

RULES OF THE MERRICKS BEACH RESIDENTS' ASSOCIATION INC

Registration no. A0021120U

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RULES OF THE MERRICKS BEACH RESIDENTS' ASSOCIATION INC

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Merricks Beach Residents' Association Incorporated".

2 Purposes

The purposes of the association are:

- (1) To conserve the ecology and environment of the Merricks Beach area.
- (2) To promote the development of the Merricks Beach area as a wildlife habitat.
- (3) To represent members in negotiations with public authorities in matters relating to the Merricks Beach area.
- (4) To support the maintenance of the roads and other community infrastructure of Merricks Beach.
- (5) To manage and improve the tennis court reserve.
- (6) To promote pastimes and to encourage social intercourse between members.

3 Financial year

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

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);

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

Association means the Merricks Beach Residents' Association Incorporated;

chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 37;

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

committee member means a member of the Committee elected or appointed under division 3 of part 5;

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;

member means a member of the Association;

member's designate means a person who is a parent, spouse, sibling or child of a member entitled to vote;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

Merricks Beach area means the village named "Merricks Beach" that is located within the 3926 postal area, and the immediately surrounding district;

Registrar means the Registrar of Incorporated Associations; and

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.

PART 2—POWERS OF THE ASSOCIATION

5 Powers of the Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-rule (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) appoint agents to transact business on its behalf;
 - (e) 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-rule (1) does not prevent the Association from paying a member:
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member:if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

- (1) Subject to sub-rule (2), any person who:
 - (a) supports the purposes of the Association; and
 - (b) owns, or is entitled to occupy (either permanently or from time to time), a property in the Merricks Beach areais eligible for membership.
- (2) A person who supports the purposes of the Association but does not own, and is not entitled to occupy, a property in the Merricks Beach area is also eligible for membership, but their application must be accompanied by such further information explaining why they wish to become a member as the Committee may reasonably require.

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;
 - (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;
 - (b) must, if they are a person to whom sub-rule 8(2) is applicable, be accompanied by the further information as to why they wish to become a member; and
 - (b) may be accompanied by the annual subscription fee payable in respect of the financial year in which the application is made.

10 Consideration of application

- (1) Subject to sub-rule (2), as soon as practicable after an application for membership is received, the Secretary must decide whether to accept or reject the application.
- (2) If the applicant is a person to whom sub-rule 8(2) is applicable, as soon as practicable after their application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (3) The Secretary must notify the applicant in writing whether their application is accepted or rejected as soon as practicable.
- (4) If the application is rejected, any money accompanying the application must be returned to the applicant.
- (5) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved, 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 is entitled to exercise their rights of membership from the date, whichever is the later, on which:
 - (a) their membership application is approved; or
 - (b) the person pays the annual subscription fee.

12 Annual subscription

- (1) At each annual general meeting, the Association must either determine the amount of the annual subscription for the following financial year or authorise the Committee to make that determination subject to any limitation.
- (2) The annual subscription is payable in advance on or before the date of the annual general meeting in each year.
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

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;
 - (b) to submit items of business for consideration at a general meeting;
 - (c) to attend and be heard at general meetings;
 - (d) to vote at a general meeting;
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 64; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if the member's membership rights are not suspended for any reason.
- (3) A member's designate has the right:
 - (a) to submit items of business for consideration at a general meeting;
 - (b) to attend and be heard at general meetings; and

- (c) to enjoy the use of the assets of the Association to the same extent as if they were a member.

14 Rights not transferable

Subject to sub-rules 13(3) and 40(2), the rights of a member are not transferable and end when membership ceases.

15 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.

16 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if the member's annual subscription is more than 12 months in arrears.

17 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;
 - (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.

Division 2—Grievance procedure

18 Application

- (1) The grievance procedure set out in this division applies to disputes under these Rules between:
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

19 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

20 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, the parties must within 10 days:
 - (a) notify the Committee of the dispute;
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement, a person appointed or employed by the Dispute Settlement Centre of Victoria.

21 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must:
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- (a) give each party every opportunity to be heard;
 - (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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

22 Failure to resolve dispute by mediation

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

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

23 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows:
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider:
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with part 7 of the Act;
 - (c) to elect the officers of the Association and members of the Committee;
 - (d) to make a determination with respect to the amount of the annual subscription in accordance with rule 12(1).
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

24 Special general meetings

- (1) Any general meeting of the Association, other than an annual general 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 26 may be conducted at the meeting.

25 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub-rule (2) by at least 8 members.
- (2) A request for a special general meeting must:
 - (a) be in writing;
 - (b) state the business to be considered at the meeting and any resolutions to be proposed;
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub-rule (3):
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.

- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule (3).

26 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 25(3), the members convening the meeting) must give to each member of the Association:
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting;
 - (b) indicate the general nature of each item of business to be considered at the meeting;
 - (c) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution;
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 27(5).

27 Proxies

- (1) A member may appoint another member as their proxy to vote and speak on their behalf at a general 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 they see 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 26 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 Secretary 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 Secretary no later than 24 hours before the commencement of the meeting.

28 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically or by proxy) of 10 members who are entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (a) in the case of a meeting convened by, or at the request of, members under rule 25, the meeting must be dissolved;
 - (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

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

29 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 sub-rule (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.
- (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 26.

30 Voting at general meeting

- (1) On any question arising at a general meeting:
 - (a) subject to sub-rule (3), each member who is entitled to vote has one vote;
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

31 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.

32 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;
 - (b) carried unanimously;
 - (c) carried by a particular majority;
 - (d) lostand 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 3 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.

33 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;
 - (b) proxy forms given to the Secretary under rule 27(6);
 - (c) the financial statements submitted to the members in accordance with rule 23(3)(b)(ii);
 - (d) the certificate signed by 2 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

34 Role and powers

- (1) The business of the Association must be managed by or under the direction of a committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may establish sub-committees, consisting of members, with terms of reference it considers appropriate.

Division 2—Composition of Committee and duties of members

35 Composition of Committee

The Committee consists of:

- (a) a President;
- (b) a Vice-President;
- (c) a Secretary;
- (d) a Treasurer; and
- (e) not less than 3 or more than 12 ordinary members.

36 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 positionso as to gain an advantage for themselves or any other person or to cause detriment to the Association.

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

37 President and vice-president

- (1) Subject to sub-rule (2), the President or, in the President's absence, the Vice-President is the chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the chairperson of the meeting must be:
 - (a) in the case of a general meeting - a member elected by the other members present; or
 - (b) in the case of a committee meeting - a committee member elected by the other committee members present.

38 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must:
 - (a) maintain the register of members in accordance with rule 17;
 - (b) except for the financial records referred to in rule 59(3), keep custody of, all books, documents and securities of the Association in accordance with rules 61 and 64;
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

39 Treasurer

- (1) The Treasurer must:
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt;
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds;
 - (d) ensure cheques are signed by at least 2 Committee members.
- (2) The Treasurer must:
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of committee members and tenure of office

40 Who is eligible to be a committee member?

- (1) A member is eligible to be elected or appointed as a Committee member if the member:
 - (a) is 18 years or over; and
 - (b) is entitled to vote at a general meeting.
- (2) A member 's designate is eligible to be elected or appointed as a committee member if:
 - (a) they are 18 years or over; and

- (b) the member for whom they are a designate is not themselves a member of the Committee or also nominated for election as an officer or an ordinary member of the Committee.

41 Nominations

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee shall be made in writing and shall be delivered to the Secretary prior to the commencement of the annual general meeting.
- (2) An eligible member of the Association or a member's designate may:
 - (a) nominate themselves; or
 - (b) with the member's consent, be nominated by another member.

42 Election of officers

- (1) At the annual general meeting, separate elections must be held for each of the following positions:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 45.

43 Election of ordinary members

- (1) If the number of members and member's designates nominated for the position of ordinary committee member is less than or equal to the number to be elected, the chairperson of the meeting must declare each of those nominees to be elected to the position.
- (2) If the number of members and member's designates nominated exceeds the number to be elected, a ballot must be held in accordance with rule 44.

44 Ballot

- (1) If a ballot is required for the election for a position, the chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (6) If the returning officer is unable to declare the result of an election under sub-rule (5) because 2 or more candidates received the same number of votes, the returning officer must:
 - (a) conduct a further election for the position to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

45 Term of office

- (1) Subject to sub-rule (3) and rule 47, a committee member holds office from the conclusion of the annual general meeting at which they are elected until the conclusion of the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may:
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this division.

- (4) A member who is the subject of a proposed special resolution under sub-rule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

46 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 they:
 - (a) cease to be a member of the Association or cease to be a member's designate; or
 - (b) otherwise cease to be a committee member by operation of section 78 of the Act.

47 Filling casual vacancies

- (1) The Committee may appoint an eligible member or member's designate of the Association to fill a position on the Committee that:
 - (a) has become vacant under rule 46; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member or a member's designate to the position within 14 days after the vacancy arises.
- (3) Rule 45 applies to any committee member appointed by the Committee under sub-rule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of the Committee

48 Meetings of the Committee

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

49 Notice of meetings

- (1) Notice of each committee meeting must be given 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 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.

50 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 49 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.

51 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.

52 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 sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

53 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 52) of any 5 committee members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - (a) in the case of a special meeting - the meeting lapses;
 - (b) in any other case - the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 49.

54 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Sub-rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

55 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.
- (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.

56 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following:
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;

- (c) any resolution on which a vote is taken and the result of the vote;
- (d) any material personal interest disclosed under rule 55.

PART 6—FINANCIAL MATTERS

57 Source of funds

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

58 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by a committee member, nominated by the Committee.

59 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 their custody, or under their control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

60 Financial statements

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

PART 7—GENERAL MATTERS

61 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal:
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

62 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.

63 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given:
 - (a) by handing the notice to the member personally;
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Sub-rule (1) does not apply to notice given under rule 50.
- (3) Any notice required to be given to the Association or the Committee may be given:
 - (a) by handing the notice to the President, the Vice-President, the Treasurer or the Secretary;
 - (b) by sending the notice by post to the registered address;
 - (c) by leaving the notice at the registered address; or
 - (d) by email to the email address of the Secretary.

64 Custody and inspection of books and records

- (1) Members may on request inspect free of charge:
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to sub-rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub-rule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For the purposes of this rule:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

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

65 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to Mornington Peninsula Shire or any entity that is a successor to that shire.

66 Alteration of Rules

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