

DONCASTER – TEMPLESTOWE HISTORICAL SOCIETY
INCORPORATED.

Registration Number: A0023204S

ABN 63 854 292 415

CONSTITUTION.

RULES OF THE DONCASTER – TEMPLESTOWE HISTORICAL SOCIETY INCORPORATED

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RULES OF THE DONCASTER – TEMPLESTOWE HISTORICAL SOCIETY INCORPORATED.

PART 1 – PRELIMINARY

1 Name

The name of the Incorporated Association is Doncaster – Templestowe Historical Society Incorporated.

2 Purposes

The purposes of the Association are:

- 2.1 To foster historical interest and knowledge, particularly but not exclusively ,
in the City of Manningham
- 2.2 To acquire either by purchase or donation all such object and materials as may
be considered by the committee to have a direct or indirect relationship to the
City of Manningham
- 2.3 To establish or assist in establishing museums, archives and historical
collections.
- 2.4 To preserve or assist in preserving historical landmarks in the City of
Manningham
- 2.5 To accept gifts, money or chattels whether testamentary or otherwise, and if
deemed fit to perform, execute or adopt any conditions or trusts attached to
such gifts.
- 2.6 To promote interchange of information among members of the Association by
lectures, readings, discussion, excursions and exhibitions.
- 2.7 To present, publish and circulate such journals, periodicals, books and
publications as may be deemed conducive to any of the objects.
- 2.8 To generally do all such acts and things as shall be deemed necessary or
desirable to further the objects of the Association, including to trade in
compliance with section 30 of The Act.

3 Financial Year

“Financial year” means the year commencing 1st April and ending on 31st March
next following.

4 Definitions

The word “Association” used throughout these rules means the Doncaster –
Templestowe Historical Society Incorporated.

“General Meeting” means a general meeting of members convened in accordance with these rules.

“Committee” means the Committee of Management of the Association elected in accordance with the provision of these rules.

“Member” means a member of the Association.

“Chairperson” of a general meeting or committee meeting, means the person chairing the meeting under these rules.

“Committee Meeting” means a meeting of the Committee held in accordance with these rules.

“Disciplinary Appeal Meeting” means a meeting of the members of the Association convened according to these rules.

“Disciplinary Meeting” means a meeting of the committee convened for the purposes of Rule 19.

“Disciplinary Subcommittee” means the subcommittee appointed under Rule 20.

“Special Resolution” means a resolution requiring not less than three – quarters of members voting at a general meeting to vote in favour of the resolution.

“The Act” means the Association Incorporation Reform Act 2012 and includes any regulations made under that Act.

“Registrar” means the Registrar of Incorporated Associations.

PART 2 – POWER OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes and may
 - (a) open and operate accounts with financial institutions.
 - (b) invest money in any security in which trust monies may lawfully be invested.
 - (c) acquire, hold and dispose of personal property.
 - (d) raise and borrow money on any terms and in any manner as it thinks fit.
 - (e) enter into any other contract it considers necessary or desirable.
- (2) The Association may only exercise its powers and use its income and assets for its own purposes.

6 Not for Profit Organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub rule 1 does not prevent the Association from paying a member:
 - (a) reimbursement for expenses properly incurred by a member or
 - (b) for goods or services provided by the member – if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

7 Membership

The Association must have at least 5 members.

8 Eligibility of membership

- (1) A person who has made application and been approved for membership as provided in these rules is eligible for membership of the Association on payment of the annual subscription payable under these rules.
- (2) A person who was not a member of the Association at the time of incorporation of the Association (or who was such a member at that time but has since ceased to be a member) shall not be admitted to membership:
 - (a) unless he or she applies for membership as provided in sub clause (1) and
 - (b) his or her admission as a member is approved by the Committee.

9 Application for membership

An application for membership of the Association

- (1) shall be made in writing on the designated membership application form, and
- (2) shall be lodged with the Membership Secretary of the Association with the appropriate annual subscription.
- (3) As soon as is practicable after receipt of an application, the Membership Secretary shall refer the application to the Committee.

10 Consideration of Application

Upon an application being referred to the Committee, the Committee shall determine whether to approve or reject the application.

11 New membership

- (1) Upon an application being approved by the Committee, the Membership Secretary shall, as soon as possible, notify the applicant in writing that he or she is approved for membership of the Association.
- (2) The Membership Secretary shall enter the applicant's name in the Register of Members kept by him/her and upon the name being so entered, the applicant becomes a member of the Association.
- (3) A right, privilege or obligation of a person by reason of his or her membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person,
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (4) Where the Committee rejects an application for membership, the Membership Secretary shall, as soon as practicable, advise the applicant in writing:
 - (a) setting out the resolution of the Committee and the reason on which it is based, together with the return of the paid annual subscription,
 - (b) informing the applicant that he or she may appeal against such refusal at the next general meeting of members by giving to the Committee within 30 days of the date of the Membership Secretary's notice, a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
 - (c) Where the Membership Secretary receives a notice under sub clause 4(b) above, he shall include as an additional item of business for the next general meeting the question of appeal and if at that meeting two thirds of the members present vote in favour of the admission of the applicant, then upon payment of the annual subscription he or she shall become a member of the Association.
- (5) The Committee may in its discretion:
 - (a) admit any person to membership of the Association as an Honorary Member without payment of any fee or subscription, such Honorary Member shall have all the rights, privileges and obligations of members but shall be exempt from payment of any subscription fees, levies and the like.
 - (b) appoint any Honorary Member to be a Patron, to hold office for such period as the Committee may determine; however appointment as Patron shall not confer any rights or privileges with regard to voting.
- (6) Sleeping life members.

Sleeping Life Members who originally paid a Life Member's subscription but have had no contact with the Association since 2004, shall no longer be eligible to receive the benefits of membership of the Association.

12 Annual subscription and joining fee

- (1) The annual subscription shall be that amount fixed from time to time by members at the annual general meeting and shall be payable by 1st April of that year. No joining fee is payable.
- (2) The Association may determine:
 - (a) that any new member who joins after the commencement of the financial year shall for that financial year pay a fee equal to the full subscription, or
 - (b) pay a pro rata subscription based on the remaining part of the financial year, or
 - (c) pay a fixed amount determined from time to time by the Association.

13 General rights of members

- (1) A member of the Association who is entitled to vote has the right –
 - (a) to receive notice of general meetings and of proposed special resolution in the manner and time prescribed by these rules.
 - (b) to submit items of business for consideration at a general meeting.
 - (c) to attend and be heard at general meetings.
 - (d) to vote at a general meeting.
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under Rule 66 and;
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if –
 - (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association; and
 - (c) his or her membership rights are not suspended for any reason.

14 Associate members

- (1) Associate members of the Association include –
 - (a) any members under the age of 15 years; and
 - (b) any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

15 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the Register of Members.

17 Resignation and expulsion of a member

- (1) A member of the Association who has paid all monies due and payable by him to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his intention to resign and upon expiration of that period of notice, the member shall cease to be a member.
- (2) Upon the expiration of a notice under sub-clause (1), the Membership Secretary shall make in the Register of Members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
- (3) A person's membership shall also cease if the current annual subscription has not been paid within three months of the due date.
- (4) The same procedure as detailed in 17 (2) shall then apply.
- (5) Subject to these rules, the Committee may by resolution:
 - (a) expel a member from the Association.
 - (b) suspend a member from membership of the Association for a specified period in accordance with the Regulations made under the Act if the Committee is of the opinion that the member:
 - (i) has refused or neglected to comply with these rules; or
 - (ii) has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Association.
- (6) A resolution of the Committee under sub-clause (5):
 - (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member or a notice under sub-clause (7) confirms the resolution in accordance with this clause.
 - (b) Where the member exercises a right to appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.
- (7) Where the Committee passes a resolution under sub-clause (5), the Membership Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
 - (a) setting out the resolution of the Committee and the grounds on which it is based;

- (b) stating that the member, or his representative, may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after the service of this notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Membership Secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.
- (8) At a meeting of the Committee held in accordance with the sub-clause (6) the Committee:
- (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member;
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (9) Where the Membership Secretary receives a notice under sub-clause (7), he or she shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the Membership Secretary received the notice.
- (10) At a general meeting of the Association convened under sub-clause (9)
- (a) no business other than the question of appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member, or his representative, shall be given an opportunity to be heard;
 - (d) the members present shall vote by secret ballot as to whether the resolution should be confirmed or revoked.
- (11) If at the general meeting:
- (a) two thirds of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed;
 - (b) in any other case the resolution is revoked.

18 Register of Members

The Membership Secretary shall hold and maintain a confidential Register of Members in which shall be entered the full name, address and date of entry of the name of each member and the Register shall be available, free of charge, for inspection by members upon request.

Disciplinary action

19 Grounds for taking disciplinary action

Disciplinary action against a member may be taken if it is determined that the member

- (1) has failed to comply with these rules.
- (2) refuses to support the purposes of the Association.
- (3) has engaged in conduct prejudicial to the Association.

20 Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take.
- (2) The members of the disciplinary subcommittee –
 - (a) may be Committee members, members of the Association or anyone else, but
 - (b) must not be biased against or in favour of, the member concerned.

21 Notice to member

- (1) Before any disciplinary action is taken against a member, the Secretary must give written notice to the member
 - (a) stating that the Association proposes to take disciplinary action against the member and stating the grounds for such action.
 - (b) specifying the date, place and time of the meeting at which the disciplinary action will be considered advising the member that he or she may do one or both of the following:
 - (i) attend the meeting and address the subcommittee at that meeting.
 - (ii) give a written statement to the subcommittee at any time before the meeting and
 - (c) setting out the member's appeal rights under Rule 23.
- (2) The notice must be given no earlier than 28 days and no later than 14 days before the disciplinary meeting is held.

22 Decision of subcommittee

- (1) At the disciplinary meeting, the subcommittee must –
 - (a) give the member an opportunity to be heard and
 - (b) consider any written statement submitted by the member.
- (2) Following the above action the subcommittee may-

- (a) take no further action against the member or
 - (b) reprimand the member or
 - (c) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
 - (4) The suspension of membership rights or expulsion of a member takes effect immediately after the vote is passed.

23 Appeal rights

- (1) A member whose membership rights have been suspended or who has been expelled may give notice that he or she wishes to appeal the decision.
- (2) The notice must be in writing and given-
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the member is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) A disciplinary appeal meeting must be convened by the committee not later than 21 days after such notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must-
 - (a) advise the date, time and place of meeting; and
 - (b) state the name of the person against whom the disciplinary action has been taken, the grounds for such action and whether the decision to suspend or expel the person should be upheld or revoked.

24 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting-
 - (a) no other business than the appeal may be conducted.
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for such action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) Each member present must then vote by secret ballot as to whether the decision to suspend or expel should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members vote in favour of the decision.

Grievance procedure

25 Application

- (1) The grievance procedure set out as follows applies to disputes under these rules between:
 - (a) a member and another member
 - (b) a member and the Committee

(c) a member and the Association.

- (2) A member must not initiate a grievance procedure in relation to any matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Parties must attempt to resolve the dispute

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

27 Appointment of mediator

- (1) If the parties are unable to resolve the dispute at the meeting, or if either party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (2) The mediator must be:
 - (a) a person chosen by mutual agreement of the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria. (Department of Justice)
- (3) A member of the Association can be a mediator.
- (4) The mediator cannot be a member who is party to the dispute.
- (5) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

28 Mediation process

- (1) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party, and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

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

PART 4 - MEETINGS OF MEMBERS

30 General meetings – Annual General Meetings

- (1) General meetings are held on the first Wednesday of each month, the dates Advertised in the Associations Newsletter.
- (2) The annual general meeting of the members shall be held on such day therein between the first day of April and the thirty first day of July as shall be fixed by the Committee for the following purpose:
 - (a) to receive the report of the Committee and audited statements of accounts for the preceding financial year in accordance with Part 7 of the Associations Incorporation Reform Act 2012
 - (b) to elect members of the Committee in place of those retiring.
 - (c) to elect an auditor or auditors for the ensuing year.
 - (d) for the transaction of any business of which at least 21 days notice been given to the Secretary.
 - (e) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (3) All annual general meetings and special general meetings of members shall be advertised by the Secretary giving at least 21 days notice of intention to hold such meeting by posting written notice of the date to all members at their address noted in the Register of Members.

31 Special General Meetings

- (1) If required by the Committee, or upon the requisition in writing of the President, or six members of the Committee, or ten members of the Association, the Secretary shall convene a special general meeting of members, the occasion for calling such meeting being stated in such requisition. Such requisition in writing must be signed by the members involved.
- (2) No business shall be transacted at such special general meeting excepting that for which it shall have been summoned and the confirmation of the minutes of any previous special meeting if any.

32 Special Resolutions

The notice of a proposed special resolution must set out the full details of the proposed special resolution, and be provided to members at least 21days in advance. The notice must also make it clear that the resolution is being proposed as a special resolution.

33 Quorum at general meetings

Not less than 15 members shall form a quorum at any annual or special general meeting. If a quorum does not assemble and proceed to business within half an hour of the time fixed for the meeting no election shall be made nor shall any business be done at the meeting.

34 Adjournment of general meeting

In such event, the meeting shall stand adjourned and there shall be another meeting at the same place and at the same time on the same day in the following week, and at this meeting any number of members exceeding 7 shall constitute a quorum.

35 Chairperson of meetings

At every general meeting the President, or in his or her absence, the First Vice President or in his or her absence, the Second Vice President shall preside as Chairperson, but if none of these office bearers is present, the members present shall choose one of their number to be Chairperson at that meeting.

36 Minutes of general meetings

A minutes book shall be kept in which shall be recorded minutes of all general meetings. Such minutes if purporting to be signed by the Chairperson of the meeting at which the proceedings were held, or by the Chairperson of the next succeeding general meeting, shall be evidence of the proceedings and such meeting shall be deemed to have been duly convened and held and the resolutions recorded in the minutes duly passed or otherwise as recorded. These minutes will be accessible to all members.

37 Voting at general meetings

- (1) A member who is not less than 18 years of age may vote in person at any meeting of members or any election by members.
- (2) Any such member shall be entitled to one vote only.
- (3) At all meetings of members, all questions shall be decided on a show of hands unless before or on the declaration of the result, a poll is demanded by at least 15 members present and qualified to vote, in which case it shall be decided on a poll.
- (4) A declaration by the Chairperson that a resolution has, on a show of hands, been carried or otherwise, and an entry to that effect recorded in the minutes of the meeting, shall be conclusive evidence of the fact; provided however that where a poll has been demanded by at least 15 members present and eligible to vote, then the resolution shall be determined by the result of such poll.

- (5) At all meetings of members, the Chairperson shall have a deliberative vote and in the event of a tied vote on any question shall have a casting vote also.
- (6) Votes whether by show of hands or by poll shall be made by financial members eligible to vote and present personally at the meeting or by proxy.

38 Proxy votes

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee has not approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under Rule 30 (2) must –
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

PART 5 - COMMITTEE OF MANAGEMENT

39 Role and powers

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

40 Composition of committee

The Committee shall consists of a maximum of 12 members comprising President, one or two Vice Presidents, Secretary, Treasurer and other members who shall hold office for 2 years after the date of their election at the annual general meeting. At each annual general meeting, one half of the members for the time being of the Committee shall retire from office.

41 General duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties-
 - (a) in good faith in the best interest of the Association; and
 - (b) for a proper purpose.
- (5) Committee members and former Committee members must not make improper use of –
 - (a) their position ; or
 - (b) information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

42 Eligibility to be a Committee member

- (1) A member may be elected to any elective office of the Association provided he or she is over the age of 18 years and at least 7 days before the day of the annual general meeting or such other day as is published under the authority of these rules, there has been delivered to the Secretary, a written nomination of such person to such office signed by at least one member as proposer and one member as seconder and also the written consent of such person to act in such office.
- (2) A retiring member of the Committee shall be eligible for re-election subject to holding current membership status.
- (3) Where more nominations than vacancies to be filled are received, a ballot shall be held at the annual general meeting.
- (4) The Committee shall at its first meeting after the annual general meeting in each year appoint from its members office bearers which shall consist of President, First Vice President, Second Vice President, Treasurer and Secretary.

- (5) The President, First Vice President, Second Vice President, Treasurer and Secretary shall hold office until the first meeting of the Committee after the next annual general meeting, when they shall be eligible for re-election if they are a member of the Committee.

43 Casual vacancy

In the event of any casual vacancy in the office of any elected member of the Committee, the remaining members of the Committee may select a member of the Association to fill the vacancy, and any member so appointed shall hold that position for the full duration of that vacancy.

44 Conflict of interest

- (1) No member of the Committee shall directly or indirectly supply goods or services to the Association where such goods or services can be satisfactorily obtained elsewhere.
- (2) A Committee member who has a material or personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee. The member must not be present while the matter is being considered at the meeting and must not vote on the matter.

45 Return of documents

All office holders, former office holders or members of the Association must return any documents belonging to the Association within 28 days if they cease to hold office or remain members of the Association.

46 Duties of office bearers

- (1) President and Vice President
The President or in the President's absence, the First Vice President or in his or her absence the Second Vice President is the Chairperson for any general meetings and for any Committee meetings.
- (2) If the President and Vice Presidents are all absent or unable to preside, the Chairperson of the meeting shall be –
 - (a) in the case of a general meeting – a member elected by the other members present; or
 - (b) in the case of a Committee meeting – a Committee member elected by the other Committee members present.
- (3) Secretary
 - (a) The Secretary shall record in proper form minutes of the proceedings, any resolutions of annual and general meetings, special meetings and other meetings of the Association and Committee meetings.
 - (b) The Secretary shall be responsible for dealing with correspondence of the Association and for proper custody of all books, documents and securities

of the Association in accordance with any direction given from time to time by the Committee.

- (c) The Secretary shall
 - (i) maintain the Register of Members in accordance with these Rules.
 - (ii) hold custody of the common seal (if any) of the Association.
 - (iii) provide members with access to the Register of Members, the minutes of general meetings and other books and documents.
- (d) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

(4) Treasurer

The Treasurer shall

- (a) be responsible for the receipt of all monies on account of the Association and the issue of official receipts. Such monies shall be deposited within 5 working days to the credit of the Association in such bank, as the Committee may from time to time determine. If not required for immediate use of the Association, such monies shall be deposited in any appropriate state of investment as authorised by Part 1 – Investments of the Trustee Act 1958 as amended.
- (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.
- (c) make any payments authorised by the Committee or by a general meeting from the Association's funds.
- (d) ensure cheques are signed by at least 2 Committee members.
- (e) ensure the financial records of the Association are kept in accordance with the Act.
- (f) co-ordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting.
- (g) ensure that at least one other Committee member has access to the accounts and financial records of the Association.

47 Conduct of ballot for election of Committee

- (1) Where a ballot must be held, such ballot shall be held at the annual general meeting.
- (2) The Chairperson shall announce the result of the ballot at the annual general meeting as soon as it is known.
- (3) The Chairperson shall appoint a Returning Officer, and shall make such other provision as is necessary for the orderly conduct of the ballot.
- (4) Upon the ballot being held each member qualified to vote shall record his vote in person.
- (5) A voter shall mark his ballot paper in such a way as to indicate the same number of candidates of his choice as there are vacancies to be filled.

- (6) Provided further that, where there are only two candidates, a ballot paper shall be valid if marked in any way which in the opinion of the Returning Officer indicates the voter's first preference only.
- (7) In the case of equality of votes between two candidates the Returning Officer shall decide by lot which candidate shall be declared elected.
- (8) The mode of conducting each election and method of counting the votes and ascertaining the result shall be in accordance with the provisions of the law for the time being regulating elections for the Legislative Assembly of the Parliament of Victoria, or for the Municipal Councils under the Local Government Act so far as they can be made applicable.
- (9) If any aggrieved member wishes to dispute the validity of any election, he shall, within 7 days after the declaration of the result of such election, give notice in writing to the Committee stating the grounds of his complaint. The Committee may thereupon either itself investigate the complaint or may appoint a subcommittee for this purpose. After hearing the complaint the Committee shall determine the matter and its decision thereon shall be final.

Meetings of Committee

48 Meetings of Committee

- (1) The Committee shall meet at least 5 times in each year at such time and place as the Committee may from time to time determine.
- (2) Special meetings of the Committee may be convened by the President or any 4 members of the Committee. Seven days notice shall be given to members of such meetings specifying the general nature of the business to be transacted, and no other business shall be transacted at such meetings.
- (3) Written notice of a special meeting shall be served on each member of the Committee by delivering it to him before the meeting or by posting it to him or her addressed to his or her usual or last known address in time to reach him or her prior to the meeting being held.

49 Quorum

At any meeting of the Committee, 4 of the members present shall form a quorum. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall be adjourned. In such case the Secretary shall convene another meeting to be held not more than 10 days later.

50 Voting

All questions arising at any Committee meeting shall be decided by a show of hands or, if demanded by 2 or more members, by ballot. Each member shall have one vote. The Chairperson shall have a deliberative vote and in the event of a tied vote on any question shall have a casting vote also.

51 Minutes of Committee meetings

Minutes shall be kept of the proceeding at all meetings of the Committee and made available to any member of the Association on request.

52 Vacancy on Committee

The office of a member of the Committee becomes vacant if the member:

- (1) ceases to be a member of the Association.
- (2) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code.
- (3) resigns his or her office by notice in writing given to the Secretary.
- (4) is absent for 3 consecutive meetings without acceptable reason or leave of absence, and every such vacancy shall be deemed a casual vacancy.

53 Removal of a Committee member

- (1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of his or her term of office and appoint another member in his or her place to hold office until the expiration of the term of the first mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or President may send a copy of representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

54 Appointment of subcommittee

- (1) The Committee may at any time appoint any subcommittee (consisting of members of the Association) they may think fit, and may prescribe the function of any such subcommittee. The Committee shall have power to co-opt persons to serve on any subcommittee in an advisory capacity only. No such co-opted member shall be entitled to vote.
- (2) The President shall be an ex-officio member of all subcommittees.

55 Reporting procedure

Subcommittee shall report to the Committee. Decisions of the subcommittee are not binding on the Committee.

PART 6 - FINANCE

56 Source of funds

The funds of the Association shall be derived from admittance charges, annual subscriptions, grants, donations, fundraising activities and such other sources as the Committee determines.

57 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange and other negotiable instruments must be signed by 2 Committee members.
- (5) All funds of the Association shall be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

58 Financial records

- (1) The Association shall keep financial records that –
 - (a) correctly record and explain its transactions, financial position and performance ; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain its financials record for 7 years after the transaction covered by the records are completed.
- (3) The Treasurer must keep in his or her custody or under his or her control-
 - (a) the financial records for the current financial year; and
 - (b) any other financial records authorised by the Committee.

59 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met. These requirements include –
 - (a) the preparation of financial statements.
 - (b) if required, the review or auditing of the financial statements.
 - (c) the certification of the financial statements by the Committee.

- (d) the submission of the financial statements to the annual general meeting of the Association.
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

60 Auditor

- (1) An auditor or auditors shall be appointed at the annual general meeting each year and shall hold office until the next annual general meeting. In the event of a casual vacancy in the office of Auditor, the Committee may temporarily appoint to such office a person qualified to hold the same; and the person so appointed may continue in office until immediately before the next annual general meeting.
- (2) The fees and expenses of the Auditor:
 - (a) in the case of an Auditor elected at an annual general meeting – shall be fixed by members at that meeting, or if not authorised by members at the last preceding annual general meeting, by the Committee.
 - (b) in the case of an Auditor appointed by the Committee – may be fixed by the Committee.

61 Auditing of accounts

- (1) The Association must, after the end of each financial year cause its accounts to be audited by:
 - (a) a registered company auditor; or
 - (b) a firm of registered company auditors; or
 - (c) a person who is a member of CPA Australia or the Institute of Chartered Accountants in Australia; or
 - (d) any other person approved by the Registrar as an auditor of the accounts of the incorporated association for the purpose of this section.
- (2) The elected Auditor shall provide assistant staff as is necessary.
- (3) An examination of the accounts and records shall be undertaken by the Auditor in the period April to June in each year, when he or she shall complete the audit programme relating to the financial year which expired on the thirty-first day of March immediately preceding.
- (4) The Auditor shall have access to the books and accounts of the Association at all times and shall make such reports as considered necessary to direct the Committee.
- (5) The Auditor may if he or she so desires, make a report direct to the members in general meeting and/or to the Registrar of Incorporated Associations on any other matter coming within the scope of his or her duties.

62 Annual return

The Secretary shall, within one month after each annual general meeting forward to the Registrar of Incorporated Associations

- (a) the Annual Report.
- (b) an audited statement of the financial affairs of the Association, including any trust of which the Association was a trustee during a period being the whole or any part of the last financial year.
- (c) a certificate signed by a person who attended the meeting being a member of the Committee to the effect that the statement has been submitted to the members at the annual general meeting of the Association.
- (d) a statement of the terms of any resolution passed at the annual general meeting concerning the statement.
- (e) the prescribed fee (if any).

PART 7 - GENERAL MATTERS

63 Auxiliaries

The Committee may promote the establishment of such auxiliaries as it deems expedient and may authorise the raising of funds by such auxiliaries for the purpose of the Association. Such authorisation, however, may be withdrawn for any good cause shown.

64 Common Seal

- (1) The common seal shall be kept in the custody of the Secretary.
- (2) A document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of 2 Committee members.

65 Registered address

The registered address of the Association is –

- (1) the address determined from time to time by resolution of the Committee, or
- (2) If the Committee has not determined an address to be the registered address – the postal address of the Secretary.

66 Custody and inspection of books and records

- (1) Members may on request inspect free of charge –
 - (a) the register of members
 - (b) minutes of general meetings

- (c) subject to subclause (2) below, the financial records, books, securities and any other relevant document of the Association including minutes of Committee meetings.
- (2) The Committee may at its discretion refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association,
- (3) The Committee must, on request, make copies of these rules available to members and applicants for membership free of charge.

67 Alteration of rules and statement of purposes

The clauses of this constitution including statement of purposes, may be amended at a general meeting of the Association, providing a quorum is present, by the affirmative vote of not less than three quarters of the members present and voting, notice of such proposed amendment(s) having been published to all members at least 21 days before such meeting.

Such amendments shall not take effect until approved by Consumer Affairs Victoria as being in compliance with requirements of the Association Incorporation Reform Act 2012 and includes any regulations made under that Act and subsequent amendments.

68 Winding up and dissolution

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or cancellation of the incorporation of the Association the surplus assets of the Association must not be distributed to any members or former member of the Association.
- (3) As the land and building which are occupied by the Doncaster Templestowe Historical Society are the property of the City of Manningham, all keys shall be collected and returned to the council offices.
- (4) Any surplus financial assets and the collection of artefacts shall be given to the City of Manningham so that it may continue to operate Schramm's Cottage Complex as an historical museum.
- (5) The members' library, along with the archive of documents and photographs shall be given to the Whitehorse Manningham Regional Library Corporation to supplement their existing local historical collection.