

CONSTITUTION FOR THE GLENFERRIE ROAD MALVERN BUSINESS ASSOCIATION INC (A0034644W)

#1	NAME OF ASSOCIATION
1.1	The name of the Association The Glenferrie Road Malvern Business Association Inc (in this Constitution called "the Association").
#2	STATEMENT OF PURPOSE
2.1	<p>The basic purposes of the Association are:</p> <p>(a) To generate and manage the collective marketing, promotion, advertising and business development activities for the Glenferrie Road Malvern precinct traders;</p> <p>(b) To engage with the property owners, business owners and operators to represent their interests and work with them for the collective benefit of the Glenferrie Road Malvern precinct;</p> <p>(c) To develop positive relationships with our key stakeholders who impact and influence the role and function of the Glenferrie Road Malvern Business Association. This includes the local Council, local Community Groups, local Schools and Universities and local residents;</p> <p>(d) To engage in such other activities as may benefit the Glenferrie Road Malvern community.</p> <p>(e) provide both convenience and destination stores with good parking and public transport facilities and offering a pleasant, friendly environment for shopping, business, leisure and entertainment purposes with an emphasis on family.</p> <p>(f) When applicable to disperse the special rate levied by the City of Stonnington for the purpose of defraying marketing, management, business development and other incidental expenses associated with the encouragement and development of commerce, trade and associated employment in the Glenferrie precinct as a vibrant dynamic Activity Centre</p>
2.2	In addition to these basic purposes, the purposes of the Association consist of the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.
#3	POWERS
3.1	Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes.
#4	DEFINITIONS
4.1	In this Constitution, unless the contrary intention appears,
4.1 (a)	'Act' means the Victorian Associations Incorporation Reform Act 2012;
4.1 (b)	'Association' has the same meaning as in the Act;
4.1 (c)	'Ballot' means voting conducted in written form (as opposed to a show of hands);
4.1 (d)	'Committee' means the Committee of Management of the Association;
4.1 (e)	'Financial year' means each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June;
4.1 (f)	'General Meeting' means a general meeting of members convened in accordance with the Constitution, and includes a Special General Meeting and an Annual General Meeting;
4.1 (g)	'Special General Meeting' means a General Meeting of the Association, other than an Annual General Meeting;
4.1 (h)	A reference to a communication being 'in writing' means a communication recorded and transmitted in ink on paper;
4.1 (i)	'Association' means the Association;
4.1 (j)	'Member' means a member of the Association;
4.1 (k)	'Office-bearer' means a person elected as an officer of the Association at an Annual General Meeting or appointed as an officer of the Association under this Constitution to fill a casual vacancy;
4.1 (l)	'Ordinary member of the committee' means a member of the committee who is not an office-bearer of the Association;
4.1 (m)	'The area subject to the special rate' means the area as declared when the rate was struck by The City of Stonnington

#5	ALTERATION OF THE CONSTITUTION
5.1	This Constitution, and the statement of purposes of the Association, and the objects of the Association, must not be altered except if amended, repealed or added to by a special resolution carried at a Special General Meeting or an Annual General Meeting.
5.2	A copy of this Constitution, including amendments from time to time, shall be posted on the Association's website.
5.3	All amendments to the Constitution passed at the Annual General Meeting or the Special General Meeting, shall become operative at the rising of the Annual General Meeting or the Special General Meeting.
#6	MEMBERSHIP
6.1	(a) A company, organisation or person that occupies or owns property subject to the special rate or charge levied by Council for the Glenferrie Road Malvern is eligible to become a member. (b) If a special rate or charge is not in place the committee may at its discretion set a fee for membership and date for payment and that fee may be free. (c) The Association must have at least five members.
6.2	Application Process: It shall be the responsibility of the Secretary of the Association to contact by any appropriate means the company, organisation or person that occupies or owns a business or property operating in the special rate area and to supply them with a copy of the application form to be completed and returned to the Secretary.
6.3	As soon as practicable after the receipt of an application from persons eligible to become members under S. 6.1, the Secretary must refer the application to the Committee.
6.4	When an application under S.6.3 is referred to the Committee, the Committee must ensure the application meets the eligibility criteria and if the criteria is satisfied approves the application.
6.5	If the Committee takes a decision on an application for membership under the preceding section, the Secretary must, as soon as practicable notify the applicant in writing of the approval or rejection of the application for membership, whichever is applicable.
6.6	The Secretary must, within 14 days after notifying approved applicants for membership, enter the applicant's name and details in the Register of Members.
6.7	(a) An applicant for membership becomes a Member and is entitled to exercise the rights of membership of that category when the Member's name is entered in the Register of Members and ceases to be a member of the Association when their name is removed from the Register of Members except where such membership falls within 60 days of a General Meeting. (b) Where a member is registered within 60 days of a General Meeting all membership benefits will apply after the General Meeting.
#7	ASSOCIATE MEMBERSHIP
7.1	The Committee has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable. No new category of membership may be granted voting rights.
7.2	Any category of membership established under 7.1 must have a material connection to the precinct and any such member must not be eligible to be covered by an existing special rate except where they hold multiple properties or tenancies.
#8	TERMINATION OF MEMBERSHIP
8.1	A person ceases to be a member of the Association if the person – (a) Dies; or (b) Resigns from membership of the Association by giving one month's notice in writing to the Secretary of his or her intention to resign; or (c) If a member by virtue of being an owner of property in [the area], ceases to be the owner of a property in [the area], or (d) If a member by virtue of being a tenant or business operator in the area ceases to be a tenant or business operator in [the area], or (e) Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors or makes an assignment of their estate for their creditors' benefit; or (f) Becomes a represented person within the meaning of the Guardianship and Administration Act 1981; or (g) If the member belongs to one of the categories of membership listed in S. 6.1, is expelled from the Association under S. 14

	<p>(h) If the member belongs to one of the categories of membership listed in S. 6.1, fails to pay the applicable annual membership fee within 28 days of its falling due; or</p> <p>(i) Becomes, if the Committee so decides at its absolute discretion, an untraceable member, having been unable to be contacted at his or her registered address for a period of three months.</p>
8.2	<p>Once the member ceases to be a member,</p> <p>(a) The Secretary must record in the Register of Members the date on which the member ceased to be a member.</p>
8.3	A member is not entitled to resign from membership of the Association except in accordance with this section.
#9	RIGHTS, PRIVILEGES, AND OBLIGATIONS OF MEMBERS
9.1	<p>A right, privilege, or obligation of a person by reason of membership of the Association –</p> <p>(a) Is not capable of being transferred or transmitted to another person; and</p> <p>(b) Terminates upon the cessation of membership, whether by death or resignation or otherwise.</p>
9.2	The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the member regarding membership of the Association.
#10	DELEGATES
10.1	Any member of the Association other than a natural person is required to participate in the affairs of the Association through their nominated delegate.
10.2	Member Owners of property in the area subject to the special rate may nominate one delegate to General Meetings regardless of the number of properties owned and whatever the level of that special rate.
10.3	Member Businesses operating in the area subject to the special rate may nominate one delegate to General Meetings, regardless of the number of businesses operated and whatever the level of that special rate.
10.4	Such delegates are entitled to attend General Meetings, to vote, and to stand for office provided clause 6.7(b) is met.
10.5	Any member of the Association other than a natural person may change the name of their delegate at any time by notification to the Secretary, but twenty working days after such notification shall pass before such a delegate may attend General Meetings, vote, or stand for office.
#11	MEMBERS' VOTING RIGHTS
11.1	Members under S. 6.1 (a) are entitled to vote at general meetings and to stand for office in the Association provided clause 6.7(b) is met.
#12	REGISTER OF MEMBERS
12.1	<p>The Secretary must keep and maintain a Register of Members containing –</p> <p>(a) The full name of the member;</p> <p>(b) The postal or residential address of the member;</p> <p>(c) If applicable, the email address of the member;</p> <p>(d) The date of admission as a member;</p> <p>(e) The category of membership to which the member belongs;</p> <p>(d) The date the person ceased to be a member;</p> <p>(e) Details of, and reasons for, any termination or reinstatement of membership;</p> <p>(f) Any other particulars that the Board (or the members at a General Meeting) decide.</p>
12.2	<p>The Register of Members must be kept:</p> <p>(a) At the main premises of the Association; or</p> <p>(b) If the Association has no premises, at the Association's official address; or</p> <p>(c) At such other place as the members at a General Meeting decide.</p>
12.3	The Register must be available for inspection in business hours free of charge by any Member upon written request to the Secretary, provided they have given reasonable notice.
12.4	A member may make a copy of, or take an extract from, the Register, but shall have no right to remove the Register for that purpose, except by arrangement with the Secretary.
12.5	A member of the Association may obtain from the Secretary a copy of any part of the Register on payment of a reasonable fee to cover printing and administrative costs, for each page copied.
12.6	A member may ask that any information contained on the Register about them (other than the member's name) not be available for inspection by other members, and if the Board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm, that information must not be made available for inspection.
12.7	A member must not use information about a person obtained from the Register to contact or send material to the person, other than for:

	<p>(a) The purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association, or other material relating to the Association; or</p> <p>(b) Any other purpose necessary to comply with a requirement of the Act or the Regulation</p>
#13	DISPUTES AND MEDIATION
13.1	<p>The grievance procedure set out in this rule applies to disputes between –</p> <p>(a) A member and another member (in their capacity as members); or</p> <p>(b) A Member and the Association.</p>
13.2	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.
13.3	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.
13.4	<p>The mediator must be –</p> <p>(a) A person chosen by agreement between the parties; or</p> <p>(b) In the absence of agreement –</p> <p style="padding-left: 20px;">(i) In the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or</p> <p style="padding-left: 20px;">(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).</p>
13.5	A member of the Association can be a mediator.
13.6	The mediator cannot be a member who is a party to the dispute.
13.7	The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
13.8	<p>The mediator, in conducting the mediation, must –</p> <p>(a) Give the parties to the mediation process every opportunity to be heard; and</p> <p>(b) Allow due consideration by all parties of any written statement submitted by any party; and</p> <p>(c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.</p>
13.9	The mediator must not determine the dispute.
13.10	The mediation must be confidential and without prejudice.
13.11	If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
13.12	This rule does not affect the operation of S. 14, Discipline.
#14	DISCIPLINE
14.1	<p>A complaint to the Committee may be made by any person that a member of the Association:</p> <p>(a) Has refused or neglected to comply with a provision or provisions of this Constitution, or of the By-laws or Code of Conduct; or</p> <p>(b) Has persistently acted in a manner injurious or prejudicial to the interests of the Association; or</p> <p>(c) Has been guilty of conduct unbecoming a member; or</p> <p>(d) Has been convicted of an indictable offence.</p>
14.2	The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
14.3	<p>If the Committee decides to deal with the complaint, the Committee:</p> <p>(a) Must cause notice of the complaint to be served on the member concerned; and</p> <p>(b) Must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and</p> <p>(c) Must take into consideration any submissions made by the member in connection with the complaint.</p>
14.4	If following the Committee's consideration, the Committee believes the complaint to be justified the Committee may recommend to a General Meeting that the member concerned be suspended and may recommend that the person be expelled.
14.5	If, at the meeting of the Committee, the Committee resolves to recommend the suspension or expulsion of the member, the Secretary shall convene a Special General Meeting of the Association to be held within 21 days after the date on which the Committee made its resolution.
14.6	<p>At a Special General Meeting of the Association convened under S. 14.5 –</p> <p>(a) No business other than the question of the suspension of the member concerned may be conducted; and</p> <p>(b) The Committee may place before the meeting details of the grounds for the recommendation and the reasons for the passing of the recommendation; and</p>

	(c) The member, or their representative, must be given an opportunity to be heard; and (d) The members present must vote by secret ballot on the question whether the member shall be suspended.
14.7	A recommendation for suspension is confirmed only if, at the Special General Meeting, it is supported by two-thirds of the members present and voting in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.
14.9	A member of an incorporated association who is the subject of a disciplinary procedure must not initiate a grievance procedure in relation to the matter, which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.
#15	NOTICE OF GENERAL MEETINGS
15.1	The Secretary of the Association, at least 14 days, or, if a special resolution has been proposed, at least 21 days, before the date fixed for holding a Special General Meeting of the Association, must cause to be sent, as specified in S. 48, to each member of the Association a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
15.2	No business other than that set out in the notice convening the meeting may be conducted at the Special General Meeting.
15.3	A member intending to bring any business before a meeting may notify the Secretary of that business in writing, or by electronic transmission, and the Secretary must include that business in the next notice calling a Special General Meeting.
15.4	The accidental omission to give notice of a meeting to any member, or the non-receipt of notice of meeting by any member, shall not invalidate any proceedings or resolutions at any meeting of the Association or any Committee thereof.
15.5	At least 14 days before the day on which a Special General Meeting and an Annual General Meeting of the Association is to be held, the Association is to publish on its website a notice specifying – (a) The place, day and time at which the meeting is to be held; and (b) The nature of the business that is to be transacted at the meeting.
15.6	Digital general meetings (a) The simultaneous linking together by telephone or digital means of a sufficient number of the members to constitute a quorum constitutes a general meeting, provided the members have a reasonable opportunity to participate at the meeting. (b) All the provisions in this constitution relating to meetings of the members apply, as far as they can, with any necessary changes, to meetings of the members by telephone or digital means. (c) A member who takes part in a meeting by telephone or digital means is taken to be present in person at the meeting. (d) A meeting by telephone or digital means is taken as held at the place decided by the chair of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting. (e) The Committee members may decide the procedures in relation to voting at a meeting by telephone or digital means, including specifying the form, method and timing of voting by notice.
#16	ANNUAL GENERAL MEETINGS
16.1	The Association must, at least once in each calendar year and within five months after the end of each financial year of the Association, call an Annual General Meeting of its members.
16.2	An Annual General Meeting is to be in addition to any other General Meeting that may be held in the same year.
16.3	Subject to S. 16.1 and 16.2, the Board may determine the date, time and place of the Annual General Meeting of the Association.
16.4	The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
16.5	The ordinary business of the Annual General Meeting shall be – (a) To confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting; and (b) To receive from the Committee reports upon the transactions of the Association during the preceding financial year; and (c) To elect the Committee:
16.6	The Annual General Meeting may conduct any special business of which notice has been given in accordance with this Constitution.
16.7	All members of the Association are entitled to attend, or (in the case of a Member Association) to nominate a representative to attend, the Annual General Meeting. Any other person may be admitted to the meeting if the Chair so decides.
#17	SPECIAL GENERAL MEETINGS
17.1	In addition to the Annual General Meeting, other Special General Meetings may be held in the same year.

17.2	All General Meetings other than the Annual General Meeting are Special General Meetings.
17.3	The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
17.4	The Committee must, on the request in writing of three Association members, or members representing not less than ten per cent of the total number of Association members, whichever is the greater, convene a Special General Meeting of the Association.
17.5	The request for a Special General Meeting must – (a) State the objects of the meeting; and (b) Be signed by the members requesting the meeting; and (c) Be sent to the address of the Secretary; and (d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
17.6	If the Committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, any of the Members making the request may convene a Special General Meeting to be held not later than three months after that date.
17.7	If a Special General Meeting is convened by members in accordance with S. 17.6, it must be convened in the same manner, as far as possible, as a meeting convened by the Committee, and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.
17.8	The Association may hold its Special General Meetings or permit members to take part in its Special General Meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
17.9	A member of the Association who participates in a Special General Meeting in a manner permitted under S. 16.8 is taken to be present at the meeting and, if the person votes at the meeting, is taken to have voted in person.
17.10	All members of the Association are entitled to attend any Special General Meeting. Any other person may be admitted to the meeting if the Chair so decides.
#18	SPECIAL BUSINESS
18.1	All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the Constitution as ordinary business of the Annual General Meeting, is deemed to be special business.
#19	QUORUM AT GENERAL MEETINGS
19.1	No item of business may be conducted at a General Meeting unless a quorum of members, entitled under this Constitution to vote, is present at the time when the meeting is considering that item.
19.2	A member may take part and vote in a General Meeting in person and or by proxy at an Annual General Meeting or Special General Meeting.
19.3	A member may take part and vote in a General Meeting by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
19.4	Five financial members present shall constitute a quorum for the conduct of the business of a General Meeting.
19.5	If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, then (i) In the case of a meeting convened upon the request of Members, the meeting must be dissolved; and (ii) In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
19.6	If, at the adjourned meeting, the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not fewer than five) shall be a quorum.
#20	PRESIDING AT GENERAL MEETINGS
20.1	The President, or in the President's absence, the Vice-President, shall preside as Chair at each General Meeting of the Association.
20.2	If the President and the Vice-President are absent from a General Meeting, or are unable to preside, or decline to preside, the Members may elect anyone present to preside.
#21	ADJOURNMENT OF GENERAL MEETINGS
21.1	The Chair may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
21.2	No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
21.3	If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given to members in accordance with S. 15.
21.4	Except as provided in S. 21.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.
#22	VOTING AT GENERAL MEETINGS

22.1	All votes must be given by persons attending or by proxy at the Annual General Meeting or Special General Meeting.
22.2	Each member who belongs to a category of membership carrying the right to vote and who is present at a General Meeting in person or by proxy (including the person presiding at the meeting), is entitled to one vote, except that in the event of an equality of votes the Chair of the meeting shall have both a deliberative vote and a casting vote.
22.3	A member is not entitled to vote at a General Meeting unless any and all moneys due and payable by the member to the Association have been paid.
22.4	The method of voting at General Meetings is to be decided by the Committee.
#23	BALLOT AT GENERAL MEETINGS
23.1	If at a General Meeting a ballot on any question is demanded by not less than three members present in person or by proxy, or by one-fifth of the members present, whichever is the greater, it must be taken at that meeting in such manner as the Chair may direct, and the resolution of the ballot shall be deemed to be a resolution of the meeting on that question.
23.2	If a ballot is held, the Chair must appoint two members to conduct the ballot in the way the Chair decides.
#24	VOTING BY PROXY
24.1	Each member is entitled to appoint another member as a proxy of the appointing member to attend and vote on behalf of the appointing member at any Annual General Meeting and Special General Meeting by written notice given to the Secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
24.2	No person can hold more than three proxies.
24.3	The notice appointing the proxy must be in the form approved by the committee.
24.4	The form appointing a proxy must be signed by the person appointing a proxy.
24.5	Proxies count in calculating the number required to call for a secret ballot, and the number required to pass a motion
24.6	Unless otherwise instructed by the person appointing the proxy, the proxy may vote as the proxy considers appropriate.
24.7	If a Member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must detail so.
#25	POSTAL BALLOTS
25.1	The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under the disciplinary provisions) other than for a special resolution to change these rules.
25.2	A postal ballot is to be conducted as the Committee shall direct.
25.3	Ballot papers may be distributed to all members, and members may respond, <ul style="list-style-type: none"> • Through the post; or • Where applicable, by fax; or • Where applicable, through scanning and/or emailing the document.
#26	THE COMMITTEE
26.1	The affairs of the Association shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by this Constitution required to be done by the Association in a General Meeting.
26.2	Subject to the Act and the Regulations, the Committee shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the association on which this Constitution are silent.
26.3	The Committee shall consist of a minimum of five and a maximum of nine Members elected as in S. 27 or appointed to fill casual vacancies under S. 27.11.
26.4	An act performed by the Committee, a sub-committee, or a person acting as a member of the Committee is taken to have been validly performed, even if the act was performed when – <ol style="list-style-type: none"> a) There was a defect in the appointment of a member of the Committee or sub-committee; or b) A Committee member or sub-committee member was disqualified from being a member.
26.5	The Committee at its discretion may appoint up to three additional members to the Committee who may not meet the eligibility requirements of S. 6.1 if it is felt that they would make a valuable contribution because of their special qualifications and professional skills relevant to the precinct but shall not have voting rights. The tenure of such appointed members will be for up to one year.
#27	ELECTION OF ORDINARY COMMITTEE MEMBERS
27.1	Any member over the age of 18 may nominate for the position of ordinary member of the Committee.
27.2	All nominations of candidates for election to the position of ordinary member of the Committee must be – <ol style="list-style-type: none"> (a) Made in writing, signed by another member of the Association, and accompanied by the written consent of the candidate; and

	<p>(b) Delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting.</p> <p>(c) Nominations cannot be received by more than one delegate from a family or legal entity</p> <p>(d) Should multiple nominations from a family or legal entity occur the President shall draw lots (e.g. pull a number from a hat) to determine a valid nominee.</p>
27.3	If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and the remaining positions become casual vacancies.
27.4	If the number of nominations received is equal to the number of vacancies to be filled at the Annual General Meeting, the persons nominated shall be deemed to be elected.
27.5	If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held at the Annual General Meeting.
27.6	Each Member of the Association present in person or by proxy and eligible to vote at the Annual General Meeting may vote for one candidate for each vacant position on the Board.
27.7	The ballot must be conducted in a manner determined from by the presiding Chair
27.8	The members chosen by ballot must be declared by the Chair to be duly elected as members of the Committee.
27.9	<p>A person who is eligible for election or re-election under this clause may:</p> <p>(a) Propose or second himself or herself for election or re-election; and</p> <p>(b) Vote for himself or herself.</p>
27.10	Each ordinary member of the Committee shall hold office, unless otherwise disqualified, until the conclusion of the Annual General Meeting occurring one year after the date of their election, but shall be eligible to standfor reelection
27.11	In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint any member of the Association to fill the vacancy and the member appointed shall hold office, unless otherwise disqualified, until the conclusion of the Annual General Meeting next following the date of the appointment.
27.12	The vacancy caused by the conclusion of the term of a Committee member appointed to fill a casual vacancy shall be filled by election at the Annual General Meeting. The person elected shall, unless otherwise disqualified, hold officefor the residue of the term of office of the person whose retirement initially caused the casual vacancy.
#28	OFFICE-BEARERS
28.1	<p>The Office-bearers of the Association shall be –</p> <p>(a) President;</p> <p>(b) Vice-President;</p> <p>(c) Treasurer; and</p> <p>(d) Secretary.</p>
#29	ELECTION OF OFFICE-BEARERS
29.1	(a) Any member over the age of 18 may nominate for any of the Office-bearer positions. A member may nominate for more than one position.
29.2	At the Annual General Meeting the Members present in person or by proxy announce the nominations to the Committee and shall elect the Committee from among the nominees for those positions
29.3	At the first meeting of the Committee after the Annual General Meeting office bearer positions will be elected from amongst the Committee by calling for nominations and electing for each office bearer position.
29.4	A person elected to any office shall have any nominations they may have made to any other office withdrawn from consideration.
29.5	Unless otherwise disqualified, each Office-bearer of the Association shall hold office until the conclusion of the Annual General Meeting next after the date of his or her election but is eligible for re-election.
29.6	In the event of a casual vacancy in any office referred to in S. 28.1, the Committee may appoint one of its members and the member/person appointed may continue in office until the conclusion of the Annual General Meeting next following the date of the appointment. If the position of the Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
29.7	Retiring Office-bearers may stand for re-election, but must not serve in the same office for more than three consecutive terms. Such members may nominate for office after one year of absence has passed.
29.8	Except where prescribed in the Act, the duties of the Office bearers shall be as laid down in the By-Laws.
29.9	No person shall hold more than one office at the same time.

#30	VACANCIES ON THE COMMITTEE
30.1	An Office-bearer's position, or that of an ordinary member of the Committee, becomes vacant if the Office-bearer or Member – (a) Ceases to be a Member of the Association; or (b) Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors or makes an assignment of his or her estate for their benefit; or (c) Resigns from office by notice in writing to the Secretary; or (d) Is removed from office under S.38; or (e) Becomes a represented person within the meaning of the Guardianship and Administration Act 1986; or (f) Is disqualified from office under the Act; or (g) Is absent without the consent of the Committee, regardless of providing an apology, from all meetings of the Board held during a period of three months; or (h) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months; or (i) Ceases to reside in Australia.
30.2	A member of the Committee may resign from the Committee by giving written notice of resignation to the Secretary.
30.3	The resignation takes effect at – (a) The time the notice is received by the Secretary; or (b) If a later time is stated in the notice, the later time.
30.4	The continuing members of the Committee may act despite a casual vacancy on the Committee.
30.5	However, if the number of Committee members is less than the number fixed under S.33.1 as a quorum of the Committee the continuing members may act only to – (a) Increase the number of Committee members to the number required for a quorum; or (b) Call a Special General Meeting of the Association.
#31	MEETINGS OF THE COMMITTEE
31.1	Subject to the other provisions of this Constitution, the Committee may meet and conduct its proceedings in accordance with standing orders laid down in the By-laws.
31.2	The Committee may hold meetings, or permit members of the Board to participate in its meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
31.3	The Committee must meet at least four times in each year at such place and such times as the Committee may determine.
31.4	Additional meetings of the Committee may be convened by the Chair or by at least one-third of the members of the Committee.
31.5	If the Secretary receives a written request signed by at least four members of the Committee, the Secretary must call a meeting of the Committee by giving each member of the Committee notice of the meeting within seven days after the Secretary receives the request.
31.6	If the Secretary is unable or unwilling to call the meeting, the Chair must call the meeting.
31.7	A request for a Committee meeting under S. 31.5 must state – (a) Why the meeting is to be called; and (b) The business to be conducted at the meeting.
31.8	A notice of a Committee meeting called under S. 31.5 must state – (a) The date, time and place of the meeting; and (b) The business to be conducted at the meeting.
31.9	A meeting of the Committee must be held within 14 days after notice of the meeting is given to the members of the Committee.
31.10	Members of the Association, or members of the public, may attend meetings of the Committee at the discretion of the Committee. The Committee may at any time by majority vote (a) Invite a person not a member of the Committee to attend a Committee meeting or any part of a meeting, or (b) Exclude a person not a member of the Committee from a Committee meeting or any part of a meeting.

31.11	<p>Digital Committee Meetings</p> <p>(a) The simultaneous linking together by telephone or digital means of a sufficient number of the Committee members to constitute a quorum constitutes a Committee meeting.</p> <p>(b) A Committee member who takes part in a meeting by telephone or digital means is taken to be present in person at the meeting.</p> <p>(c) All the provisions in this S.31.11 apply, as far as they can and with any necessary changes, to Committee meetings by telephone or digital means.</p> <p>(d) A meeting by telephone or digital means is taken as held at the place decided by the chair of the meeting, as long as at least one of the Committee members was at that place for the duration of the meeting.</p> <p>(e) If a technical difficulty occurs which means that one or more Committee members cannot participate, the chair may adjourn the meeting until the difficulty is remedied or may, if a quorum of Committee member remains present, continue with the meeting.</p>
#32	NOTICE OF COMMITTEE MEETINGS
32.1	Notice of each Committee meeting must be given to each member of the Committee at least five business days before the date of the meeting.
32.2	<p>Written notice of each Committee meeting is to be served on each member of the Committee by –</p> <p>(a) Giving it to the member during business hours at least five business days before the day on which the meeting is to be held; or</p> <p>(b) Leaving it, during business hours at least five business days before the day on which the meeting is to be held, at the member's postal or residential address, or place or address of business or employment last known to the server of the notice; or</p> <p>(c) Sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post at least five business days before the day on which the meeting is to be held; or</p> <p>(d) Faxing it to the member's fax number at least five business days before the day on which the meeting is to be held; or</p> <p>(e) Emailing it to the member's email address at least five business days before the day on which the meeting is to be held.</p>
#33	QUORUM FOR COMMITTEE MEETINGS
33.1	Four Committee members constitutes a quorum for the conduct of the business of a meeting of the Committee.
33.2	A Committee member who participates in the meeting as described in S. 31.11 is taken to be present at the meeting.
33.3	No business may be conducted unless a quorum is present.
33.4	If, within half an hour of the time appointed for the Committee meeting, a quorum is not present, the meeting shall stand adjourned to the same place and the same time and day in the following week.
#34	PRESIDING AT COMMITTEE MEETINGS
34.1	<p>At meetings of the Committee –</p> <p>(a) The President or, in the President's absence, the Vice-President presides as Chair; or</p> <p>(b) If the President and the Vice-President are absent, or are unable to, or decline to, preside, the members present must choose one of their number to preside.</p>
#35	VOTING AT COMMITTEE MEETINGS
35.1	Questions arising at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, shall be determined by a majority of votes on a show of hands or, if a member requests, by a ballot taken in such manner as the person presiding at that meeting may determine.
35.2	Each member present at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote, except that the Chair of the meeting shall have a deliberative vote and a casting vote in the event of an equality of votes.
35.3	Any act done, or purporting to have been done, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

#36	CIRCULATING RESOLUTIONS
36.1	The Committee may pass a valid resolution without a Committee meeting being held if a majority of the Committee members entitled to vote on the resolution cast their vote either in favour of or against that motion. Voting intention must be provided in writing (this may include a facsimile transmission or an email from the email account registered for that Committee member with the Secretary). If no majority decision is possible, the resolution lapses.
36.2	Committee members who do not support the resolution must indicate this on the document and sign as above. Separate copies of a document may be used for signing by Committee members if the wording of the resolution and statement is identical in each copy. Hard copies showing the voting intentions of every Committee member who has voted on the resolution must be kept with the Association's minutes.
36.3	A circulating resolution is deemed to have passed on the day and time when the document was signed by the member whose signature achieves a majority. Every resolution passed must be entered in the minutes of the next meeting of the Committee as soon as practicable.
#37	DISCLOSURE OF INTEREST
37.1	A Committee member who has a material personal interest in a contract, or proposed contract, made by, or in the contemplation of, the Association must disclose the nature and extent of the interest to the Committee in accordance with Section 210c of the Act.
37.2	A Committee member having a material personal interest in a matter that is being considered at a Committee meeting must not be present for any deliberations and must not vote on any motion of the Committee with respect to that matter.
37.3	S. 37.1 and 37.2 do not apply where (a) That material personal interest exists only by virtue of the fact that the member of the Committee is a member of a category of persons for whose benefit the Association is established; or (b) That material personal interest exists only by virtue of the fact that the member of the Committee is an employee of the Association; or (c) The member of the Committee has that material personal interest in common with all or a substantial proportion of the members of the incorporated association.
37.4	If there are not enough Committee members to form a quorum to consider a matter because of S. 36.2, one or more Committee members (including those who have a material personal interest in the matter) may call a Special General Meeting and the Special General Meeting may pass a resolution to deal with the matter.
37.5	The Secretary must record the disclosure in the minutes of the meeting of the Committee at which it is made.
37.6	The Chair must ensure a Committee member who has a direct or indirect material personal interest in a contract, or proposed contract, complies with the Act.
37.7	If, at a meeting of the Committee or a sub-committee, a member of the Committee or sub-committee votes in respect of any matter in which the member has a material personal interest, that vote is not to be counted.
#38	REMOVAL OF COMMITTEE MEMBER
38.1	The Association in a General Meeting may as it sees fit, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another person/member of the Association in his or her place to hold office until the expiration of the term of the first-mentioned member.
38.2	A Committee member has no right of appeal against the member's removal from office under this rule.
38.3	A member who is the subject of a proposed resolution referred to in S.38.1 may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
38.4	The Secretary or the Chair may give a copy of the representations to each member of the Association or, if they are not so given, the member is entitled to require that they be read out at the meeting.
#39	MINUTES OF MEETINGS
39.1	The Secretary of the Association must keep proper minutes of the resolutions and proceedings of each Annual General Meeting, Special General Meetings and each Committee meeting, and a record of the names of persons present at Committee meetings, and must enter these within one month after the relevant meeting in minute books kept for the purpose.
39.2	The minutes kept pursuant to this rule must be confirmed by a resolution passed by the members of the Association or the members of the Committee (as applicable) at a subsequent meeting.

39.3	The Chair must ensure that the minutes taken of an Annual General Meeting, Special General Meeting or Committee meeting under S. 39 are checked and signed as correct by the Chair of the meeting to which those minutes relate, or by the Chair of the next succeeding Annual General Meeting Special General Meeting or Committee meeting, as the case requires.
39.4	When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that – (a) The Annual General Meeting, Special General Meeting or Committee meeting to which they relate was duly convened and held; (b) All proceedings recorded as having taken place at the meeting did in fact take place at that meeting; and (c) All appointments or elections purporting to have been made at that meeting have been validly made.
39.5	If asked by a member of the Association, the Secretary must, within 14 days after the request is made – (a) Make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time and place; and (b) Give the member copies of the minutes of the meeting.
39.6	The Association may require the member to pay the reasonable costs of providing copies of the minutes.
#40	SUB-COMMITTEES
40.1	The Committee may, in writing, delegate to one or more sub-committees the exercise of specified functions of the Committee, other than – a) This power of delegation; and b) Any function imposed on the Committee by the Act, by any other applicable law, or by resolution of the Association in General Meeting.
40.2	The Committee may co-opt any person as a member of a sub-committee, whether or not the person is a member of the Association. That person shall have no vote either on the Committee or at any General Meeting.
40.3	A delegation under this section may be made subject to any conditions or limitations that the Committee imposes.
40.4	Despite any delegation under this section, the Committee may continue to exercise any function delegated.
40.5	Any act done by a sub-committee acting in the exercise of a delegation under this section has the same effect as it would have if it had been done by the Committee.
40.6	The Committee may, in writing, revoke wholly or in part any delegation under this section.
40.7	Subject to any directions from the Committee, any sub-committee may meet and adjourn as it considers appropriate.
40.8	Subject to any directions from the Committee, a sub-committee may elect a Chair of its meetings.
40.9	A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting, except that in the event of an equality of votes the Chair of the meeting shall have both a deliberative vote and a casting vote.
#41	EXECUTIVE COMMITTEE
41.1	The President, the Vice-President, the Treasurer and the Secretary constitute the Executive Committee.
41.2	During the period between meetings of the Committee, the Executive Committee may issue instructions to the Secretary and servants of the Association in matters of urgency connected with the management of the affairs of the Association.
41.3	The Executive Committee is to report on any instructions issued under S .41.2 to the next meeting of the Committee.
#42	INCOME AND PROPERTY OF THE ASSOCIATION
42.1	No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this rule.
42.2	The Association may – (a) Pay a servant or member of the Association – (i) Remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the servant or member; or (ii) Remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or member for any of the objects or purposes of the Association; or (iii) Interest at a reasonable rate on money lent to the Association by the servant or member; or (iv) A reasonable amount by way of rent for premises, or a part of premises, let to the Association by the servant or member; and

	<p>(b) Not pay a member of the Committee remuneration in return for carrying out the functions of a member of the Committee ; and</p> <p>(c) Not pay a member of a sub-committee remuneration in return for carrying out the functions of a member of the sub-committee; and</p> <p>(d) If so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body.</p>
42.3	Despite S. 42.2 (a), (b) and (c), the Association is not to pay a person any amount under that clause unless the Association or Committee has first approved that payment.
42.4	Despite S. 42.3 (d), the Association is not to appoint or nominate a member of the Association under that sub-S. to an office in respect of which remuneration is payable unless the Association or Committee has first approved – <p>(a) That appointment or nomination; and</p> <p>(b) The receipt of that remuneration by that member.</p>
#43	FUNDS
43.1	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.
43.2	The Treasurer of the Association must – <p>(a) Collect and receive all moneys due to the Association and make all payments authorised by the Association; and</p> <p>(b) Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.</p> <p>The Treasurer may delegate the execution of these duties to any suitable person but must retain responsibility for their performance.</p>
43.3	All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's financial institution account.
43.4	The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
43.5	A payment is not to be drawn on the Association's account except for the purpose of making a payment that has been authorised by the Committee.
43.6	Except with the authority of the Committee, a payment of an amount exceeding that laid down in the By-laws is not to be made from the funds of the Association otherwise than by cheque drawn on the Association's account or by electronic funds transfer from the Association's account.
43.7	Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
43.8	All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of an amount exceeding that laid down in the Bylaws must be signed by two members of the Committee authorised to do so by the Committee. <p>All electronic banking procedures must also be approved by two members of the Committee authorised to do so by the Committee.</p>
43.9	With the approval of the Committee, the Treasurer may maintain a petty cash account system provided that all money paid from or into the petty cash account is accurately recorded at the time of the transaction, subject to any conditions the Committee may impose.
43.10	All expenditure must be approved by or ratified by the Committee.
#44	AUDITOR
44.1	At each Annual General Meeting, the members of the Association present at the meeting are to appoint a person meeting the requirements of the Act as the auditor of the Association.
44.2	If an auditor is not appointed at an Annual General Meeting under S. 44.1, the Committee is to appoint a person as the auditor of the Association as soon as practicable after that Annual General Meeting.
44.3	The auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.
44.4	Except as provided in S. 44.5, the auditor, once appointed, may only be removed from office by a special resolution at a General Meeting.
44.5	If a casual vacancy occurs in the office of auditor, the Committee is to appoint a person to fill the vacancy until the next Annual General Meeting.

#45	AUDIT OF ACCOUNTS
45.1	The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
45.2	The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to – (a) Certify as to the correctness of the accounts of the Association; and (b) At the next Annual General Meeting, provide a written report to the members of the Association present at that meeting.
45.3	In the report and in certifying to the accounts, the auditor is to – (a) Specify the information, if any, that he or she has required and obtained under S. 44.5; and (b) State whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and State whether the rules relating to the administration of the funds of the Association have been observed.
45.4	The Treasurer of the Association is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
45.5	The auditor may – (a) Have access to the accounting records, books and accounts of the Association; and (b) Require from any servant of the Association any information the auditor considers necessary for the performance of his or her duties; and (c) Employ any person to assist in auditing the financial affairs of the Association; and (d) Examine any member of the Board, or any servant of the Association, in relation to the accounting records, books and accounts of the Association.
#46	BY-LAWS
46.1	The Committee may make, amend or repeal By-laws, not inconsistent with this Constitution, for the internal management of the Association.
46.2	By-laws must be made available in writing to members on request, and must be posted on the Association’s website.
46.3	Any By-law may be set aside by a vote of members at a General Meeting of the Association.
#47	EXECUTION OF CONTRACT OR OTHER DOCUMENT BY SIGNATURE
47.1	The Association may execute a contract or other document if the contract or document is signed by two members of the Committee and been approved and minuted by the Committee.
#48	NOTICE TO MEMBERS
48.1	Any notice that is required to be given to a member, by or on behalf of the Association, under this Constitution may be given by – <ul style="list-style-type: none"> • Delivering the notice to the member personally; or • Sending it by pre--paid post addressed to the member at that member's address shown in the Register of Members; or • Facsimile transmission; or • Electronic transmission. The Committee shall decide in which of the methods above the notice must be given. However, notice of the following meetings must be given in writing – (a) A meeting called to hear and decide the appeal against the Committee's decision – (i) To reject an application for membership of the Association; or (ii) To terminate a member’s membership of the Association; (b) A meeting called to hear and decide a proposed special resolution of the Association.

#49	CUSTODY AND INSPECTION OF BOOKS AND RECORDS
49.1	Except as otherwise provided in this Constitution, the Secretary must keep in their custody or under their control (a) Records and other documents of the Association; and (b) This Constitution; and (c) Minutes of all Committee meetings and general meetings of the Association.
49.2	If requested to do so by a member, the Association must permit the member or their representative at a reasonable time to inspect – (a) The Constitution and By-laws of the Association; (b) Minutes of general meetings of the Association (i) At the main premises of the Association, or (ii) If the Association has no premises, at the Association’s official address.
49.3	The Association must give a member of the Association a copy of anything referred to in S. 48.2 within seven days if (a) The member asks for the copy; and (b) Pays the fee (if any) prescribed in the By-laws.
49.4	The Secretary must post on the Association’s website a) The Constitution and By-laws of the Association; b) Minutes of general meetings of the Association
49.5	Any Office-bearer vacating their office must return to the premises of the Association within 14 days any records and or/assets held by the Office-bearer other than on those premises.
#50	WINDING UP
50.1	At the first General Meeting of the Association after the adoption of this Constitution the Association must pass a special resolution nominating – (a) Another association; or (b) A fund, authority or institution; In which it is to vest its surplus property in the event of the dissolution or winding up of the association, being a body <ul style="list-style-type: none"> • Which has similar objects, • Which is not carried out for the purposes of profit or gain to its individual members, • Which is incorporated under the Act • And which fulfils the requirements specified in the Act.
50.2	At any subsequent General Meeting the Association may amend that resolution to substitute another body meeting the same criteria.
50.3	In the event of the dissolution or winding up of the Association the surplus property must be given or transferred in accordance with the provisions of the Act to that body specified in S. 51.1
#51	SURPLUS ASSETS ON WINDING UP
51.1	If the Association is wound up, any surplus assets must not be distributed to the members or former members of the Associations, and (subject to the Act and any Court order) must be distributed to another organisation or organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its members.
51.2	Subject to S. 51.1 at the time of any winding up of the Association, any unexpended special rate monies or any assets which have been purchased with special rate monies are “assets” and remain, assets of the City of Stonnington, and must be refunded/returned to the City of Stonnington in the event of a winding up.