

MELBOURNE BLUES APPRECIATION SOCIETY

ABN 81 845 023 595

RULES 2015

TABLE OF PROVISIONS

| <i>Regulation</i> | <i>Page</i> |
|---|-------------|
| PART 1—PRELIMINARY | |
| 1 Name | 3 |
| 2 Constitution, Purposes | 3 |
| 3 Financial year | 3 |
| 4 Definitions | 3 |
| PART 2—POWERS OF ASSOCIATION | |
| 5 Powers of Association | 4 |
| 6 Not for profit organisation | 4 |
| PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES | |
| Division 1—Membership | |
| 7 Minimum number of members | 5 |
| 8 Who is eligible to be a member | 5 |
| 9 Application for membership | 5 |
| 10 New membership | 5 |
| 11 Annual subscription and fee on joining | 5 |
| 12 General rights of members | 5 |
| 13 Associate members | 6 |
| 14 Rights not transferable | 6 |
| 15 Ceasing membership | 6 |
| 16 Resigning as a member | 6 |
| 17 Register of members | 6 |
| Division 2—Disciplinary action | |
| 18 Grounds for taking disciplinary action | 7 |
| 19 Disciplinary subcommittee | 7 |
| 20 Notice to member | 7 |
| 21 Decision of subcommittee | 7 |
| 22 Appeal rights | 8 |
| 23 Conduct of disciplinary appeal meeting | 8 |
| Division 3—Grievance procedure | |
| 24 Application | 8 |
| 25 Parties must attempt to resolve the dispute | 8 |
| 26 Appointment of mediator | 9 |
| 27 Mediation process | 9 |
| 28 Failure to resolve dispute by mediation | 9 |
| PART 4—GENERAL MEETINGS OF THE ASSOCIATION | |
| 29 Annual general meetings | 9 |
| 30 Special general meetings | 10 |
| 31 Special general meeting held at request of members | 10 |
| 32 Notice of general meetings | 10 |
| 33 Proxies | 10 |
| 34 Use of technology | 11 |
| 35 Quorum at general meetings | 11 |
| 36 Adjournment of general meeting | 11 |
| 37 Voting at general meeting | 11 |
| 38 Special resolutions | 12 |
| 39 Determining whether resolution carried | 12 |
| 40 Minutes of general meeting | 12 |

| | | |
|--|---|----|
| PART 5—COMMITTEE | | |
| Division 1—Powers of Committee | | |
| 41 | Role and powers | 13 |
| 42 | Delegation | 14 |
| Division 2—Composition of Committee and duties of members | | |
| 43 | Composition of Committee | 14 |
| 44 | General Duties | 14 |
| 45 | President and Vice-President | 14 |
| 46 | Secretary | 15 |
| 47 | Treasurer | 15 |
| Division 3—Election of Committee members and tenure of office | | |
| 48 | Who is eligible to be a Committee member | 15 |
| 49 | Positions to be declared vacant | 15 |
| 50 | Nominations | 15 |
| 51 | Election of Executive positions | 16 |
| 52 | Election of ordinary members | 16 |
| 53 | Ballot | 16 |
| 54 | Term of office | 17 |
| 55 | Vacation of office | 17 |
| 56 | Filling casual vacancies | 17 |
| 57 | Office-Bearers And Governing Members | 17 |
| Division 4—Meetings of Committee | | |
| 58 | Meetings of Committee | 18 |
| 59 | Urgent meetings | 18 |
| 60 | Procedure and order of business | 18 |
| 61 | Quorum at Committee meetings | 18 |
| 62 | Use of electronic communications technology | 19 |
| 63 | Voting | 19 |
| 64 | Conflict of interest | 19 |
| 65 | Minutes of meeting | 20 |
| 66 | Leave of absence | 20 |
| PART 6—FINANCIAL MATTERS | | |
| 67 | Source of funds | 20 |
| 68 | Management of funds | 20 |
| 69 | Financial records | 20 |
| 70 | Financial statements | 21 |
| PART 7—GENERAL MATTERS | | |
| 71 | Common seal | 21 |
| 72 | Registered address | 21 |
| 73 | Notice requirements | 21 |
| 74 | Custody and inspection of books and records | 22 |
| 75 | Winding up and cancellation | 22 |
| 76 | Legal Capacity and Powers | 22 |
| 77 | Publication of Material | 22 |
| 78 | Alteration of Rules | 23 |
| PART 8 CLUB FUNCTIONS | | |
| 79 | Club Functions | 23 |
| PART 9 - OTHER ORGANISATIONS | | |
| 80 | Other Organisations | 23 |

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is “MELBOURNE BLUES APPRECIATION SOCIETY Incorporated” and referred to hereafter as “MBAS”. or the “ASSOCIATION”.

2 Constitution, Purposes

- (1) This Constitution rescinds and replaces any prior Constitution of the Association.
- (2) The Association may make amendments, additions, or deletions regarding the Constitution, in part or entirety, providing such changes are:
 - (a) lawful and comply with the Act and Regulations;
 - (b) decided by the Association only by Special Resolution as required by the Act; and
 - (c) lodged with, and approved by, the Registrar.
- (3) The Association may make, rescind, amend or introduce By-laws under this Constitution to:
 - (a) define, restrict or amplify any matters provided for in this Constitution; or
 - (b) make provision for any other matter at the discretion of the Association.
- (4) Bylaws must be:
 - (a) lawful and comply with the Constitution, Act and Regulations;
 - (b) decided by the Association only at a General Meeting of members; and
 - (c) recorded in a By-laws Register.
- (5) The Association must provide a copy of the Constitution and By-laws to any member:
 - (a) on written application to the Secretary; and
 - (b) payment of the relevant fee, if any.
- (6) The Constitution, including any copies, however made or recorded, remains the property of the Association and must not be used for any purpose except the business of the Association without the written permission of the Association.
- (7) The Association must review the Constitution five years after commencement of the Constitution and every five years thereafter.
- (8) To organise, facilitate and promote Blues music events wherever and as often is deemed necessary by the Committee.

3 Financial year

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

4 Definitions

In these Rules—

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

associate member means a member referred to in rule 14(1);

chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

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

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Association;

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

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

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

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS 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.
- (2) Without limiting subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
 - (j) To levy fees for membership or for any other purpose which is desirable in carrying out all or any of the objectives of the MBAS.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

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

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least five members.

8 Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

9 Application for membership

- (1) To apply to become a member of the Association, a person must submit an application form to a committee member stating that the person—
 - (a) wishes to become a member of the Association;
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) The application—
 - (a) must be signed by the applicant; and
 - (b) must be accompanied by the joining fee.

10 New membership

- (1) The Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members; and
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which the person pays the joining fee.

11 Annual subscription and fee on joining

- (1) At each Annual General Meeting, the Association must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Association may determine that a lower annual subscription is payable by associate members.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to the full annual subscription
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

12 General rights of members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
 - (b) to submit items of business for consideration at a general meeting;
 - (c) to attend and be heard at general meetings;
 - (d) to vote at a general meeting;
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75.
- (2) A member is entitled to vote if—
 - (a) the member is a financial 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) the member's membership rights are not suspended for any reason.

13 Associate members

- (1) Associate members of the Association include—
 - (a) any members under the age of 15 years;
 - (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.
 - (a) Nothing herein shall prevent the conferring by the Committee of Honorary Membership on any persons, private or public company, sponsor or affiliate . Such membership shall carry all the rights and privileges of financial members, excepting that honorary members shall not be permitted to vote or stand for Committee. Honorary membership shall be renewable annually and for sufficient cause may be cancelled at any time at the Committee's discretion.
 - (b) Life Membership shall be given to persons having served ten years on the committee and other persons as the Committee deems fit.

14 Rights not transferable

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

15 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
- (3) Any person ceasing membership from any cause, shall not be entitled to any portion of the property of the MBAS.

16 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than three months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a member.

17 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) e-contact details
 - (iv) the date of becoming a member;
 - (v) if the member is an associate member, a note to that effect;
 - (vi) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.

Division 2—Disciplinary action

18 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules;
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

19 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 against the member.
- (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.

20 Notice to member

- (1) Before 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
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (*the disciplinary meeting*); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting;
 - (e) 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.

21 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

22 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the 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) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

23 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted;
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person 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 voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

24 Application

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

25 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.

26 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within ten days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

27 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party 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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

28 Failure to resolve dispute by mediation

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

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

29 Annual General Meetings

- (1) The Committee must convene an Annual General Meeting of the Association to be held between 1st August and 30th August after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee;

- (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

30 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

31 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing;
 - (b) state the business to be considered at the meeting and any resolutions to be proposed;
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within three months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.

32 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting;
 - (b) indicate the general nature of each item of business to be considered at the meeting;If a special resolution is to be proposed, the notice must—
 - (a) state in full the proposed resolution;
 - (b) state the intention to propose the resolution as a special resolution; and
 - (c) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

33 Proxies

- (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 at 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 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 33 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 no later than 24 hours before the commencement of the meeting.

34 Use of electronic communications technology

- (1) A member not physically present at a committee or general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

35 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 5% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32— the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

36 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

37 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member (or bloc, eg: duo, trio, band) who is entitled to vote has one vote;
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

38 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

39 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—
 and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

40 Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting;
 - (b) proxy forms given to the Chairperson of the meeting under rule 34(6);
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii);
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

41 Role and powers

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

The following positions may be allocated as appropriate to members of the Committee: Assistant Secretary, Membership Officer, Social Secretary, Promotions Officer, Workshop Coordinator, Property Officer, Newsletter Editor and / or any other positions that are deemed necessary by the Committee. The roles and responsibilities of these positions will be determined by the Committee.

- (4) Any financial member of the MBAS shall be eligible for election to the Committee after having been a financial member for 12 months. Members shall be nominated and elected to the Committee.
- (5) The general management and administration of the affairs of the MBAS shall be vested in the Committee, and at any meeting of such Committee, four members shall form a quorum.
- (6) In particular, the Committee, shall have power:-
 - (a) To do all things necessary to provide for good management of the affairs of the MBAS;
 - (b) To make, amend and rescind by-laws and regulations as may be deemed necessary, subject to ratification by majority of a general meeting;
 - (c) The authorized expenditure of MBAS funds for any purpose in accordance with the objects of the MBAS;
 - (d) To instigate, control, superintend and manage any functions which may assist in furthering the objects of the MBAS;
 - (e) To impose levies and fees on members.
 - (f) To reprimand, suspend or expel members for breaches of the rules.
 - (g) To co-opt financial members to the Committee and such persons shall not have voting rights.
7. The Committee shall meet as often as it is deemed necessary and at least eight times per year The Committee may grant leave-of-absence to any of its Committee members provided that such leave-of-absence does not total more than thirteen (13) weeks in any one year. The Committee

shall appoint a financial member as a deputy replacement, as they deem fit for the period of absence.

42 Delegation

- (1) The Committee may delegate to a member of the Committee, or a subcommittee, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

43 Composition of Committee

The Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) up to ten ordinary members (if any) elected under rule 53.

44 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—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (4) 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.
- (5) 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.

45 President and Vice-President

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

- (b) in the case of a committee meeting—a committee member elected by the other committee members present.

46 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 18;
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
 - (c) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

47 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association
 - (b) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds;
 - (c) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (d) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (2) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office

48 Who is eligible to be a Committee member

A member is eligible to be elected or appointed as a committee member if the member—

- (a) is 18 years or over; and
- (b) is a financial member and is entitled to vote at a general meeting.

49 Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rule 51.

METHOD OF VOTING AT AN ELECTION

50 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

- (2) An eligible member (not associate or honorary) of the Association may -
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

51 Election of Executive positions

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new President takes over as Chairperson of the meeting.

52 Election of ordinary members

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

53 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote; and
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.

- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because two or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

54 Term of office

- (1) Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) An incumbent sitting committee member may be re-elected as president, vice president, secretary or treasurer for a maximum three consecutive terms.
- (3) The incumbent may nominate for an additional term in the same office(s) if no other nominations for the position have been received by the due date for nominations.
- (4) A former office bearer may re-nominate after one year as an ordinary committee member.
- (5) A general meeting of the Association may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (6) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

55 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend three consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

56 Filling casual vacancies

Should a vacancy or vacancies occur in the Committee between annual elections, the Committee shall have power to fill such vacancy or vacancies. The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member

- (a) ceases to be a member of the Association,
- (b) becomes an insolvent under administration within the meaning of the Corporation Law; or
- (c) resigns from office by notice in writing given to the secretary.

57 Office-Bearers and Governing Members

Duties

- (1) Office-bearers and governing members owe the Association:
 - (a) to act honestly and in good faith;
 - (b) to exercise reasonable care and diligence; and
 - (c) to act in the best interests of the Association as a whole, as office-bearers and governing members.
- (2) Office-bearers and governing members must not knowingly or recklessly make improper use of:
 - (a) their position, or
 - (b) information acquired by virtue of their position, so as to gain, directly or indirectly, any financial benefit or material advantage for themselves or any other person, or to cause a detriment to the Association.
- (3) Office-bearers and governing members must not behave in a racist, sexist or homophobic manner.
- (4) Indemnity

The Association indemnifies office-bearers, governing members and other members of Association bodies against any liability incurred in good faith by them in that capacity.

Division 4—Meetings of Committee

58 Meetings of Committee

- (1) All general meetings of the MBAS shall be held at such time and place as shall be determined by the resolution of the Committee.
- (2) The secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (3) Notice may be sent-
 - (i) by prepaid post to the address appearing in the register of members; or
 - (ii) if the member requests, by facsimile transmission or electronic transmission.
- (4) No business other than set out in the notice convening the meeting may be conducted at the meeting.
- (5) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

59 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

61 Quorum at committee meetings

- (1) No business may be conducted at a Committee meeting unless a quorum is present.

- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.
- (4) Annual General Meetings of members shall be held at any time between the 1st and 30th August in each year, and at a venue determined by the Committee. The form and business to be transacted thereat shall be decided upon by the Committee provided that, in all cases, a report of the year’s events and financial balance sheet will be presented at such meeting.
- (5) When deemed necessary, General Meetings may be postponed at a previous meeting or by request of a majority of Committee members, provided that such meetings may not be postponed by more than one month
- (6) Proxies

Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

62 Use of electronic communications technology

- (1) A member not physically present at a committee or general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 Voting

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

64 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

65 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

66 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding three months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

67 Source of funds

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

68 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by two committee members
- (5) All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt.
- (6) With the 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.
- 7) A right, privilege, or obligation of a person by reason of membership of the Association-
 - a) is not capable of being transferred or transmitted to another person; and
 - b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- 8) The annual subscription is the relevant amount set by the committee at the annual general meeting and is payable in advance for the next 12 months of membership where a member will be asked to renew his or her membership.

69 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.

- (2) The Association must retain the financial records for seven years after the transactions 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 as authorised by the Committee.
- (4) All property, real and personal, owned by the MBAS shall be vested in the Committee of the MBAS for the time being in office as Trustees of the MBAS. A property register shall be kept which shows details of the property held including a description of the property, the date of acquisition, the cost/value of the property, the source of the property and the current holder of the property.
- (5) Where possible, surplus moneys shall be used for the benefit of members in the form of upgrading, replacing damaged or purchasing of new equipment.
- (6) The financial year shall end on 30th June and the books are to be audited annually.

70 Financial statements

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

PART 7—GENERAL MATTERS

71 Common Seal

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

72 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address, the postal address of the Secretary.

73 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally;
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or

- (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to a member of the Committee;
 - (b) by sending the notice by post to the registered address;
 - (c) by leaving the notice at the registered address;
 - (d) if the Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

74 Custody and inspection of books and records

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

75 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

76 Legal Capacity and Powers

- (1) The Association has the legal capacity of an incorporated body, as provided by section 14(2) of the Associations Act.
- (2) The Association has power to do all things incidental or conducive to the attainment of its purpose, as provided by section 16 of the Associations Act.
- (3) The Association may only:
 - (a) exercise its powers; and
 - (b) use its income and assets (including any surplus); for its purpose.

77 Publication of Material

- (1) All persons producing material for the Association publications must ensure that the material is not:

- (a) defamatory, or
 - (b) racist, sexist or homophobic, or otherwise in breach of the Victorian Equal Opportunity Act.
- (2) The Editor/Secretary or nominee:
- (a) is entitled to have access to all material prior to publication; and
 - (b) may on legal advice stop publication of the material.
- (3) In any legal action against the Association, the Association reserves the right to join any office-bearer or other person responsible for the publication or production of the material the subject of the action.

78 Alteration of Rules

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

The Committee shall accept votes in writing relating to constitutional matters.

All members of the MBAS shall be notified by mail/email at least two weeks in advance of general meetings where matters affecting the Constitution shall be discussed.

In the event of cessation of activities of the MBAS, the President shall convene a special General Meeting of all members of the MBAS not less than six months from the date of cessation of activities. The business discussed at such meeting shall be the future of the MBAS. Should the meeting decide to wind-up the MBAS, any funds shall be immediately devoted to the promotion of objects similar to those of the MBAS.

PART 8—CLUB FUNCTIONS

79 The Committee shall organize and manage functions in suitable premises, open to financial members and visitors. The admission fee or payment arrangements to such functions are to be decided upon from time to time by the Committee.

Committee members and/or members shall be admitted free to club functions, excluding special functions, if they are involved in the running or organization of the function concerned. Special functions are those that are designated to be such by the Committee.

PART 9—OTHER ORGANISATIONS

80 The MBAS may subscribe to, and become associated or affiliated with, any other bodies, the objects of which are kindred to the objects of the MBAS.

No association or individual shall have any proprietary right or interest to any of the funds or property of the MBAS.