

# Rules of TRY Mentoring Inc (formerly known as Big Brothers-Big Sisters (Melbourne) Inc.

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## 1 Name

The name of the Association is TRY Mentoring Inc.

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## 2 Purposes

### 2.1 Charitable institution

The Association is established as a charitable institution and will operate principally in Australia.

### 2.2 Purposes

Subject to rule 2.1 ("Charitable institution"), the purposes of the Association are:

- (a) to assist and encourage the development of young people by providing approved adult volunteers to give support, friendship, guidance and leadership to young people in the community and their families;
- (b) to assess the needs of young people who may be served by TRY Mentoring Inc to determine if they might benefit from the support, friendship, guidance and leadership of adult volunteers;
- (c) to supervise the selection of and to train the adult volunteers before matching them with young people served by TRY Mentoring Inc;
- (d) to provide an environment based on family support and community values, respecting all beliefs and ensuring services are provided without any discrimination;
- (e) to implement voluntary programs to assist the development of young people and volunteers generally;
- (f) to develop policy and practices with respect to youth mentoring and the provision of youth advisory services; and
- (g) to do anything that is incidental to the attainment of these purposes and in particular to enter into any commercial or financial transaction to further achieve these purposes.

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## **3 Income and Property**

### **3.1 Application of income and property**

The Association's income and property must be applied solely towards the promotion of the Association's purposes as set out in these Rules, subject to any applicable statutory requirements.

### **3.2 No dividends, bonus or profit paid to members**

No portion of the Association's income and property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members.

### **3.3 Payments by the Association**

Nothing in these Rules prevents the payment by the Association:

- (a) of interest at a rate not exceeding the rate being charged by bankers in Melbourne for overdrawn accounts on money lent to the Association;
- (b) the payment of reasonable rent for premises let to the Association;
- (c) of reasonable expenses to a Committee Member; or
- (d) in good faith of reasonable remuneration to any Member, Committee Member, secretary or employee in return for any services actually provided to the Association.

### **3.4 Winding up or dissolution**

Subject to rule 8.12 ("Winding up or dissolution of Fund"), this rule 3.4 applies if on the winding-up or dissolution of the Association any property remains after the satisfaction of all the Association's liabilities. That property must not be paid to or distributed among the Members but must be given to some other institution that:

- (a) has purposes similar to the Association's purposes; and
- (b) whose memorandum of association or constitution prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Association under these Rules.

This institution must be determined by a special resolution of the Members in general meeting at or before the time of dissolution.

### **3.5 Fundraising Appeals Act 1998 (Vic)**

Funds raised by means of a fundraising appeal within the meaning of the Fundraising Appeals Act 1998 (Vic) must be maintained in accordance with that Act.

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## **4 Membership**

### **4.1 Eligibility**

A person who applies and is approved for membership as provided in these Rules is eligible to be a Member of the Association on payment of the entrance fee and annual subscription payable under these Rules, provided that in the opinion of the Committee:

- (a) they have been involved in the Association's activities for a year or more; or
- (b) they have demonstrated a particular interest in the Association.

The members of the Association at its incorporation are:

- (c) Nahum Mushin;
- (d) Michael Carroll;
- (e) Haydn Harrison;
- (f) David Brenan;
- (g) Jane Fisher;
- (h) Jill Thompson;
- (i) Marcia Nelson.

### **4.2 Application for membership**

The procedure for an application for membership is:

- (a) an application of a person for membership of the Association must be:
  - (i) made in writing in the form set out in schedule 2 ("Membership application form") to these Rules; and

- (ii) lodged with the Secretary;
- (b) as soon as practicable after receiving an application for membership, the Secretary must refer the application to the Committee which must then determine, subject to rule 4.1 ("Eligibility") and in its absolute discretion, whether to approve or to reject the application;
- (c) as soon as practicable after the Committee makes that determination, the Secretary must:
  - (i) notify the applicant in writing whether the Committee approved or rejected the application; and
  - (ii) if the Committee approved the application, request the applicant to pay (within 28 days after the applicant receives the notification) the entrance fee and the first year's annual subscription payable under these Rules;
- (d) the Secretary must, within 28 days after receipt of the amount referred to in rule 4.2(c)(ii), enter the applicant's name in the register of Members; and
- (e) an applicant for membership becomes a Member and is entitled to exercise the rights of membership when their name is entered in the register of Members.

#### **4.3 Cessation of membership**

A person ceases to be a Member if they:

- (a) die;
- (b) resign that membership; or
- (c) are expelled from the Association.

#### **4.4 Membership entitlements not transferable**

A right, privilege or obligation which a person has because of being a Member:

- (a) may not be transferred to another person; and
- (b) terminates upon cessation of the person's membership.

#### **4.5 Resignation of membership**

A Member who has paid all amounts payable by them to the association may resign from the Association by giving 28

days' notice in writing to the Secretary of their intention to resign. They cease to be a Member at the end of that period.

#### **4.6 Entry on register of Members**

If a Member ceases to hold membership, the secretary must make an appropriate entry in the register of Members recording the date on which the member ceased to be a Member.

#### **4.7 Register of Members**

The Secretary must keep and maintain a register of Members specifying the name and address of each Member and the date on which their names were entered in the register.

#### **4.8 Inspection of register of Members**

The register of Members:

- (a) must be kept at the Association's principal place of administration;
- (b) must be available to be inspected by a Member at all reasonable hours free of charge; and
- (c) may have its entries copied by a Member.

#### **4.9 Register of Committee Members**

The Public Officer must maintain a register of Committee Members specifying the name and address of Committee Members and the date on which they became a Committee Member.

#### **4.10 Inspection of register of Committee Members**

The register of Committee Members must be kept at the Association's offices, and must be available to be inspected at all reasonable hours free of charge.

#### **4.11 Fees and subscriptions**

An applicant for membership must, on approval of their application, pay to the Association an entrance fee as set out in rule 4.2 ("Application for membership") schedule 2 ("Membership application form").

#### **4.12 Annual subscription**

Members must also pay to the Association an annual subscription of \$2, which is payable in advance on or before 1 July each year.

#### **4.13 Variation of annual subscription**

The amount of the annual subscription may be varied by a resolution of the Committee.

#### **4.14 Members' liabilities**

The liability of a Member to contribute towards the payment of the Association's debts and liabilities or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member as required by rules 4.11 ("Fees and subscriptions") and 4.12 ("Annual subscription").

#### **4.15 Resolution of internal disputes**

The grievance procedure set out in rules 4.16 ("Meeting to resolve disputes") to 4.19 ("Conduct of mediation") inclusive applies to disputes under these rules between:

- (a) a Member and another Member; or
- (b) a Member and the Association.

#### **4.16 Meeting to resolve disputes**

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 the parties.

#### **4.17 Mediation**

If the parties are unable to resolve the dispute at the meeting referred to in rule 4.16 ("Meeting to resolve disputes"), or if a party fails to attend that meeting, then the parties must attend mediation within 28 days after the dispute comes to the attention of all parties.

#### **4.18 Qualifications of a mediator**

The mediator must be a person the parties chose by agreement, or if there is no agreement:

- (a) in the case of a dispute between Members, a person appointed by the Committee of the Association; or
- (b) in the case of a dispute between a Member and the Association, a person who is a mediator nominated by the Manager of the Dispute Settlement Centre of Victoria (Department of Justice) on the application of the Association.

A Member can be a mediator, but only if they are not a party to the dispute.

#### **4.19 Conduct of mediation**

In a mediation:

- (a) the parties to the dispute must attempt to settle the dispute by mediation in good faith;
- (b) in conducting the mediation, the mediator must:
  - (i) give the parties to the mediation every opportunity to be heard;
  - (ii) allow all parties to duly consider any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation;
- (c) the mediator must not determine the dispute; and
- (d) 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.

#### **4.20 Disciplining Members - initial resolution**

Subject to these Rules, if the Committee believes that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Committee may by resolution:

- (a) fine that Member an amount not exceeding \$500;
- (b) suspend that Member from membership of the Association for a specified period; or
- (c) expel that Member from the Association.

#### **4.21 Effect of initial resolution**

A resolution of the Committee under rule 4.20 ("Disciplining Members - initial resolution") does not take effect unless:

- (a) at a meeting held in accordance with rule 4.22 ("Committee meeting to confirm or revoke initial resolution"), the Committee confirms that resolution; and

- (b) if the Member exercises a right of appeal to the Association under rule 4.25 ("Right of appeal of disciplined member"), the Association confirms the resolution in accordance with rule 4.28 ("Confirmation of committee's resolution").

#### **4.22 Committee meeting to confirm or revoke initial resolution**

A Committee meeting to confirm or revoke the initial resolution must be held at least seven days and within 28 days after notice has been given to the Member in accordance with rule 4.23 ("Notice to be served").

#### **4.23 Notice to be served**

As soon as practicable after the initial resolution has been passed, the Secretary must give written notice to the Member:

- (a) setting out the Committee's initial resolution and the grounds for passing that resolution;
- (b) stating that the Member or their representative may address the Committee at a meeting to be held at least seven days and within 28 days after this notice has been given to the Member;
- (c) stating the date, place and time of that meeting;
- (d) informing the Member that they may either attend that meeting or give the Committee a written statement seeking the revocation of the initial resolution before the date of the meeting; and
- (e) informing the Member that if the Committee confirms the initial resolution at the meeting, they may give the Secretary a notice of their intention to appeal against the outcome of that meeting within 28 days after the meeting.

#### **4.24 Conduct of Committee meeting to confirm or revoke initial resolution**

At the Committee meeting to confirm or revoke the initial resolution, the Committee must:

- (a) give the Member or their representative an opportunity to be heard;
- (b) duly consider any written statement submitted by the Member; and



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

#### **4.25 Right of appeal of disciplined Member**

A Member may appeal to the Association in general meeting against a resolution of the Committee under rule 4.24 ("Conduct of Committee meeting to confirm or revoke initial resolution"), within 28 days after notice of the resolution is served on the Member, by delivering to the Secretary a notice to that effect.

#### **4.26 Committee to convene general meeting**

On receiving a notice from a Member under rule 4.25 ("Right of appeal of disciplined Member"), the Secretary must notify the Committee which must convene a general meeting of the Association within 28 days after the date on which the Secretary received the notice.

#### **4.27 Conduct of general meeting**

At a general meeting of the Association convened under rule 4.26 ("Committee to convene general meeting"):

- (a) no business other than the question of the appeal may be conducted;
- (b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the Members present are to vote by secret ballot on the question of whether the Committee's resolution should be confirmed or revoked.

#### **4.28 Confirmation of committee's resolution**

If the Association passes a special resolution at the general meeting in favour of the confirmation of the Committee's resolution, the Committee's resolution is confirmed.

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## **5 The Committee**

### **5.1 Powers of the Committee**

Subject to the Act, the Regulations, and these Rules, the Committee:

- (a) must control and manage the affairs of the Association;

- (b) may exercise all the functions that may be exercised by the Association, except those functions that are required by these Rules to be exercised by a general meeting of Members; and
- (c) may do anything that appears to the Committee to be necessary or desirable for the proper management of the Association's affairs.

## **5.2 Constitution and membership**

Subject in the case of the first members of the Committee to section 23 of the Act, the Committee consists of the office-bearers of the Association, each of whom must, subject to rules 5.5 ("Casual vacancies") and 5.21 ("Removal of Committee Member"), be elected at the Annual General Meeting of the Association under rule 5.6 ("Election of committee members").

A person is not eligible to be elected or appointed as an office bearer unless they are a Member.

## **5.3 Office-bearers**

The office-bearers of the Association are:

- (a) the President;
- (b) the Vice-President;
- (c) the Treasurer;
- (d) the Secretary; and
- (e) the holders of any other offices created by the Committee for this purpose,

but the maximum number of office-bearers is eleven.

## **5.4 Term of office and re-election**

Subject to these Rules, each Committee Member holds office until the conclusion of the Annual General Meeting following the date of their election (or, in the case of a member of the first Committee after the incorporation of the Association, until the end of the first Annual General Meeting), but is eligible for re-election.

## **5.5 Casual vacancies**

If a casual vacancy occurs in the membership of the Committee, the Committee may appoint a Member to fill the vacancy. The appointed Member holds office, subject to

these Rules, until the conclusion of the next Annual General Meeting following the date of the appointment.

#### **5.6 Election of Committee Members**

Nominations of candidates for election as office-bearers of the Association:

- (a) must be made in writing, state the office for which the candidate is nominated for election, be signed by two Members and accompanied by the candidate's written consent (which may be endorsed on the form of the nomination); and
- (b) must be delivered to the Secretary at least 28 days before the date fixed for the holding of the Annual General Meeting at which the election takes place.

#### **5.7 Insufficient nominations**

If insufficient nominations are received to fill an office, nominations may be received at the Annual General Meeting.

If sufficient nominations to fill an office are not received, the office is a casual vacancy.

#### **5.8 Nominations sufficient**

If only one nomination is received for each office to be filled, the person nominated is elected.

#### **5.9 Ballot**

If two or more nominations are received for an office, a ballot must be held for election to that office.

The ballot for the election of office-bearers must be conducted at the Annual General Meeting in the usual and proper manner as directed by the Committee.

#### **5.10 Secretary to notify address**

The Secretary must, as soon as practicable after being appointed as Secretary, notify the Association of their address.

#### **5.11 Secretary's duties**

It is the Secretary's duty to keep minutes of:

- (a) all appointments of office-bearers;

- (b) the names of the Committee Members present at a Committee meeting or a general meeting; and
- (c) all proceedings at Committee meetings and general meetings.

Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next meeting.

#### **5.12 Delegation by Secretary**

The Secretary may delegate in writing to one or more Members, as the Secretary thinks fit, the exercise of any of the Secretary's functions specified in writing, except:

- (a) this power of delegation; or
- (b) a function which is imposed on the Secretary by the Act, the Regulations or by any other law or regulations.

#### **5.13 Treasurer**

It is the Treasurer's duty to:

- (a) ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made;
- (b) ensure that correct books and accounts are kept showing the Association's financial affairs including full details of all receipts and expenditure connected with the Association's activities; and
- (c) report to the Annual General Meeting.

#### **5.14 Delegation by Treasurer**

The Treasurer may delegate in writing to one or more Members, as the Treasurer thinks fit, the exercise of any of the Treasurer's functions specified in writing, except:

- (a) this power of delegation; or
- (b) a function imposed on the Treasurer by the Act, the Regulations or by any other law or regulations.

#### **5.15 Public Officer**

The Committee must appoint a Public Officer, and must ensure that the Association always has a Public Officer. The

Public Officer must be a Member and may hold any other office of the Association.

#### **5.16 Public Officer to notify address**

Within 14 days after becoming Public Officer, the Public Officer must give written notice to the Registrar in the prescribed form, accompanied by the prescribed fee, of:

- (a) their appointment;
- (b) their full name; and
- (c) their address in Victoria.

If the Public Officer changes their address, they must notify the Associations Incorporations Office of the change. This notice must be in the prescribed form and accompanied by the prescribed fee.

#### **5.17 Lodgement of accounts statement**

The Public Officer must lodge an accounts statement in the prescribed form with the Registrar within one month after the date of each Annual General Meeting.

#### **5.18 Contents of accounts statement**

The statement referred to in rule 5.17 ("Lodgement of accounts statement") must contain:

- (a) the Association's income and expenditure during its last financial year;
- (b) the Association's assets and liabilities at the end of its last financial year;
- (c) the mortgages, charges and other securities affecting any of the Association's property at the end of its last financial year;
- (d) in respect of each trust of which the Association was trustee during a period, being the whole or any part of the last financial year:
  - (i) the income and expenditure, assets and liabilities of the trust during that period; and
  - (ii) the mortgages, charges and other securities affecting any of the property of the trust at the end of that period; and

- (e) any trust, held on the Association's behalf by a person or body other than the Association, in which the Association's funds or assets are placed,

and must be accompanied by:

- (f) a certificate signed by a Committee Member who attended the meeting to the effect that the statement has been submitted to the Members at the Annual General Meeting;
- (g) a statement of the terms of any resolution passed at the meeting concerning the statement;
- (h) the fee prescribed under the Act and Regulations; and
- (i) a copy of the accounts audited by a registered company auditor, a firm of registered company auditors, a Certified Practising Accountant or Chartered Accountant or any other person approved by the Registrar.

#### **5.19 Removal of Public Officer**

The Association may remove the Public Officer from their office. The Public Officer vacates their office if they:

- (a) die;
- (b) resign their office by writing under their hand addressed to the Committee;
- (c) are removed from office;
- (d) become bankrupt or apply to take advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors or make an assignment of his estate for their benefit;
- (e) cease to be a Member;
- (f) become of unsound mind or their person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) cease to be resident in Victoria.

#### **5.20 Casual vacancies**

A Committee Member vacates their office and a casual vacancy in the office of a Committee Member occurs if the Committee Member:

- (a) dies;
- (b) ceases to be a Member;
- (c) becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors or makes an assignment of his estate for their benefit;
- (d) resign their office by writing under their hand addressed to the Secretary;
- (e) is removed from office under rule 5.21 ("Removal of Committee Member");
- (f) becomes of unsound mind or their person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of six months.

#### **5.21 Removal of Committee Member**

The Association in a general meeting may by resolution remove any Committee Member from the office they hold before the end of their term of office, and may by resolution appoint another person to hold that office until the end of the term of office of the Committee Member so removed.

#### **5.22 Representations**

Where a Committee Member proposed to be removed under rule 5.21 ("Removal of member of committee") makes written representations to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members, the Secretary or the President may send a copy of the representations to the Members. If the representations are not sent to the Members, the Member may require that the representations be read out at the meeting at which the resolution is considered.

#### **5.23 Committee meetings and quorum**

The Committee must meet at least four times in each period of twelve months at a place and time determined by the Committee. Special meetings of the Committee may be convened by the President or by at least two other Committee Members.

#### **5.24 Notice**

Oral or written notice of a Committee meeting must be given by the Secretary to each Committee Member at least two business days (unless another period is unanimously agreed on by the Committee Members) before the date of the meeting.

#### **5.25 Requirements for notice**

Notice of a meeting given under rule 5.24 ("Notice") must specify the general nature of the business to be conducted at the meeting. No business other than that business may be conducted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.

#### **5.26 Quorum**

Any two Committee Members constitute a quorum for the conduct of the business of a Committee meeting.

#### **5.27 Adjourned meetings**

No business may be conducted by the Committee unless a quorum is present. If a quorum is not present within half an hour of the time appointed for the meeting:

- (a) in the case of a special meeting, the meeting is dissolved; and
- (b) in any other case, the meeting must be adjourned to the same place and at the same hour of the same day in the following week, or another place, time and day as the Committee may specify, and at that meeting the quorum must be two.

#### **5.28 Quorum at adjourned meeting**

If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is dissolved.

#### **5.29 Conduct of meetings**

At a Committee meeting:

- (a) the President presides or, in the President's absence, the following may preside (in order of precedence):
  - (i) the Vice-President;
  - (ii) Secretary; or



- (iii) Treasurer; or
- (b) if the President, Vice-President, Secretary and Treasurer are absent or unable to act, one of the remaining Committee Members chosen by the Committee Members present at the meeting presides.

### **5.30 Delegation by Committee and sub-committee**

The Committee may delegate in writing to one or more sub-committees (comprising such Members, whether or not Committee Members, as the Committee thinks fit) the exercise of the Committee's functions that are specified in writing, except:

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the Committee by the Act, the Regulations or by any other law or regulations.

A sub-committee may meet and adjourn as it thinks proper.

### **5.31 Delegation**

A function the exercise of which has been delegated to a sub-committee under rule 5.30 ("Delegation by Committee and sub-committee") or to a Member under rules 5.12 ("Delegation by Secretary") and 5.14 ("Delegation by Treasurer") may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee or one or more Members in accordance with the terms of the delegation.

### **5.32 Conditions on delegation**

A delegation under these Rules may be made subject to conditions or limitations on the exercise of any function, or as to time or circumstances as specified in the instrument of delegation.

### **5.33 Delegator may exercise delegated functions**

Despite any delegation under these Rules, the Secretary, Treasurer and Committee may each continue to exercise any function delegated.

### **5.34 Delegate's actions valid**

Any act or thing done by:

- (a) a Member under rules 5.12 ("Delegation by Secretary") and 5.14 ("Delegation by Treasurer"); or

- (b) a sub-committee acting in the exercise of a delegation under rule 5.30 ("Delegation by Committee and sub-committee"),

has the same force and effect as it would have if it had been done by the Secretary, the Treasurer or the Committee respectively.

### **5.35 Revoking delegation**

The Secretary, Treasurer or the Committee may revoke in writing, wholly or in part, any delegation by them under these Rules.

### **5.36 Committee meeting voting and decisions**

Questions arising at a Committee meeting or a meeting of any sub-committee appointed by the Committee may be determined on a show of hands, or by a poll if requested by a member of the Committee or sub-committee, whichever the person presiding at that meeting thinks fit.

### **5.37 Voting entitlements**

Each Committee Member present at a Committee meeting and each member of a sub-committee present at a meeting of that sub-committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second (casting) vote.

### **5.38 Vacancies**

Subject to rule 5.26 ("Quorum"), the Committee may act despite any vacancy on the Committee.

### **5.39 Committee actions valid**

Any act or thing done, or purporting to have been done, by the Committee or by a sub-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.

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## **6 General meetings**

### **6.1 Holding of Annual General Meetings**

Annual General Meetings must be held:

- (a) in accordance with the Act; and

- (b) with the exception of the first Annual General Meeting after incorporation, at least once in each calendar year and within the period of five months after the end of each financial year of the Association.

## **6.2 First Annual General Meeting**

The Association may hold its first Annual General Meeting after incorporation at any time within the 18 month period after its incorporation under the Act.

## **6.3 Calling Annual General Meetings**

The Annual General Meeting of the Association is, subject to the Act and to rule 6.1 ("Holding of Annual General Meetings of the Association"), to be convened on a date and at a place and time determined by the Committee.

## **6.4 Ordinary business of Annual General Meeting**

In addition to any other business which may be conducted at an Annual General Meeting, the ordinary business of an Annual General Meeting must include the following:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
- (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year;
- (c) to elect office-bearers of the Association;
- (d) to receive and consider the statement which must be submitted to Members under section 30(3) of the Act, as set out in rule 5.18 ("Contents of accounts statement"); and
- (e) the presentation of the documents described in rule 8.9 ("Documents required for Annual General Meeting").

## **6.5 Notice of Annual General Meeting**

An Annual General Meeting must be specified as such in the notice convening it.

The Annual General Meeting may conduct any business of which notice has been given in accordance with these rules.

## **6.6 Calling Special General Meetings**

The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

## **6.7 Committee must convene Special General Meeting**

If, but for this rule, more than 15 months would elapse between Annual General Meetings, the Committee must convene a Special General Meeting before the end of that period.

## **6.8 Special General Meeting requested by Members**

The Committee must, on the written request of at least 66 per cent of the total number of Members in accordance with rule 6.9 ("Request for Special General Meeting"), convene a Special General Meeting of the Association.

## **6.9 Request for Special General Meeting**

The written request for a Special General Meeting:

- (a) must state the meeting's purposes;
- (b) must be signed by the Members making the request;
- (c) must be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the Members making the request.

## **6.10 Special General Meeting convened by Members**

If the Committee fails to convene a Special General Meeting to be held within one month after the date on which a request of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the request may convene a Special General Meeting to be held not later than three months after that date.

A Special General Meeting convened by Members must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee. Any Member who consequently incurs expense is entitled to be reimbursed by the Association for that expense.

## **6.11 Notice of general meeting**

The Secretary must give notice of a general meeting to each Member at least 21 days before the date fixed for the general meeting.. The notice must specify the place, date and time

of the meeting and the nature of the business proposed to be conducted at the meeting.

#### **6.12 Notice of special resolution**

If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must give notice to each Member at least 21 days before the date fixed for the general meeting. The notice must specify, in addition to the matters required under rule 6.11 ("Notice of general meeting"), the intention to propose the resolution as a special resolution.

#### **6.13 Business of general meeting**

No business other than that specified in the notice convening a general meeting may be conducted at the meeting except, in the case of an Annual General Meeting, business which may be conducted under rule 6.4 ("Ordinary business of Annual General Meeting").

#### **6.14 Members may bring business to meeting**

A Member who wants to bring any business before a general meeting may give notice in writing of that business to the Secretary. The Secretary must then include that business in the next notice calling a general meeting given after receiving the notice from the Member.

#### **6.15 Requirement for a quorum**

No item of business may be conducted at a general meeting unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.

#### **6.16 Number for a quorum**

A quorum for the conduct of the business of a general meeting is 50% of the Members who may vote at a general meeting under these Rules.

#### **6.17 Quorum and time**

If a quorum is not present within half an hour after the appointed time for the commencement of a general meeting, the meeting:

- (a) if convened on the request of or by Members, is dissolved; and
- (b) in any other case, is adjourned to the same day in the next week and the same time and place, or to such

other day, time and place as the Committee appoints by notice to the Members.

#### **6.18 Adjourned meeting**

A quorum at an adjourned meeting is the same as at the original meeting, as set out in rule 6.16 ("Number for a quorum"). If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

#### **6.19 Appointment and powers of chairperson of general meeting**

The President or, in the President's absence, the Vice-President, is the chairperson at each general meeting.

#### **6.20 Absence of chairperson at general meeting**

If the President and the Vice-President are absent or unwilling to act, the Members present must elect one of their number to act as chairperson at the meeting.

#### **6.21 Adjournment of general meeting**

The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting. No business may be conducted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

#### **6.22 Notice of adjournment**

Where a general meeting is adjourned for 28 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member. The notice must state the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

#### **6.23 Questions decided by majority**

On any question at a general meeting of the Association, a Member has one vote only. Subject to rule 6.31 ("Special resolution"), a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

#### **6.24 Votes given personally or by proxy**

All votes must be given personally or by proxy, but no Member may hold more than two proxies.

### **6.25 Chairperson's casting vote**

In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting may exercise a second (casting) vote.

### **6.26 Voting restriction**

A Member or proxy for a Member may not vote at any general meeting of the Association unless all money due and payable by the Member to the Association has been paid.

### **6.27 When notice not required**

Except as provided in rules 6.17(b), 6.21 ("Adjournment of general meeting") and 6.22 ("Notice of adjournment") above, notice of a general meeting's adjournment or of the business to be conducted at an adjourned meeting need not be given.

### **6.28 Declaration of results**

A question arising at a general meeting of the Association must be determined on a show of hands unless a poll is properly demanded and is not withdrawn. A declaration by the chairperson that a resolution has, on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book of the Association, is conclusive evidence of the fact. Neither the chairperson nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded in favour of or against the resolution.

### **6.29 Demanding a poll**

At a general meeting of the Association, a poll may be demanded by the chairperson or by at least three Members present in person or by proxy at the meeting.

### **6.30 Conducting a poll**

Where a poll is demanded at a general meeting, the poll must be taken:

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in the manner and at the time before the close of the meeting that the chairperson directs.

The resolution of the poll on the matter is the resolution of the meeting on that matter.

### **6.31 Special resolution**

A resolution of the Association is a special resolution if:

- (a) it is passed by a majority, which comprises at least three quarters of the Members who are entitled under these Rules to vote on the resolution, and who vote in person or by proxy on the resolution at a general meeting; and
- (b) at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

### **6.32 Appointment of proxies**

Each Member may appoint another Member as proxy by giving notice to the Secretary no later than seven days before the time of the meeting for which the proxy is appointed. The notice appointing the proxy must be in the form set out in schedule 1 ("Proxy form") to these Rules.

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## **7 Insurance**

### **7.1 Compulsory insurance**

The Association must effect and maintain appropriate insurance including public liability and voluntary workers and directors' and officers' insurance.

### **7.2 Other insurance**

In addition to the insurance required under rule 7.1 ("Compulsory insurance"), the Association may effect and maintain other insurance.

---

## **8 Use of funds**

### **8.1 Endorsement**

The Committee must seek to obtain and maintain from the Commissioner of Taxation under the Income Tax Assessment Act 1997 (Cwlth):

- (a) endorsement of the Association as an income tax exempt charitable institution; and
- (b) endorsement of the Association as a Deductible Gift Recipient for the Fund and any other fund for which the Association may seek endorsement as a deductible gift recipient.



## **8.2 Source of funds**

Except for payments made to the Fund, which are subject to rules 8.3 ("Fund") to 8.12 ("Winding up or dissolution of Fund") inclusive:

- (a) the Association's funds may be derived from entrance fees and annual subscriptions of Members, donations and any other sources that the Committee determines;
- (b) money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account; and
- (c) the Association must, as soon as practicable after receiving money, issue an appropriate receipt.

## **8.3 Fund**

The Association must maintain the TRY Mentoring Inc Fund, which is known as the Fund.

## **8.4 Payments to Fund**

Payments to the Fund must be applied solely towards the promotion of the Association's purposes as set out in rule 2.2 ("Purposes").

## **8.5 When payments not accepted**

If any part of a donation made to the Fund is intended for purposes other than the Association's purposes set out in rule 2.2 ("Purposes"), that payment cannot be made to the Fund.

## **8.6 Receipts**

For each deposit to the Fund, an individual receipt must be provided by the Association which shows the name and ABN of the Association.

## **8.7 Investing funds**

The Association must invest the Fund in accordance with the law of the Commonwealth of Australia and the state of Victoria.

## **8.8 Banking**

All deposits to the Fund must be kept in a separate bank account from the Association's other accounts, and:

- (a) all receipts must be clearly marked with the full name of the Fund; and

- (b) all receipts must display the date, depositor, form of payment (eg cash or cheque) and must be signed by any person nominated by the Committee; and
- (c) collections must be banked promptly and in the form received (ie cheques must not be substituted for cash); and
- (d) a Committee Member nominated by the Committee must regularly conduct a random check of receipts against deposits to the Fund bank account; and
- (e) a maximum of six signatories to the Fund bank account must be nominated by the Committee and two signatories must sign each cheque; and
- (f) cheques must not be presigned; and
- (g) cheque signatories must sight all supporting documentation before signing a cheque; and
- (h) all cheques must be crossed "not negotiable" and drawn to "order" (not "bearer"); and
- (i) cheques must not be made out to "cash"; and
- (j) a cash book detailing all receipts and all expenditure must be maintained; and
- (k) the cash book should be balanced and reconciled to the bank account on a monthly basis; and
- (l) the cash book balances and bank reconciliations should be checked, and that check evidenced, by a person independent of any of the Committee Members.

#### **8.9 Documents required for Annual General Meeting**

The following documents must be prepared and presented to the Annual General Meeting of the Association:

- (a) an annual financial statement in the form of a source and application of funds statement, signed as a true and fair statement by the Committee, and attaching a certificate from an independent auditor;
- (b) a report detailing the total receipts and total payments since the last Annual General Meeting, the cash at bank and on investment as at the date of the meeting, and the Association's outstanding accounts at the same date; and

- (c) a copy of the latest bank reconciliation statement, bank statements and investment certificates.

#### **8.10 Other financial record keeping**

Separate and proper financial records of the Fund must be maintained for review by the Australian Taxation Office and the Victorian Casino and Gaming Authority.

#### **8.11 Fund may pay expenses**

The expense of management and administration of the Fund may be borne by the Fund.

#### **8.12 Winding up or dissolution of Fund**

If any property of the Fund remains after:

- (a) the winding up or dissolution of the Fund; or
- (b) the withdrawal of the Association's endorsement as a Deductible Gift Recipient,

and after satisfaction of all liabilities which may be paid from the Fund, that property may not be paid to or distributed among the Members but must be given or transferred to some other institution:

- (c) having purposes similar to the Association's purposes;
- (d) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Association; and
- (e) which is accepted as a deductible gift recipient under sub-division 30-B, section 30-100 of the Income Tax Assessment Act 1997 (Cwlth) by the Commissioner of Taxation, or otherwise approved for these purposes by the Commissioner of Taxation.

The institution must be determined by the Members at or before the time of dissolution or the withdrawal of the Association's endorsement.

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## **9 Service of documents**

### **9.1 Document includes notice**

In this rule 9, a reference to a document includes a notice.

### **9.2 Methods of service**

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the register of Members or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

### **9.3 Post**

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the day after the date of its posting.

### **9.4 Fax or electronic transmission**

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) to have been delivered on the day following its transmission.

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## **10 Miscellaneous**

### **10.1 Funds management**

The funds of the Association must be used for the Association's purposes in the manner that the Committee determines.

### **10.2 Signing cheques etc**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Committee Members or employees of the Association who are authorised to do so by the Committee.

### **10.3 Management of Fund**

Rules 10.1 ("Funds management") and 10.2 ("Signing cheques etc") do not apply to the Fund, which must be

managed in accordance with rules 8.3 ("Fund") to 8.12 ("Winding up or dissolution of Fund") inclusive.

#### **10.4 Alteration of Rules and purposes**

These Rules, and the purposes in them, may be altered, rescinded or added to only by a special resolution of the Association.

#### **10.5 Common seal**

The Association's common seal and a seal register must be kept in the Secretary's custody. The common seal must not be used except by the Committee's authority, and the use of the common seal must be attested by the signatures of either:

- (a) two Committee Members; or
- (b) one Committee Member and the Public Officer.

#### **10.6 Custody of books etc**

Except as otherwise provided by these Rules, the Secretary must keep in their custody or under their control all records, books and other documents relating to the Association.

#### **10.7 Inspection and copy of books etc**

The Association's records, books and other documents must be open to inspection, free of charge, by a Member at any reasonable hour upon request. A Member may also make a copy of any of those documents.

#### **10.8 Application of rules 10.7 ("Inspection and copy of books etc") to 10.11 ("Notification of proposed alteration of Rules")**

Rules 10.7 ("Inspection and copy of books, etc") to 10.11 ("Notification of proposed alteration of Rules") inclusive apply where the Association is registered under or is exempted from registration by or under the Fundraising Appeals Act 1998 (Vic).

#### **10.9 Payment of office-bearers and Members**

A Committee Member must not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit must be given by the Association to any Committee Member except:

- (a) repayment of out-of-pocket expenses;

- (b) interest at a rate not exceeding interest at the rate which is or would be charged by the Association's bankers for money lent to the Association; and
- (c) reasonable and proper rent for premises let to the Association.

#### **10.10 Vacation of office**

Without limiting the operation of rules 5.18 ("Contents of accounts statement") and 5.20 ("Casual vacancies"), the office of a Committee Member becomes vacant if:

- (a) the member holds an office of profit in the Association; or
- (b) the member is directly or indirectly interested in any contract or proposed contract with the Association.

#### **10.11 Notification of proposed alteration of Rules**

A proposed alteration of these Rules or of the statement of objects of the Association must be notified to:

- (a) the Minister administering the Fundraising Appeals Act 1998 (Vic), in the manner required by the regulations under that Act; and
- (b) the Registrar, in the manner required under section 22 of the Act.

#### **10.12 Compliance with Fund Raising Appeals Act 1998 (Vic)**

The Association must comply with the provisions of the Fundraising Appeals Act 1998 (Vic) and the regulations under that Act that are applicable to it.

#### **10.13 Accounts**

The Committee must direct the Association to keep accounts of the Association and the Fund in accordance with the Act, the Regulations and, if applicable, the Fundraising Appeals Act 1998 (Vic).

#### **10.14 Audit**

The Committee must direct the accounts to be audited in accordance with the requirements of the Act, the Regulations and, if applicable, the Fundraising Appeals Act 1998 (Vic).

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## 11 Definitions and interpretation

### 11.1 Definitions

In these Rules:

**Act** means the Associations Incorporation Act 1981 (Vic).

**Annual General Meeting** means an annual general meeting of the Association.

**Association** means TRY Mentoring Inc.

**Committee** means the committee of the Association constituted under rule 5.2 ("Constitution and membership").

**Committee Member** means a member of the Committee.

**Deductible Gift Recipient** has the meaning given in the Income Tax Assessment Act 1997 (Cwlth).

**Fund** means the TRY Mentoring Inc Fund described in rule 8.3 ("Fund").

**Member** means a member of the Association.

**President** means the person holding office under these Rules as President of the Association.

**Public Officer** means the person appointed as the Public Officer under rule 5.15 ("Public Officer").

**Registrar** has the meaning given in the Act.

**Regulations** means the Associations Incorporation Regulations 1998 (Vic).

**Rules** means these rules as altered or added to from time to time and a reference to a provision of these Rules is a reference to that provision as altered or added to from time to time.

**Secretary** means:

- (a) the person holding office under these Rules as secretary of the Association; or
- (b) where no person holds that office, the Public Officer of the Association.

**Special General Meeting** means a general meeting of the Association other than an Annual General Meeting.

**Treasurer** means the person holding office under these Rules as Treasurer of the Association.

**Vice-President** means the person holding office under these Rules as Vice-President of the Association.

## **11.2 Interpretation**

In these Rules:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

## **11.3 Interpretation of legislation**

A reference in these rules to any legislation means a reference to that legislation as amended from time to time and its successor legislation where applicable.





- <sup>5</sup> Completion of this section is optional. If you do not complete this section your proxy may vote or abstain as the proxy thinks fit.
- <sup>6</sup> Insert the agenda item number.

# Rules of TRY Mentoring Inc.

## Schedule 2 - Membership application form

I \_\_\_\_\_  
(full name)

of \_\_\_\_\_  
(address)

apply to be a member of TRY Mentoring Inc.

If I become a member of the Association, I agree to be bound by its Rules.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

MALLESONS STEPHEN JAQUES

# Rules of TRY Mentoring Inc.

Dated 31 May 2002

**Mallesons Stephen Jaques**

Level 28

Rialto

525 Collins Street

Melbourne VIC 3000

Andrew Gormly / Michael Kingston

# Rules of TRY Mentoring Inc.

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