Senior Citizen get-together and other appropriate events of social interests;
- v. To provide assistance to newly arrived Bengali immigrants and visitors to Victoria;
- vi. To maintain close co-operation with government departments and other voluntary organizations dealing with ethnic affairs;
- vii. To provide community welfare services (voluntary or otherwise);
- viii. To provide an inter- organizational information service; and
- ix. To own Association's own premises for holding its cultural activities.

### 3 Financial year

Financial Year: The financial year of the Association is from 1st April to 31st March.

### 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);

**associate member** means a member referred to in rule 14(1);

**Chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

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

*Note: References to “Management Committee” and “Executive Committee” has been used interchangeably in this document, and when used such will be interpreted as a reference to the Committee.*

*Note: References to “Secretary” and “General Secretary” has been used interchangeably in this document.*

**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 Division 3 of Part 5;

**disciplinary appeal meeting** means a meeting of the members of the Association convened under rule 23(3);

**disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 22;

**disciplinary subcommittee** means the subcommittee appointed under rule 20;

**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 Part 4 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;

**Record Date, or date of record**, is the cut-off date established by the Committee in order to determine which members are eligible to vote;

*Note: Record date shall be as determined by the committee in Clause 13.2; the determination of a Record Date is required to ascertain who exactly is a member of the Association. The members on record as of the record date will be entitled to participate in general meetings*

**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.

## **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) Sub rules (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.

### **Note**

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

#### **7 Minimum number of members**

The Association must have at least 5 members.

#### **8 Who is eligible to be a member?**

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

There shall be three categories of membership:

- (i) Single (who is not a senior or student member)
- (ii) Senior (age 60yrs and above)
- (iii) Student

#### **9 Application for membership**

- (1) To apply to become a member of the Association, a person must submit a written application to a committee member 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—

- (a) must be signed by the applicant; and
- (b) may be accompanied by the joining fee.

#### **Note**

The joining fee is the fee (if any) determined by the Association under rule 12(3).

### **10 Consideration of application**

- (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

### **11 New membership**

- (1) If an application for membership is approved by the Committee—
  - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - (a) the Committee approves the person's membership; or
  - (b) the person pays the joining fee.

### **12 Annual subscription and fee on joining**

- (1) The Committee, within 45 days of the AGM date, shall determine:
  - (a) the amount of annual subscription and joining fee payable by the members for that financial year
  - (b) the mode of payment of annual subscription and the joining fee
- (2) A member joining the Association, irrespective of the date of joining, shall pay the full annual subscription for that financial year.
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription by the Record date (as in clause 13) are suspended until the subscription is paid.

### **13 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 is a member who has paid the annual subscription and joining fees, if any, on or before the **Record Date** as determined by the committee for the purpose of the general meeting
  - (b) the member's membership rights are not suspended for any reason
  - (c) the members who have resigned will not be eligible to attend the general meeting

Note: References to “Member” and “Financial Member” has been used interchangeably in this document.

#### **14 Associate members**

There shall be no associate members.

#### **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 Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

#### **17 Resigning as a member**

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

**Note**

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

- (2) A member is taken to have resigned if the member's annual subscription is more than 3 months in arrears from the previous financial year-end

#### **18 Register of members**

- 1. The Secretary must keep and maintain a register of members that includes—
  - a. for each current member—
    - i. the member's name;
    - ii. the address for notice last given by the member;
    - iii. the date of becoming a member;
    - iv. any other information determined by the Committee; and
  - b. for each former member, the date of ceasing to be a member.
- 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**

A member may be expelled from the Association whose conduct either by words or by deeds are proven before a Special Sub-committee established for that purpose by the Management Committee consisting of minimum four senior former executive committee members of the association, to be to the detriment to the best interest of 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 person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (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 Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the 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 meeting**

A Special General Meeting must ratify the expulsion of a member by at least three-fourth majority.

## **Division 3—Grievance procedure**

### **25 Application**

The grievance procedure set out in this rule applies to disputes under these rules between—

- i. A member and another member; or
- ii. A member and the Association.

### **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**

- i. 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.
- ii. The mediator must be –
  - A person chosen by agreement between the parties; or
  - In the absence of agreement –
    - ✓ In the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
    - ✓ 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).
- iii. A member of the Association can be a mediator.
- iv. The mediator cannot be a member who is a party to the dispute.

## **28 Mediation process**

- i. The mediator, in conducting the mediation, must –
  - Give the parties to the mediation process every opportunity to be heard; and
  - Allow due consideration by all parties of any written statement submitted by any party; and
  - Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- ii. The mediator must not determine the dispute.

## **29 Failure to resolve dispute by mediation**

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.

### **PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

## **30 Annual general meetings**

- i. The Committee shall prepare and submit an annual report on the affairs of the Association at each Annual General Meeting together with the Statements of Accounts duly audited, for the twelve months ending on the 31st day of March next preceding the day of such meeting.

- ii. The Annual General Meeting of the Association shall be held within three months of the end of the financial year. The venue and time for such meetings shall be decided by the Management Committee. Members will be entitled to vote by proxy.
- iii. The proceedings of the Annual General Meeting shall be:-
- iv. To confirm the minutes of the last Annual General Meeting or any other Special General Meeting held during the year.
- v. To elect new Committee members biennially for the ensuing term.
- vi. To adopt the Annual Report and the Financial Statement.
- vii. To adopt any resolution of which due notice has been given to the Secretary in writing at least fourteen days before the Annual General Meeting, and
- viii. To transact any other business of which 28 days' notice has been given to the Secretary in writing prior to the Annual General Meeting.

### **31 Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

**Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

### **32 Special general meeting held at request of members**

A Special General Meeting of the members may be convened either:-

- i. By a resolution of the Management Committee.
- ii. By the President upon receipt of an application signed by at least ten (10) financial members of the Association. Seven days notice shall be given to members of such meetings specifying the general nature of the business to be transacted and no other business shall be transacted at such meetings. Such special meetings must be convened within one calendar month of the receipt of a notice or a motion.

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

Notices for the Annual General Meeting must be posted at least two calendar weeks before the Annual General Meeting.

**Note**

Rule 23(4) sets out the requirements for notice of a disciplinary appeal 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 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 general meeting given to a member under rule 33 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 no later than 24 hours before the commencement of the meeting.

### **35 Use of technology**

- (1) A member not physically present at a 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**

- i. The quorum for a general meeting shall be twenty (20) members personally present.
- ii. A meeting of the members may be adjourned if a quorum is not present within half an hour of the scheduled starting time. An adjourned meeting due to lack of a quorum must be held at the same place, and at the same time on the same day of the following week subject to the availability of the premises. Otherwise, the president in consultation with the executive committee will call up a general meeting as early as possible and no later than a month of the adjourned meeting. Quorum for an adjourned general meeting shall be twelve (12) financial members above the age of eighteen (18).

### **37 Adjournment of general meeting**

- (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.
- (2) Without limiting subrule (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.

**Example**

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

**38 Voting at general meeting**

Voting at all general meetings shall be by show of hands except for the election of Committee Members where a ballot becomes necessary if the number of candidates exceeds the number of vacancies.

**39 Special resolutions**

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

**Note**

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

**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**



- (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(4)(b)(ii); 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 who shall hold the assets of the Association as Trustee.
- (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.
- 4) The Committee shall not, without the prior approval of members accorded at a general meeting—
  - a) Make borrowings
  - b) Alienate or encumber in any manner the assets of the Association
  - c) Incur capital expenditure over \$2000
  - d) Provide loans

#### **43 Delegation**

- i. The Management Committee shall have the power to form sub-committees as deemed necessary for proper functioning of the Association and may co-opt other members of the Association to fill these sub-committees. The Convenor of a sub-committee must be a member of the Management Committee.

- ii. The Convenor of a. sub-committee shall report regularly to the Management Committee regarding its activities.

**Division 2—Composition of Committee and duties of members**

**44 Composition of Committee**

The Committee consists of—

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

(e) Ordinary members (if any) elected under rule 53.

#### **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.

##### **Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated 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 and Vice-President**

- i. The President shall preside at all meetings of the Committee. In the absence of the President, the Vice-President shall be the Chairman; in the absence of the President and the Vice-President, the members shall choose one of their number to be Chairman of the meeting.
- ii. The President shall preside in all general meetings of the Association. In the absence of the President, the Vice-President shall preside. In the absence of the President or the Vice-President, the members present shall choose one of their number to be the Chairman of the meeting.
- iii. The president of the Association shall be the sole spokesperson for the Association.

#### **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.

##### **Example**

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 18; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and

- (c) subject to the Act and these Rules, provide members with access to the register of members, the approved minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
  - (e) maintain a minute register that shall contain recorded minutes of all general meetings including special meetings.
  - (f) maintain a minute register that shall contain recorded minutes of all general meetings including special meetings.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **48 Treasurer**

- (i) The Treasurer shall keep proper record of all income and expenditure of the Association. Receipt shall be issued for all monies received by the Association.
- (ii) The Treasurer shall deposit all monies received by the Association without delay, in such bank or other institution as the Committee may from time to time determine.
- (iii) 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.
- (iv) Ensure financial transactions are authorized by the Treasurer and at least another Committee member

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

#### **49 Who is eligible to be a Committee member**

A member is eligible to be elected or appointed as a committee member if the member is entitled to vote at a general meeting.

#### **50 Positions to be declared vacant**

- (1) This rule applies to—
  - (a) The first annual general meeting of the Association after its incorporation; or
  - (b) At the conclusion of the current term of the committee as per Cl.55.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

#### **51 Nominations**

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may—
  - (a) nominate himself or herself; or
  - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

## **52 Election of President etc.**

The Committee shall at its first meeting after the Annual General Meeting in each term appoint from its members a President, a Vice-President, a Secretary and a Treasurer and such other office bearers as is deemed necessary.

## **53 Election of ordinary members**

The management of the Association shall be vested in a Committee of Management comprising a minimum of five and a maximum of eleven members, all elected biennially at the Annual General Meeting of the Association.

## **54 Ballot**

- i. Upon a ballot being held, each financial member above the age of 18 years, shall mark his/her ballot in such a way as to indicate the same number of candidates of his/her choice as there are vacancies to be filled, otherwise the ballot paper becomes invalid.
- ii. A Returning Officer shall be appointed to conduct a ballot. In case of disputes, the verdict of the Returning Officer shall be final. Such Returning Officers shall not be members of the retiring committee.

## **55 Term of office**

- i. A retiring committee member can stand for re-election at the next Annual General Meeting.
- ii. The President, the Vice President, the General Secretary and the Treasurer shall hold office for a two year term and shall retire from their respective offices the day of the second Annual General Meeting succeeding their appointments, but may be re-elected for a second consecutive two year term. The President, Vice-President, General Secretary and Treasurer shall not be elected or nominated for any one of the said positions for more than two consecutive terms.
- iii. No Committee Member shall accept an office with remuneration within the Association.
- iv. Minutes of Committee meetings held in private shall be recorded in separate minute book and it shall not leave the custody of the Secretary under any circumstances.
- v. For legal and ethical reasons names and addresses of person or persons raised in a meeting in private shall not be made public. However, such names may be mentioned in Committee meetings only to establish authenticity of the matter.
- vi. The Association shall not be held responsible for legal actions taken out on an individual member for comments or actions not authorised by the Committee of Management.

## **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 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
  - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

**Note**

A Committee member may not hold the office of secretary if they do not reside in Australia.

**57 Filling casual vacancies**

All casual vacancies occurring within the Committee shall be filled by the Committee by co-opting a member of the Association. For the purpose of filling a casually vacant position within the Committee, a casual vacancy is defined as a vacancy when a Committee member either:-

- i. ceases to be a member of the Association; or
- ii. resigns from his/her position; or
- iii. leaves the State of Victoria for good; or
- iv. is absent from the State of Victoria for over six months without leave from the Committee; or
- v. is expelled from the Association; or
- vi. is voted out of the Committee by a no confidence resolution; or
- vii. fails to attend Committee meetings on three consecutive occasions without leave from the Committee.

**Division 4—Meetings of Committee**

**58 Meetings of Committee**

- i. The Committee shall meet at least once each two months at such time and at such place as the Committee may from time to time determine.
- ii. Unless otherwise stated all Committee meetings shall be open to its members and prospective members as observers.
- vii. Special meetings of the Committee may be convened by the President himself or upon application by three Committee members. Seven days' notice shall be given to members

of such meetings specifying the general nature of the business to be transacted, and no other business shall be transacted at such meetings.

### **59 Notice of meetings**

- (1) Notice of each committee meeting must be given by the Secretary to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the agenda, date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

### **60 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **61 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

### **62 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.

### **63 Quorum**

- i. The quorum for the Committee meeting shall be six (6).
- ii. A meeting of the Committee may be adjourned if a quorum is not reached within half an hour of the scheduled starting time. An adjourned meeting shall be held at the Same time on the same day of the following week at a place to be determined. The quorum for an adjourned Committee meeting shall be three.

### **64 Voting**

All questions arising at any meeting of the Committee shall be decided by a show of hands. Each member shall have one vote. The Chairman shall have a deliberate vote and in the event of an equality of votes in any question shall have a Casting vote also.

#### **65 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.

#### **66 Minutes of meeting**

Minutes shall be kept of the proceedings of all meetings of the Committee.

#### **67 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**

#### **68 Source of funds**

- i. Fund raising activities will be devised by the Management. Committee upon recommendation by a sub-committee formed for the purpose.
- ii. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

#### **69 Management of funds**

- i. All payments must be paid by cheque or direct bank transfer and no payments shall be made without the authority of the Treasurer & authorised committee member.



- ii. All withdrawals either by cash or by cheque must be signed by any two of the four signatories nominated by the Committee, of which one must be the Treasurer, or in his absence the General Secretary.
- iii. The Treasurer shall present a financial status report at each and every Committee meeting. All expenditures must be authorised or regularised by the Management Committee.

The treasurer of the Association must –

- iv. Collect and receive all moneys due to the Association and make all payments authorized by the Association
- v. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee, of which one must be the Treasurer, or in his absence the Secretary.

#### **70 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.

#### **71 Financial statements**

The Treasurer shall prepare a Financial Statement for presentation at the Annual General Meeting of the Association. The Financial Statement shall be verified by another member of the Committee and shall satisfy the relevant accounting requirements of the office of Corporate Affairs.

### **PART 7—GENERAL MATTERS**

#### **72 Common seal**

The Executive Committee members shall have the custody of the Common Seal and shall be attested with the signature of 2 committee members.

#### **73 Registered address**

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or

- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

#### **74 Notice requirements**

- i. A notice may be given to any member of the Association either personally or by sending it by post or **electronic media** at the address shown as his address in the register of members, or if he has no registered address, to the last known address of his abode.
- ii. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter- containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post.

#### **75 Custody and inspection of books and records**

- i. The custody of books, documents and securities of the incorporated association will also be in the hands of the Executive Committee members.
- ii. The members of the Association will have the right to inspect the books and documents of the incorporated Association.

#### **76 Winding up and cancellation**

- i. The Association shall be dissolved in the event of its financial membership being less than nine (9) or upon a resolution being passed by a General Meeting of its members by a three-fourth majority.
- ii. Upon dissolution all assets and funds of the Association on hand shall, after the payment of all expenses and liabilities, be handed over to such other charitable organisation as the General Meeting may decide.

#### **77 Alteration of Rules**

The rules and purposes of the Association may be amended by resolution/s passed by a three-fourth majority of members present at a General Meeting provided 28 days notice is given to the Secretary in writing of the proposed amendments. Members must be given 21 days notice..

##### **Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

## STANDING ORDERS/CODE OF ETHICS/RULES OF DEBATE

1. Provided a quorum is present, a meeting shall commence at the scheduled time and continue until all business on the agenda has been disposed of.
2. All discussions, debates and speeches must be addressed to the Chairperson.
3. A member desiring to speak must seek the attention of the Chairperson by raising his hand. If more than one speaker raises their hand simultaneously, the Chairperson shall nominate who shall speak first.
4. A motion or amendment before the Chair cannot be withdrawn except by consent of the meeting by its mover only.
5. A motion or amendment shall lapse for want of a seconder and it shall not be recorded in the minute book.
6. The mover of a motion/amendment shall be deemed to have spoken to it. In the event of a debate on the motion/amendment the mover shall have a second chance to reply before the issue is put. The seconder may reserve his right to speak on it later but he must speak before the mover has his second chance.
7. A member may take a point of order. If a point of order is taken the debate must stop immediately until the point of order has been disposed of. On a multiple points of order, the Chairman shall rule.
8. Points of order must relate to facts of opinions. Contradictions, personal explanations, statements of facts dealing with the principal subject are not points of order.
9. Any member may move a dissent on a Chairperson's ruling. The Chairperson then shall vacate the chair and the motion must be put forthwith without further debate. During the vacation, a temporary Chairperson from the executive committee being chosen by the majority of the executive committee members shall take charge of the meeting. A dissent motion shall take the form: that the Chairperson's ruling be upheld.
10. A member who has not participated in a debate may move 'That the motion/amendment be put'. Such a motion shall close the debate.
11. When a motion has been passed and a member of the meeting does not agree with it, he can move for a rescission. The rescission motion must be discussed at the subsequent meeting. An approved motion must be submitted to the Secretary within 7 days of the motion being passed.

## Amendments approved by the AGM on 21/05/2022

Clause No	Existing Wording	Proposed Wording for Amendment	Context & comments	AGM Approval – comments
1 Name	The name of the organization is THE BENGALI ASSOCIATION OF VICTORIA INCORPORATED (Reg. A0021171M). It has its own emblem. It is a non-profit and non-political organization.	The name of the organization is THE BENGALI ASSOCIATION OF VICTORIA INCORPORATED.	<i>Remove registration number and purpose from the name of the organization.</i>	
2 Purposes	The purposes of the Association are:	The purposes of the Association, as a non-profit and non-political organization, are:		
2 (iv)	To hold social, cultural and religious events in pursuance to Clause 2 . 2 including Spring Festival, Saraswati Puja, Vijaya Dashami get-together, Bengali Senior Citizen get- together and other appropriate events of social interests	To hold social, cultural and religious events in pursuance of Clause 2(ii) including Spring Festival, Saraswati Puja, Vijaya Dashami get-together, Bengali Senior Citizen get-together and other appropriate events of social interests		
2 (x)	To maintain close collaboration with other social and cultural organizations in Victoria and elsewhere		<i>Cl. 2x is deleted as it is a duplicate of Cl. 2(iii)</i>	

Clause No	Existing Wording	Proposed Wording for Amendment	Context & comments	AGM Approval – comments
3 Financial Year	Financial Year: The financial year of the Association is from 1 July to 31 <sup>st</sup> March	Financial Year: The financial year of the Association is from 1 <sup>st</sup> April to 31 <sup>st</sup> March	<i>Correction</i>	
4 Definitions	<p><i>(Not existing)</i></p> <p><b>Committee</b> means the Committee having management of the business of the Association;</p>	<p><b>Record Date</b>, or date of record, is the cut-off date established by the Committee in order to determine which members are eligible to vote;</p> <p><i>Note: Record date shall be as determined by the committee in Clause 13.2; the determination of a Record Date is required to ascertain who exactly is a member of the Association. The members on record as of the record date will be entitled to participate in general meetings.</i></p> <p><b>Committee</b> means the Committee having management of the business of the Association;</p> <p><i>Note: References to “Management Committee” and “Executive Committee” has been used interchangeably in this document, and when used such will be interpreted as a reference to the <b>Committee</b>.</i></p> <p><i>Note: References to “Secretary” and “General Secretary” has been used interchangeably in this document.</i></p>	<i>Introduce new definition, Record Date, as referred and determined in Clause 13.2</i>	

Clause No	Existing Wording	Proposed Wording for Amendment	Context & comments	AGM Approval – comments
8 Who is eligible to be a member	<p>There are two categories of members:</p> <p><u>Family</u> - that comprises the husband, wife and dependent children; and, <u>Individual</u>. The membership is open to all interested persons of all communities who shall have to pay an annual subscription to become financial members.</p>	<p>Any adult person who supports the purposes of the Association is eligible for membership.</p> <p>There shall be three categories of membership:</p> <p>(i) Single (who is not a senior or student member)</p> <p>(ii) Senior (age 60yrs and above)</p> <p>(iii) Student</p>	<p><i>Broaden the definition</i></p> <p><i>Reason:</i></p> <p><i>1. Council is recognizing family membership as ONE member and not &gt;1. This impacts our grant applications.</i></p> <p><i>Individual membership will reflect the actual number of registered members and enable “one member one vote”.</i></p> <p><i>Additionally, it will better support grant applications with correct count of membership.</i></p>	
10 Consideration of application	<p>i. Membership shall be decided at a meeting of the Management Committee of the Association upon application in a prescribed Application Form.</p> <p>ii. No reason shall be given for the rejection of an application.</p>	<p>(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.</p> <p>(2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.</p> <p>(3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.</p> <p>(4) No reason need be given for the rejection of an application</p>	<p><i>Cl 10 from model Rules</i></p>	

Clause No	Existing Wording	Proposed Wording for Amendment	Context & comments	AGM Approval – comments
12 Annual subscription fee and joining	<p>i. There are be two options for financial members:</p> <ul style="list-style-type: none"> <li>• Where a subscription is paid annually and charges are payable for each individual function that a member attend, and</li> <li>• Where a subscription is paid annually, but no other charges are payable for all the functions traditionally held by the Association during the year.</li> </ul> <p>ii. The entrance fees, subscriptions and other amounts (if any) to be paid by the members of the incorporated association.</p> <p>iii. The Management Committee shall have power to levy a membership fee or such other fees as is deemed necessary to run the Association efficiently.</p> <ul style="list-style-type: none"> <li>• The membership fee is to be paid within two months of the start of the new financial year or as decided by the Executive Committee.</li> <li>•Members who fail to renew their membership within the term stipulated will be required to pay a joining fee to revive their membership.</li> </ul>	<p>12(1): The Committee, within 45 days of the AGM date, shall determine:  (a): the amount of annual subscription and joining fee payable by the members for that financial year  (b): the mode of payment of annual subscription and the joining fee</p> <p>12(2): A member joining the Association, irrespective of the date of joining, shall pay the full annual subscription for that financial year.</p> <p>12(3): The rights of a member (including the right to vote) who has not paid the annual subscription by the Record date (as in clause 13) are suspended until the subscription is paid.</p>	<p><i>Cl 12 reworded to align with Model rules. Fees are flat for members irrespective of when new members are joining to ensure that fixed costs are covered.</i></p>	

Clause No	Existing Wording	Proposed Wording for Amendment	Context & comments	AGM Approval – comments
13 General rights of members	(2) A member is entitled to vote if— (a) the member is a member other than an associate member; and (b) he or she becomes a member of the Association prior to voting; and (c) the member's membership rights are not suspended for any reason.	A member is entitled to vote if—  (a) the member is a member who has paid the annual subscription and joining fees, if any, on or before the <b>Record Date</b> as determined by the committee for the purpose of the general meeting.  (b) the member's membership rights are not suspended for any reason. (c) the members who have resigned will not be eligible to attend the general meeting.  <i>Note: References to "Member" and "Financial Member" has been used interchangeably in this document.</i>	<i>Include in paragraph 4, Definitions: Record date shall be as determined by the committee in Clause 13.2</i>	
14 Associate members	Associate members are not eligible to vote. Only financial members above the age of 18 years shall be eligible to vote.	There shall be no associate members.	<i>Simplify membership categories</i>	
17(2) Resigning as a member	(2) 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.	(2) A member is taken to have resigned if the member's annual subscription is more than 3 months in arrears from the previous financial year-end	<i>Simplify membership definitions and interpretations</i>	



Clause No	Existing Wording	Proposed Wording for Amendment	Context & comments	AGM Approval – comments
18 Register of members	<p>A register of financial members of the Association shall be maintained.</p> <p><b>Note</b> 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.</p>	<p>1. The Secretary must keep and maintain a register of members that includes—</p> <ol style="list-style-type: none"> <li>a. for each current member— <ol style="list-style-type: none"> <li>i. the member's name;</li> <li>ii. the address for notice last given by the member;</li> <li>iii. the date of becoming a member;</li> <li>iv. any other information determined by the Committee; and</li> </ol> </li> <li>b. for each former member, the date of ceasing to be a member.</li> </ol> <p>2. Any member may, at a reasonable time and free of charge, inspect the register of members.</p> <p><b>Note</b> 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.</p>	<i>Align with Model rules</i>	
30 (ii) Annual general meetings	<p>The Annual General Meeting of the Association shall be held within three months of the end of the calendar year as per Clause 4.15. The venue and time for such meetings shall be decided by the Management Committee. Members will be entitled to vote by proxy</p>	<p>The Annual General Meeting of the Association shall be held within three months of the end of the financial year. The venue and time for such meetings shall be decided by the Management Committee. Members will be entitled to vote by proxy</p>	<i>Reference to clause 4.15 incorrect.</i>	
30 (viii)	<p>To transact any other business of which seven days notice has been given to the Secretary in writing prior to the Annual General Meeting</p>	<p>To transact any other business of which 28 days' notice has been given to the Secretary in writing prior to the Annual General Meeting</p>	<i>Align with accepted practices</i>	
36 Quorum at general meetings	<p>i. The quorum for a general meeting shall be twenty (20) financial members above the age of eighteen (18).</p>	<p>(i) The quorum for a general meeting shall be twenty (20) members personally present</p>		

Clause No	Existing Wording	Proposed Wording for Amendment	Context & comments	AGM Approval – comments
42 Powers of Committee - Role and powers	<p>i. A minute book shall be kept which shall contain recorded minutes of all general meetings including special meetings.</p> <p>ii. The Management Committee shall be the Trustee who will hold in trust the assets of the Association.</p>	<p>(1) The business of the Association must be managed by or under the direction of a Committee who shall hold the assets of the Association as Trustee.</p> <p>(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.</p> <p>(3) The Committee may—</p> <ul style="list-style-type: none"> <li>(a) appoint and remove staff;</li> <li>(b) establish subcommittees consisting of members with terms of reference it considers appropriate.</li> </ul> <p>4) The Committee shall not, without the prior approval of members accorded at a general meeting—</p> <ul style="list-style-type: none"> <li>a) Make borrowings</li> <li>b) Alienate or encumber in any manner the assets of the Association</li> <li>c) Incur capital expenditure over \$2000</li> <li>d) Provide loans</li> </ul>	<p><i>to clarify limits of role and powers of Committee</i></p>	

Clause No	Existing Wording	Proposed Wording for Amendment	Context & comments	AGM Approval – comments
47 Secretary	<p>(1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.</p> <p><b>Example</b> Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.</p> <p>(2) The Secretary must—</p> <p>(a) maintain the register of members in accordance with rule 18; and</p> <p>(b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and</p> <p>(c) subject to the Act and these Rules, provide members with access to the register of members, the approved minutes of general meetings and other books and documents; and</p> <p>(d) perform any other duty or function imposed on the Secretary by these Rules.</p> <p>(3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.</p>	<p>1. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.</p> <p><b>Example</b> Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.</p> <p>(2) The Secretary must—</p> <p>(a) maintain the register of members in accordance with rule 18; and</p> <p>(b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and</p> <p>(c) subject to the Act and these Rules, provide members with access to the register of members, the approved minutes of general meetings and other books and documents; and</p> <p>(d) perform any other duty or function imposed on the Secretary by these Rules.</p> <p>(e) maintain a minute register that shall contain recorded minutes of all general meetings including special meetings.</p> <p>(f) maintain a minute register that shall contain recorded minutes of all general meetings including special meetings.</p> <p>(3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.</p>	<i>Align with Model rules</i>	
48 Treasurer	<p>iv. 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.</p>	<p>iii. 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.</p> <p>iv. ensure financial transactions are authorized by the Treasurer and at least another Committee member.”</p>	<i>Align missing numbering and include dual authorization</i>	
49 Who is eligible to be a Committee member	<p>A member is eligible to be elected or appointed as a committee member if the member—</p> <p>(a) is 18 years or over; and</p> <p>(b) is entitled to vote at a general meeting.</p>	<p>A member is eligible to be elected or appointed as a committee member if the member is entitled to vote at a general meeting.</p>	<i>Align with eligible member definition</i>	
50b Positions to be declared vacant	<p>(b) Any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.</p>	<p>(b) At the conclusion of the current term of the committee as per Cl.55.</p>		

Clause No	Existing Wording	Proposed Wording for Amendment	Context & comments	AGM Approval – comments
55vi Term of office	The Association shall not be held responsible for legal actions taken out on an individual member for comments of actions not authorised by the Committee of Management.	The Association shall not be held responsible for legal actions taken out on an individual member for comments or actions not authorised by the Committee of Management.	<i>Typographical error</i>	
63 Quorum	i. The quorum for the Committee meeting shall be five.	i. The quorum for the Committee meeting shall be six (6).	<i>With a max of 11 Executive Committee, a quorum with 6 is desired</i>	
	<b><i>The copy of the record of the constitution kept with the CAV has page 20 &amp; 21 missing which consists of clause 64 (part) up to clause 73 (part). These two pages need to be reinstated in the CAV records.</i></b>	<b><i>We need to rectify this by sending the constitution including these two pages &amp; amendments made as per list below to CAV.</i></b>	<i>Share the clauses in the AGM</i>	
64 Voting		All questions arising at any meeting of the Committee shall be decided by a show of hands. Each member shall have one vote. The Chairman shall have a deliberate vote and in the event of an equality of votes in any question shall have a Casting vote also.	<i>Reinsert missing paragraph</i>	
65 Conflict of interest		<p>(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.</p> <p>(2) The member—</p> <p>(a) must not be present while the matter is being considered at the meeting; and</p> <p>(b) must not vote on the matter.</p> <p>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.</p> <p>(3) This rule does not apply to a material personal interest—</p> <p>(a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or</p> <p>(b) that the member has in common with all, or a substantial proportion of, the members of the Association.</p>	<i>Reinsert missing paragraph</i>	
66 Minutes of meeting		Minutes shall be kept of the proceedings of all meetings of the Committee.	<i>Reinsert missing paragraph</i>	
67 Leave of absence		<p>(1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.</p> <p>(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.</p>	<i>Reinsert missing paragraph</i>	

Clause No	Existing Wording	Proposed Wording for Amendment	Context & comments	AGM Approval – comments
PART 6— FINANCIAL MATTERS 68 Source of funds		i. Fund raising activities will be devised by the Management. Committee upon recommendation by a sub-committee formed for the purpose.  ii. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.	<i>Reinsert missing paragraph</i>	
69 Management of funds	i. All accounts over \$200 (two hundred dollars) must be paid by cheque and no payments shall be made without the authority of the Committee. iii A petty cash of twenty dollars shall be kept by the Treasurer.  iii iii. A petty cash of twenty dollars shall be kept by the Treasurer	i. All payments must be paid by cheque or direct bank transfer and no payments shall be made without the authority of the Treasurer & authorised committee member. ii. All withdrawals either by cash or by cheque must be signed by any two of the four signatories nominated by the Committee, of which one must be the Treasurer, or in his absence the General Secretary.  iii. The Treasurer shall present a financial status report at each and every Committee meeting. All expenditures must be authorised or regularised by the Management Committee.  The treasurer of the Association must –  iv. Collect and receive all moneys due to the Association and make all payments authorized by the Association  v. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee, of which one must be the Treasurer, or in his absence the Secretary.	<i>Reinsert missing paragraph, reword to eliminate maintenance of petty cash, a practice that is out of date'</i>	
70 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.	<i>Reinsert missing paragraphs</i>	
71 Financial statements		The Treasurer shall prepare a Financial Statement for presentation at the Annual General Meeting of the Association. The Financial Statement shall be verified by another member of the Committee and shall satisfy the relevant accounting requirements of the office of Corporate Affairs.	<i>Reinsert missing paragraphs</i>	

Clause No	Existing Wording	Proposed Wording for Amendment	Context & comments	AGM Approval – comments
PART 7— GENERAL MATTERS  72 Common seal		The Executive Committee members shall have the custody of the Common Seal and shall be attested with the signature of 2 committee members.	<i>Reinsert missing paragraphs</i>	
73 Registered address		The registered address of the Association is— (a) the address determined from time to time by resolution of the Committee; or (b) if the Committee has not determined an address to be the registered address— the postal address of the Secretary.	<i>Reinsert missing paragraphs</i>	
74 Notice requirements	i. A notice may be given to any member of the Association either personally or by sending it by post at the address shown as his address in the register of members, or if he has no registered address, to the last known address of his abode.	i. A notice may be given to any member of the Association either personally or by sending it by post or <b>electronic media</b> at the address shown as his address in the register of members, or if he has no registered address, to the last known address of his abode.	<i>Include communication via electronic media, e.g., emails</i>	
77 Alteration of Rules	77 Alteration of Rules The rules and purposes of the Association may be amended by resolution/s passed by a three-fourth majority of members present at an Annual General Meeting provided 28 days notice is given to the Secretary in writing of the proposed amendments. Members must be given 21 days notice.	The rules and purposes of the Association may be amended by resolution/s passed by a three-fourth majority of members present at an General Meeting provided 28 days notice is given to the Secretary in writing of the proposed amendments. Members must be given 21 days notice.		

