

GOLDEN DAYS RADIO FOR SENIOR CITIZENS INCORPORATED

Incorporated in Victoria, 1992: Registered No A0025759L

Rules Of Association (includes 2009 Amendments)

1 NAME

- 1.1 The name of the incorporated association is Golden Days Radio for Senior Citizens Incorporated.

2 DEFINITIONS

- 2.1 In these rules, unless the contrary intention appears:
- 2.2 **Act** means the Associations incorporation Act 1981.
- 2.3 **Association** means Golden Days Radio for Senior Citizens.
- 2.4 **Committee** means the members of the Committee of Management, elected by the financial Members of the Association, for the proper management of the Association in accordance with these Rules.
- 2.5 **Community Group** means a non-profit organisation, admitted to membership of the Association, whose membership includes a substantial proportion of persons over 50 years of age and/or whose purposes include the welfare of such persons.
- 2.6 **Community Group Representative** means a person nominated by a Community Group as its representative for the purpose of communication with the Association, and who will act on its behalf in matters of the membership of such.
- 2.7 **Executive Officers** means the members of the Committee of Management who have been elected by the other Members of the Committee of Management to the Offices of President, Deputy President, Secretary And Treasurer.
- 2.8 **Financial Year** means the year commencing July 1st and concluding June 30th the following calendar year.
- 2.9 **General Meeting** means a meeting of and for all Members convened in accordance with these rules.
- 2.10 **Member** means any person aged at least 50 years, or a company or legal entity representing the interests of persons aged over 50 years or a Community Group, approved for membership of the Association in accordance with the Rules of Association and entered in the Register of Members.
- 2.11 **Ordinary Member of the Committee** means an elected member of the Committee who is not an Executive Officer of the Association.
- 2.12 **President** means the member of the Committee elected by the members of the Committee to the office of President of the Association. The President is the official policy contact of the Association.
- 2.13 **Deputy President** means the member of the Committee of Management elected by the members of the Committee to the office of Deputy President and who will deputise for the President when required.
- 2.14 **Regulations** means the Regulations under the Act.
- 2.15 **Secretary** means the member of the Committee of Management elected by the members of the Committee to the office of Secretary. The Secretary may be the Public Officer of the Association.
- 2.16 **Senior Citizen** means for the purpose of these rules a person aged at least 50 years.
- 2.17 **Associate Member** means any person , not necessarily aged over 50 years, who supports the Association by payment of a prescribed fee, (which is of a lesser value than the prescribed fee for a Member), whose name is entered into the Register of Associate Members.
- 2.18 **Treasurer** means the member of the Committee of Management elected by the members of the Committee to the office of Treasurer of the Association.
- 2.19 Words or expressions contained in these rules shall be interpreted in accordance with the Acts Interpretation Act 1958.

3 STATEMENT OF PURPOSE

- 3.1 The Association is established for the purpose of carrying out any activity which may be carried out by a responsible person and in particular, but without limiting the foregoing, the following:
- 3.2 Establishment, management and operation of an independent non-profit member-access special interest radio station, which is politically and religiously non-aligned, for Senior Citizens living within the greater Melbourne metropolitan area.
- 3.3 Provision of programs of information, education and entertainment reflecting the aspirations, needs, interests and recreational pursuits of Senior Citizens which will complement and supplement any similar programs broadcast by national, commercial and/or public broadcasting stations.
- 3.4 Presentation of programs of popular music up to the 1950's, together with a mixture of light classical, jazz, instrumental, brass and military band and choral music, as well as melodic and appropriately "listenable" music of later decades.
- 3.5 Act as a forum for senior citizens' associations, clubs and retirement planning groups on socio-economic and other quality of life issues of specific concern to older citizens; encouraging those groups to provide appropriate programming input to the station.
- 3.6 Liaison with Federal, State and Local Government Authorities to obtain program input on matters of welfare, social security and other quality of life issues.
- 3.7 Encouragement and training of Members in the preparation and presentation of programs.
- 3.8 Provision of immediate broadcasting facilities to the appropriate Government authorities in the event of emergency or disaster.
- 3.9 Promotion among the community-at-large of cordial relations, mutual confidence and ethical standards.

4. POWERS OF THE ASSOCIATION

- 4.1 The powers of the Association are those which may be exercised by a responsible person and in particular, but without limiting the foregoing, those powers specified in Clause 16(1) of the Act.

5 MEMBERSHIP

- 5.1 An application for Membership or Associate membership of the Association shall be on the Association's prescribed Application form signed by the applicant and accompanied by the subscription as determined at the time.
- 5.2 An applicant for membership shall be bound by the Rules of Association.
- 5.3 An application for associate membership shall be bound by the Rules of Association.
- 5.3(a) An application for Group Membership shall include the name, address and telephone number of a member of that organisation who shall:-
- (i) be responsible for communication between the Association and the Community Group, and
 - (ii) exercise the voting rights of that Community Group at any General Meetings of the association, and
 - (iii) undertake, on behalf of that Community Group, that it will be bound by the Rules of the Association.

5.4 All applications for membership are subject to consideration at the next ordinary meeting of the Committee held following receipt of the application. The Committee may only reject an application if

- there are reasonable grounds to believe that the applicant would not abide by the Rules and Objectives of the Association.

- required by the Act.

- the applicant has been convicted of an indictable offence.

- there are reasonable grounds to believe that the applicant would not abide by the Community Broadcasting Code of Practice.

- there are reasonable grounds to believe that the applicant would pose a security risk to the members or premises of the Association.

- there are reasonable grounds to believe that the applicant is under 50 years of age.

- there are reasonable grounds to believe that acceptance of the applicant may be prejudicial to the best interests of the Association.

5.5 Where the application for membership has been approved, the member shall be advised accordingly by the Membership convenor and sent details of times of meetings of the Association, within seven days of approval by the Committee.

5.6 Within seven days of approval by the Committee, details of the new member(s) shall be entered in the Register of Members.

5.7 Where, following the procedures prescribed in Rules 8A, an application for membership is not approved, the applicant shall be advised accordingly by the Secretary with the subscription refunded in full within seven days of the rejection of the application.

5.8 Rights, privileges and obligations under these Rules are not transferable.

5.9 Membership terminates upon death, resignation or the failure of the member to pay the prescribed fees by the due date.

5.10 Life membership may be conferred at any General Meeting of the Association upon any financial Member deemed to have given outstanding service to the Association, on the recommendation of the Committee

5.11 A Life Member shall not be required to pay an annual membership subscription and shall retain full voting rights at all General Meetings of the Association.

6 ANNUAL SUBSCRIPTIONS

6.1 The annual subscriptions for members, community group members and associate members for the coming financial year shall be determined by the Committee of Management of the Association, and ratified by a majority of Members at the Annual General Meeting of the Association.

6.2 Annual Subscriptions are due and payable on July, 1st. each year.

7 REGISTERS OF MEMBERS

7.1 An appointed member of the Committee shall maintain registers of Members and Associate members in which shall be entered the full name, address and telephone number of each member/associate member and the date of commencement of the respective form of membership.

7.1(a) The register shall include the name of each Community Group, including the date of commencement of membership, and the name, postal address and telephone number of the person currently holding the position of Community Group Representative of that organisation.

7.2 The Registers of Members and Associate members shall be available for inspection without fee by members at the registered address of the Association.

8 RESIGNATION AND /OR EXPULSION OF A MEMBER

8.1 In the event that any Member of the Association tenders his/her resignation from the Association, such resignation will be effected immediately. No portion of membership fees previously paid will be refundable to a Member/Associate member following acceptance of his/her resignation from the Association.

8.2 Where a Member has refused or neglected to comply with the Rules of Association, or has been guilty of conduct unbecoming, or prejudicial to the interests of the Association, the Committee may by resolution at any meeting of the Committee expel a member, or suspend a member for a specified period.

8.3 No portion of subscriptions paid by an expelled member/associate member will be refundable to any person.

8A RIGHT OF REPLY AND APPEAL FOR REJECTED APPLICANTS AND DISCIPLINED MEMBERS

8A.1 A resolution of the Committee under Rule 8.2 or Rule 5.4 does not take effect:

(a) unless the Committee, at a meeting held not earlier than fourteen and not later than twenty-eight days after the service on the rejected applicant/ member/ associate member of a notice under Rule 8A.2 confirms the resolution in accordance with this clause, and

(b) where the rejected applicant/ member/ associate member exercises a right of appeal to the Association under this Clause, unless the Association confirms the resolution.

8A.2 If the Committee passes a resolution under Rule 8.2 or Rule 5.4 the Secretary shall, as soon as is practicable, cause to be served on the rejected applicant/ member/ associate member a notice in writing -

(a) setting out the resolution of the Committee and the grounds on which it was based

(b) stating that the rejected applicant/ member/ associate member may address the Committee at a meeting to be held not earlier than fourteen and not less than twenty-eight days after service of the notice

(c) stating the date, place and time of that meeting

(d) informing the rejected applicant/ member/ associate member that he/she may do one or more of the following -

(i) attend that meeting

(ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution, and

(iii) not later than twenty-four hours before the date of the meeting lodge with the Secretary a notice to the effect that he/she wishes to appeal to the Association in general meeting against the resolution.

8A.3 At a meeting of the Committee held in accordance with Rule 8A.1, the Committee

(a) shall give to the rejected applicant/ member/ associate member an opportunity to be heard,

(b) shall give due consideration to any written statement submitted by the rejected applicant/ member/associate member, and

(c) shall by resolution determine whether to confirm or to revoke the resolution.

8A.4 On receipt of a notice under Rule 8A.2, the Secretary shall notify the Committee and the Committee shall convene a Special General Meeting of the Association to be held within twenty-one days after the date of receipt by the Secretary of the notice.

8A.5 At a Special General meeting of the Association convened under Rule 8A.4

(a) no business other than the question of the appeal shall be transacted,

(b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution,

(c) the rejected applicant/ member/ associate member shall be given an opportunity to be heard, and

(d) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

8A.6 If, at the Special General Meeting, two-thirds of the members present vote in favour of the confirmation of the resolution, the resolution is confirmed. In any other case, the resolution is revoked.

8B DISPUTES AND MEDIATION

8B.1 The grievance procedure set out in this rule applies to disputes between-

(a) a member and another member; or

(b) a member and the Association.

8B.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

8B.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

8B.4 The mediator must be-

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement –

(i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or

(ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

8B.5 A member of the Association can be a mediator.

8B.6 The mediator cannot be a member who is a party to the dispute.

8B.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

8B.8 The mediator, in conducting the mediation, must-

(a) give the parties to the mediation process every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

8B.9 The mediator must not determine the dispute.

8B.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

9 MEETINGS OF MEMBERS

9.1 General meetings of members shall be held on a pre-arranged fixed day, time and place as determined by the Committee.

9.2 On such day as shall be fixed by the Committee, the Annual General Meeting of members shall be held between the first day of July and the thirtieth day of September for the following purposes:

To confirm the minutes of the previous Annual General Meeting and Special Meetings, if any. No discussion shall be permitted thereon except as to their accuracy.

To receive the report of the Committee and the audited statements of account for the year ending on the previous June 30th, in accordance with the Act.

To elect members of the Committee for a period of three years in place of those retiring by rotation.

To elect an auditor or auditors for the ensuing year.

To transact any other business of which at least seven days notice has been given.

9.3 At least 14 days before the day of the Annual General Meeting and at least seven days before the day of a Special Meeting, the Secretary shall serve written notice of the Meeting on all members, either by personal delivery or by mailing to the usual or last known address of such members.

9.4 If required by the Committee, or upon the requisition in writing by not less than six members of the Committee, the Secretary shall convene a Special General Meeting of members. The purpose of the Special General Meeting shall be stated in the requisition and no business shall be conducted at the Special Meeting except that for which it was convened. The meeting may confirm the minutes of any previous Special General Meeting.

9.5 Not less than ten members shall form a quorum at any Annual or Special General Meeting. If a quorum does not assemble and proceed to the business for which the meeting was convened within one hour of the appointed time for the meeting, no business be transacted at that meeting, nor shall any election be conducted.

9.6 Where a quorum is not present in accordance with Rule 9.5, the meeting shall stand adjourned and another meeting shall be convened at the same place and at the same time on the same day of the following week. At this adjourned meeting any number of members exceeding seven shall constitute a quorum.

9.7 Where a quorum is not present in accordance with Rule 9.6, the provisions for winding up and cancellation in Rule 25.2 shall apply.

9.8 At every general meeting, the President or, in the absence of the President, the Deputy President, shall preside. When both the President and the Deputy President are absent, those members at the meeting shall choose one of their number to chair the meeting.

9.9 Minutes of decisions taken at all general meetings shall be prepared. Such minutes, if purporting to be signed by the President of the meeting at which the proceedings took place, or by the President of the next succeeding general meeting, shall be evidence of the proceedings. Such meetings shall be deemed to have been duly convened and held, and the resolutions recorded in the minutes shall be deemed to have been passed or otherwise as recorded.

10 VOTING AT MEETINGS OF MEMBERS

10.1 A member may vote either in person or by proxy vote, assigning his/her one proxy vote to the President or any other financial member; provided that the proxy vote is assigned on the special form provided for the specific election and the form nominating the proxy is received by the Secretary at least one hour before the scheduled commencement time of the meeting at which the vote will be taken.

10.2 Each and every financial member and financial Community Group member shall be entitled to one vote only on any matter.

10.3 At all meetings, questions other than those involving contested elections shall be resolved by a show of hands unless, before or on the declaration of the result, a division is demanded by a member qualified to vote, in which event the question shall be decided by a division. A declaration shall be made by the President that a resolution has, on a show of hands, been carried or lost. An entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact, provided however that, where a majority of members present and qualified to vote so demand, any resolution shall be decided by poll as hereinafter provided.

- 10.4 Votes delivered in accordance with Rule 10.1, whether on a show of hands, a division or a poll, shall be counted as if they had been given in person.
- 10.5 At all meetings of members, the President shall have a deliberative vote and, in the event of there being an equality of votes on any question, shall also have the casting vote.
- 10.6 Where, at any meeting of members, a majority of those present and qualified to vote demand a poll on any resolution, the President shall adjourn the meeting to a day to be determined by the President, but not less than seven nor more than fourteen days after the day of the adjournment.
- On the day preceding the day determined for the adjourned meeting an Audit of Registered Members shall be taken of all members qualified to vote in respect of the resolution in respect of which the poll was demanded.
- 10.7 Notice specifying the date, place and time of the adjourned meeting, the time of polling and the subject under consideration shall be served by the Secretary in writing to all members at least three days prior to the day determined for the adjourned meeting. The result of the poll shall be announced by the President at the adjourned meeting and shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 11 COMMITTEE OF MANAGEMENT**
- 11.1 The management of the Association shall vest in the elected Committee of Management which shall direct all the affairs of the Association.
- 11.2 The Committee of Management shall consist of the Executive Officers, namely President, Deputy President, Secretary and Treasurer, and up to eight other non-executive members.
- 11.3 The Committee may allocate to individual members of the Committee such management responsibilities as relate to Programming, Technical services, Public Relations, Sponsorship, Marketing, or any other responsibilities as may be required for the efficient management of the Association and the achievement of the Association's purposes and objectives.
- 11.4 The Committee shall control the acquired operating funds and generated income of the Association, provide all requisites for the use of the Association and may appoint as required paid officers and servants of the Association.
- 11.5 No resolution of the members in general meeting shall invalidate any prior act of the Committee which would have been valid if that resolution had not been passed.
- 11.6 All members of the Committee of management shall hold office for a period not exceeding 36 months from the date of their election to the Committee. (a) Except where rule 11.10 applies, members of the Committee shall be elected at the Annual General Meeting. (b) One third of the members of the Committee shall retire annually, by rotation, and may offer themselves for re-election by the members of the Association for a further 36 month term of office.
- 11.7 Any financial member of the Association may be elected or appointed to the Committee of Management but no persons shall be so elected or appointed unless they are at least 50 years of age and have had at least 6 months membership of the Association served immediately prior to the election. An Association Nomination form signed by two financial members, with the written and signed consent of the candidate for Committee membership, must be lodged with the Secretary at least seven clear days before the day of the Annual General Meeting.
- 11.8 The Notice of Annual General Meeting of the Association, which shall be distributed to all Members, shall state the names of Committee members who are retiring by rotation, the number of vacancies to be filled, and shall also state that nominations for election to the Committee, as well as nominations for the election of an Auditor for the Association must be lodged with the Secretary seven clear days before the date of the Annual General Meeting referred to in the Notice.
- 11.9 Where on the day named in the notice as prescribed in Rule 11.8, the number of candidates nominated for the Committee does not exceed the number of vacancies to be filled, the President shall declare the persons so nominated duly elected to the Committee of Management. A ballot shall not be conducted in this instance.
- Where the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held at the Annual General Meeting .
- 11.10 At the first meeting of the Committee of Management following the Annual General Meeting, the Committee members will elect the Executive Officers from among their number. A simple majority of votes will determine the successful candidates for Executive positions.
- The President will advise the general membership of those elected appointments at the first General Meeting of the Association following those appointments.
- 11.11 (a) In the event of a casual vacancy to the position of an Executive Officer arising, the remaining Committee members may appoint another of their number to fill the vacant position. (b) In the event of a casual vacancy to a non-Executive Officer position on the Committee of Management, the Committee may appoint a financial member of the Association to fill that vacancy. No appointment may be made which will cause the Committee to exceed the number of available positions as determined under Rule 11.2.
- 11.12 No member of the Committee of Management shall be appointed to, or retain, any paid office of the Association whilst being a Committee member.
- 11.13 No member of the Committee of Management shall directly or indirectly supply goods or services to the Association where such goods or services can be satisfactorily obtained locally or elsewhere.
- 11.14 Any member of the Committee of Management who has a financial interest in a contract or arrangements made or proposed to be made with the Association shall voluntarily disclose their interest at the first meeting of the Committee at which the contract or arrangement is first considered, if the interest then exists, otherwise at the first meeting of the Committee after acquisition of the interest. If a Committee member becomes interested in a contract or arrangement after it is made or entered into, the Committee member shall voluntarily disclose the interest at the first meeting after becoming so interested.
- 11.15 No member of the Committee of Management shall vote as a member of the Committee in respect of any contract or arrangement in which the Committee member is interested as referred to in Rule 11.14. If such member does so vote, the vote will not be counted.
- 11.16 Co-opted members of the Committee of Management shall stand down from the Committee of Management, at the first Annual General Meeting, following their appointment to the Committee. They may seek elected appointment to the Committee.
- 11.16A Co-opted members of the Committee of Management are able to present themselves to Ordinary members for election to any vacant Committee positions, and may be subsequently elected by the committee to the responsibilities they were originally appointed to. Once elected they entitled to remain on the Committee for a period not exceeding thirty six months.
- 11.17 The Association in general meeting may by resolution remove any member of the Committee before expiration of his/her term of office and appoint another member in his/her stead to hold office until the next Annual General Meeting.
- 11.18 Where the Committee member referred to in a resolution under Rule 11.17 makes representations in writing to the Secretary and/or President and requests the representations be presented to Members of the Association, the Secretary and/or President may send a copy of the representations to each financial Member of the Association. Alternatively, the member may request that they be read out at the General Meeting, prior to the resolution being taken by the Members.

12 CONDUCT OF BALLOT FOR ELECTION OF COMMITTEE OF MANAGEMENT

- 12.1 All ballots for election of the Committee of Management shall be held at the Annual General Meeting.
- 12.2 The President shall appoint a Returning Officer and make such other provision as is necessary for the orderly conduct of the ballot.
- 12.3 All members attending the Annual General Meeting shall vote in any ballot for the election of the Committee of Management. The provisions for voting by proxy as provided in Rule 10.1 shall also apply to the election of members to the Committee of Management.
- 12.4 A voter shall mark the ballot paper in such a manner as to indicate the number of candidates to be chosen but not greater than the number of vacancies to be filled.
- 12.5 The Returning Officer shall announce the result of the ballot as soon as it is known.
- 12.6 The Returning Officer shall, at his/her discretion, award the votes to candidates from the indications of preference shown by the voter on the ballot paper.
- 12.7 In the case of an equality of votes between two candidates, the Returning Officer shall decide by lot the candidate to be declared elected.
- 12.8 Any aggrieved member wishing to dispute the validity of an election shall within seven days after the declaration of the result of such election give notice in writing to the Committee of Management stating the grounds of the complaint. The Committee shall investigate the complaint, with reference to the appointed Returning Officer for the election, and its subsequent decision thereon shall be final.

13 MEETINGS OF THE COMMITTEE OF MANAGEMENT

- 13.1 The Committee of Management shall meet at least once each month on a pre-arranged fixed day, time and place as determined by the Committee.
- 13.2 Special Meetings of the Committee may be convened by the President or by six Committee members provided sufficient notice is given to the Secretary to enable satisfactory arrangements to be made for the meeting, including advice to all Committee members of such arrangements and the general nature of the business to be transacted. Other business, not on the Agenda, will not be considered at the meeting.
- 13.3 The form of notice to Committee members of Special Meetings of the Committee shall be at the discretion of the Secretary involving either telephone message, facsimile or written notice delivered personally or mailed to the usual or last known address of the Committee member, in time to reach the member prior to the date of the meeting.
- 13.4 At any meeting of the Committee four members shall constitute a quorum. No business shall be transacted unless a quorum is present within 30 minutes of the time appointed for commencement of the meeting. Where the quorum is not present within 30 minutes, the meeting shall be adjourned and the Secretary shall call another meeting to be held not more than ten days after the adjournment.
- 13.5 Where a quorum of Committee members is not present within 30 minutes of the time appointed for commencement of an adjourned meeting, the Secretary or some other member of the Committee shall convene a Special General Meeting in accordance with the provisions of these Rules and at that Special Meeting members shall take such action as is considered appropriate by the members at the meeting.
- 13.6 When present, the President or Deputy President shall preside at all meetings of the Committee of Management, but in their absence another Committee member shall be appointed for that meeting.
- 13.7 All questions arising at any meeting of the Committee of Management shall be decided by a show of hands or, if demanded by a Committee member, by a division.
- 13.8 Minutes of the decisions of the meetings of the Committee shall be recorded by the Secretary and confirmed at the next

meeting as a true record of the proceedings of the Committee.

- 13.9 A Register of Committee members and elected Executive Officers shall be maintained.
- 13.10 The minutes of meetings of the Committee of Management and of General Meetings of members may be recorded on consecutively numbered loose leaf sheets provided that each sheet of the confirmed minutes is initialled by the President and the Secretary as evidence of the authenticity thereof.

14 VACANCY IN THE COMMITTEE OF MANAGEMENT

- 14.1 The office of a Committee member becomes vacant if the Committee member:
 - 14.1.1 ceases to be a member of the Association
 - 14.1.2 resigns from the Committee by notice in writing given to the Secretary
 - 14.1.3 is absent from three consecutive meetings of the Committee without acceptable reason or leave of absence
 - 14.1.4 becomes an insolvent under administration within the meaning of the Companies (Victoria) codeand every such vacancy shall be deemed to be a casual vacancy.

15 APPOINTMENT OF SUB-COMMITTEES

- 15.1 The Committee may at any time appoint Special Purpose Sub-committees with a maximum membership of six members.
- 15.2 The Committee shall have the right to co-opt (invite) financial members of the Association to serve on a specific Sub-committee in an active/advisory capacity. No such co-opted member shall be entitled to vote on any matter other than at a meeting of the sub-committee of which that person is a member.
- 15.3 The Sub-committee chairperson shall be a member of the Committee of Management and shall review as required the performance of co-opted (invited) persons and may recommend to the Committee of Management the continuation or cancellation of their participation in the activities of the Sub-committee.
- 15.4 The President and Secretary shall be *ex-officio* members of all sub-committees. The quorum for a sub-committee meeting shall be one half of its appointed members.
- 15.5 Any Sub-committee appointed in accordance with Rule 15.1 shall not take any action which incurs any liability or commitment for the Association or its Committee of Management.
- 15.6 Each sub-committee shall present a report to each meeting of the Committee of Management. Such report shall include any recommendation requiring decision by the Committee of Management.

16 PRESIDENT AND DEPUTY PRESIDENT

- 16.1 Between meetings of the Committee of Management, the powers of the Committee (other than those powers which under Rules 17 & 18 are delegated respectively to the Secretary and Treasurer) shall be delegated to the President.
- 16.2 In the absence of the President, the Deputy President shall carry out the duties and responsibilities of the President.

17 SECRETARY

- 17.1 The Secretary shall ensure that minutes of General Meetings of members as well as meetings of the Committee of Management are recorded in proper form.
- 17.2 The Secretary shall be responsible for processing all correspondence relating to the policy of the Association and for the proper custody of all books, documents and securities of the Association.
- 17.3 The Secretary may be the Public Officer of the Association.

18 TREASURER

- 18.1 The Treasurer shall be responsible for the receipt of all moneys on account of the Association and for the issue of official receipts.
- 18.2 The Treasurer shall be responsible for ensuring that all moneys are deposited without delay to the credit of the Association in such bank account as the Committee of Management may from time to time determine.
- 18.3 Funds not required for immediate use may be deposited in any appropriate investment as authorised by Section 4 of the Trustee Act 1958.
- 18.4 The Treasurer shall ensure that correct books of account are maintained showing the financial affairs of the Association including full details of Receipts and Payments connected with activities of the Association.

19 FINANCE

- 19.1 No payments shall be made to any person or organisation without the authority of the Committee Management being first obtained. All payments shall be made by cheque against the account of the Association.
- 19.2 All cheques shall be signed by any two authorised members of the Committee. No cheques shall be signed before the name of the payee, amount being paid and date, written in ink, have been completed.
- 19.3 The books of account required to be maintained under Rule 18.4 shall be available for inspection during normal business hours without fee by members of the Association.
- 19.4 The assets and income of the Association shall be applied solely in furtherance of its objectives and no payments shall be made directly or indirectly to its members, except as *bona fide* compensation for services rendered or expenses incurred on behalf of the Association.
- 19.5 Prior to the commencement of a new financial year, the Committee of Management shall prepare a business plan for the Association's activities, as defined in Rule 3, for the forthcoming year. The Committee shall also prepare and adopt a cash flow budget relating to those activities in the business plan covering the full financial year ahead.
- 19.6 Monthly at its meetings the Committee of Management shall review the progress of Association financial activities in comparison with Budget expectations.

20 FUNDS

- 20.1 The funds of the Association shall be derived from membership fees, subscriptions, donations and such other sources as the Committee of Management determines, but no fund-raising venture constituting a public appeal, as defined by the Hospitals & Charities Act 1958, shall be undertaken without proper authority.

21 COMMON SEAL

- 21.1 The Secretary shall have custody of the Common Seal of the Association.
- 21.2 The Common Seal of the Association shall not be fixed to any instrument except by the authority of the Committee of Management.
- 21.3 The affixing of the Common Seal shall be attested by the signatures of any two members of the Committee of Management.

22 AUDITOR

- 22.1 At each Annual General Meeting of members an Auditor or Auditors shall be elected and shall hold office until the next Annual General Meeting.
- 22.2 In the event of a casual vacancy occurring in the office of Auditor, the Committee of Management may appoint some qualified person or persons to hold office until the close of the next Annual General Meeting.

- 22.3 The Auditor shall within normal business hours, at all times, have access to the books, records, registers and minutes of the Association and of the Committee of Management.
- 22.4 The Committee of Management shall provide the Auditor with all information required by the Auditor to enable a report of the affairs of the Association to be made by the Auditor to the members of the Association.
- 22.5 The fees and expenses of the Auditor appointed by the Annual General Meeting shall be determined by the members at that meeting or, if authorised by the previous Annual General Meeting, may be determined by the Committee of Management.

- 22.6 Where in accordance with Rule 22.2, an Auditor has been appointed to fill a casual vacancy, the Committee of Management shall determine the fees and expenses to be paid to the Auditor.

- 22.7 The Auditor shall be a member of the Institute of Chartered Accountants in Australia, or the Australian Society of Certified Practising Accountants, or a member of any body prescribed by Section 18 of the Companies (Victoria) Code.

- 22.8 Preference in the appointment of an Auditor shall be given to a person or persons registered as a company auditor under Section 18 of the Companies (Victoria) Code.

- 22.9 The Auditor may make a report direct to the members in general meeting assembled.

23 ANNUAL RETURNS

- 23.1 Within one month following the date of each Annual General Meeting the Public Officer shall forward to the Registrar of Incorporated Associations:

23.1.1 Two copies of the Annual Report of the Association,

23.1.2 Two copies of the audited statement of the financial affairs of the Association, including any trust of which the Association was a trustee during the whole or any part of the last financial year,

23.1.3 Two copies of a statement of the terms of any resolution passed at the Annual General Meeting concerning the statement of financial affairs,

23.1.4 A certificate signed by the Secretary, or person who attended the Annual General Meeting, being a member of the Committee of Management, to the effect that the statement of financial affairs had been submitted to the members at the Annual General Meeting of the Association,

23.1.5 The prescribed fee (if any).

24 WINDING UP AND CANCELLATION

- 24.1 The Association shall only be wound up by a Special Resolution passed at a Special General Meeting in accordance with the Act.

- 24.2 Any assets remaining after settlement of all debts and liabilities of the Association, including the costs of winding up, shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

25 ALTERATIONS TO PURPOSES, POWERS & RULES OF ASSOCIATION

- 25.1 Any proposed alterations to the Purposes, Powers or Rules of the Association shall be submitted to a Special General Meeting or the Annual General Meeting of the members of the Association.

- 25.2 A resolution proposed to alter the Purposes, Powers or Rules of the Association shall be approved by a majority of at least three-fourths of the members present and voting on the resolution, otherwise the resolution will be deemed to have been lost.

- 25.3 Where, in accordance with Rule 25.2, the Purposes, Powers and Rules are altered, the Secretary shall, within twenty-eight days of the meeting send copies of the resolution to the Registrar of Incorporated Association.