

**MODEL RULES FOR AN INCORPORATED ASSOCIATION RULES OF SWAN HILL INC.**

**NAME**

1. The name of the incorporated association is ~~SWAN HILL PROMOTION & DEVELOPMENT ASSOCIATION INCORPORATED~~ "Swan Hill Incorporated"<sup>(1)</sup> (in these rules called "the Association").

**PURPOSE**

- 1A. (1) The purpose of the Association is to market and promote the Swan Hill region as a place to live, work, invest, visit, shop and enjoy.
- (2) The Association will achieve its purpose through strategies such as:
- (a) increasing visitation to the region;
  - (b) promoting shopping locally;
  - (c) engaging with and advocating on behalf of its business members; and
  - (d) providing support and direction to them.

**INTERPRETATION**

2. (1) In these rules, unless the contrary intention appears:—
- "Board of Management" means the Board of Management elected or appointed pursuant to these rules.
- "Financial year" means the year ending on 30 June.
- "General Meeting" means a general meeting of members convened in accordance with Rule 11.
- "Member" means a member of the Association.
- "Ordinary Member of the Board of Management" means a member of the Board of Management who is not an officer of the Association under Rule 21.
- "Person" includes corporation.
- "The Act" means the Associations Incorporation Reform Act ~~1981~~2012.
- "The Regulations" means regulations under the Act.
- "Special Rate" means the special rate levied by Swan Hill Rural City Council ~~as declared on the 14 May 2002~~ on businesses for the purpose of marketing and promoting the Swan Hill region.
- "In writing" and "written" include emails and other written communications in electronic form.

<sup>(1)</sup> An incorporated association must have the word "Incorporated" as the last word in its name.

~~{2}~~—In these Rules, a reference to the secretary of an Association is a reference:—

- ~~(a)~~—where a person holds office under these Rules as secretary of the Association—to that person; and
- ~~(b)~~—in any other case, to the public officer of the Association.

~~{3}~~(2) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the ~~Acts Interpretation Act 1958~~Interpretation of Legislation Act 1984 and the Act as in force from time to time.

#### APPLICATION FOR MEMBERSHIP

3. (1) (a) All persons ~~and/or corporations~~ who are occupiers of rateable properties subject to the special rate (in this rule 3, “occupiers”) shall be eligible to be members of the association.
- (b) A person ~~and/or corporation~~ who is not eligible to be a member under rule 3(1)(a) hereof may be admitted to membership on payment of the annual subscription payable pursuant to rule 4(2) of these rules.

(1A) An occupier may become a member of the Association by notifying the Association in writing in the form prescribed by the Board of Management of their wish to do so.

- (2) (a) A person who is not ~~a member of the Association at the time of the incorporation of the Association (or who was such a member at the time but has ceased to be a member)~~ an occupier shall not be admitted to membership:—

~~{a}~~(i) unless he is nominated as provided in ~~sub-clause {3}~~rule 3(2)(b); and

~~{b}~~(ii) his admission as a member is approved by the Board of Management.

~~{3}~~(b) A nomination of a person who is not an occupier for membership of the Association:—

~~{a}~~(i) shall be made in writing in the form set out in Appendix 1; and

~~{b}~~(ii) shall be lodged with the secretary of the Association.

~~{4}~~(c) As soon as is practicable after the receipt of a nomination, the secretary shall refer the nomination to the Board of Management.

~~{5}~~(d) Upon a nomination being referred to the Board of Management, the Board of Management shall determine whether to approve or to reject the nomination.

~~{6}~~(e) Upon a nomination being approved by the Board of Management, ~~the Secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the association and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the entrance fee and the first year’s annual subscription and payment of the subscription under rule 4(2), the nominee becomes a member of the Association.~~

~~{7}~~(3) The secretary shall, ~~upon payment of the amounts referred to in sub-clause {6} within the period referred to in that sub-clause,~~ enter the nominee’s names of all members under rules 3(1A) and 3(2)(e) in the register of members kept by him ~~and, upon the name being so entered, the nominee becomes a member of the association.~~

~~(8)~~(4) A right, privilege, or obligation of a person by reason of his membership of the association:—

- (a) is not capable of being transferred or transmitted to another person;
- (b) terminates upon the cessation of his membership ~~whether by death or resignation or otherwise.~~

#### **CESSATION OF MEMBERSHIP**

3A. (1) A member ceases to be a member if they die, resign or are expelled.

(2) A member who ceases to be an occupier under rule 3(1A) ceases to be a member unless they become a member under rule 3(2).

(3) A member whose subscription under rule 4(2) is more than 12 months overdue ceases to be a member.

#### **ANNUAL SUBSCRIPTION**

- 4. (1) The annual subscription for the members under rule 3(1)(a) of these rules shall be the payment of the special rate in accordance with the Local Government Act.
- (2) The annual subscription for members admitted under rule 3(1)(b) shall be fixed in accordance with the provision of Appendix 3.
- (3) The subscription pursuant to 4(2) shall be due and payable of the 30th of September of each year.
- (4) Except for the subscription, there are no entrance fees or other amounts to be paid in respect of membership of the Association.

#### **REGISTER OF MEMBER**

- 5. The secretary shall keep and maintain a 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 for inspection by members at the address of the ~~Public Officer~~secretary.

#### **RESIGNATION AND EXPULSION OF MEMBER**

- 6. (1) A member of the Association who has paid all moneys 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 the expiration of that period of notice, the member shall cease to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the 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.

7. (1) Subject to these rules, the Board of Management may by resolution:–
- (a) expel a member from the Association;
  - (b) suspend a member from membership of the Association for a specified period; or
  - (c) fine a member in accordance with the Regulations<sup>(2)</sup>;
- if the Board of Management 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 a member or prejudicial to the interests of the Association.
- (2) A resolution of the Board of Management under sub-clause (1): –
- (a) does not take effect unless the Board of Management, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
  - (b) where the member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) Where the Board of Management passes a resolution under sub-clause (1), the secretary shall, as soon as practicable cause to be served on the member a notice in writing: –
- (a) setting out the resolution of the Board of Management and the grounds on which it is based;
  - (b) stating that the member may address the Board of Management at a meeting to be held not earlier than 14 and not later than 28 days after service of the 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 Board of Management 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 secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.
- (4) At a meeting of the Board of Management held in accordance with sub-clause (2), the Board of Management:–
- (a) Shall give to the member an opportunity to be heard
  - (b) Shall give due consideration to any written statement submitted by the member; and
  - (c) Shall by resolution determine whether to confirm or to revoke the resolution.

<sup>(2)</sup> The Regulations provide that the Board of Management of an incorporated association may impose a fine not exceeding ~~\$20.00~~\$500 on a member who commits a breach of the rules of the incorporated association.

- (5) Where the secretary receives a notice under sub-clause (3), he shall notify the Board of Management and the Board of Management shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- (6) At a general meeting of the Association convened under sub-clause (5):—
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Board of Management may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting:—
  - (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed, and
  - (b) in any other case, the resolution is revoked.

#### **ANNUAL GENERAL MEETING**

8. (1) The Association shall in each calendar year convene an annual general meeting of its members.<sup>(3)</sup>
- (2) The annual general meeting shall be held on such day as the Board of Management determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:—
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the Board of Management reports upon the transactions of the Association during the last preceding financial year;
  - (c) to elect officers of the Association and the ordinary members of the Board of Management; and
  - (d) to receive and consider the statement submitted by the Association in accordance with ~~section 30(3) of~~ the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (6) The annual general meeting shall be in addition to any other general meeting that may be held in the same year.

#### **SPECIAL GENERAL MEETING**

9. All general meetings other than the annual general meeting shall be called special general meetings.

<sup>(3)</sup> Section 30 of the Act provides that an incorporated association shall, at least once in each calendar year, convene a general meeting to be called an annual general meeting.

10. (1) The Board of Management may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Board of Management shall, on the requisition in writing of members representing not less than 5%-10% of the total number of members, convene a special general meeting of the Association.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (4) If the Board of Management does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meeting are convened by the Board of Management and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

#### NOTICE OF MEETING

11. (1) The secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association, either by email to the address given by the member or by prepaid post to at his address appearing in the register of members, a notice ~~by pre-paid post~~ stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (1A) Despite sub-clause (1), if a special resolution is to be proposed at a general meeting:
- (a) at least 21 days' notice must be given, otherwise in accordance with sub-clause (1);
- (b) the notice must:
- (i) state in full the special resolution;
- (ii) state the intention to propose the resolution as a special resolution; and
- (c) the special resolution is only passed if not less than three-quarters of the members voting at the meeting (whether in person or by proxy), vote in favour.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of the business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

## PROCEEDINGS AT MEETINGS

12. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) 5 members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon that requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.
13. (1) The Chairman shall preside as Chairman at each general meeting of the Association.
- (2) If the Chairman is absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
14. (1) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
16. (1) (a) Upon any question arising at a general meeting of the Association, a member has only one vote.
- (b) ~~That for~~For the purposes of any vote a partnership or corporation shall be considered to be one entity and be the member, and shall be entitled to one vote only.
- (2) All votes shall be given personally or by proxy.



- (3) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 17. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 18. A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 19. (1) Each member shall be entitled to appoint another member as his 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.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2.

#### **COMMITTEE BOARD OF MANAGEMENT**

- 20. (1) The affairs of the Association shall be managed by a Board of Management constituted as provided in Rule 21 and Rule 22.
- (2) The Board of Management:–
  - (a) shall control and manage the business and affairs of the Association.
  - (b) May, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
  - (c) Subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board of Management to be essential for the proper management of the business and affairs of the Association.
- 21. (1) The officers of the Association shall be:–
  - (a) A Chairman elected by the members at the AGM in each even year.
  - (b) A Vice Chairman appointed by the Board of Management from amongst the ordinary members of the Board of Management at the first Board meeting after the AGM each year.
- (2) The provisions of Rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- (3) ~~Each officer of the Association shall hold office for a period of two years from the date of appointment.~~
  - (a) The Chairman shall hold office until the 2nd Annual General Meeting after the date of his/her election, but is eligible for re-election.



(b) The Vice Chairman shall hold office until the 1st Annual General Meeting after the date of his/her appointment, but is eligible for re-appointment.

(c) A Vice Chairman who is not re-appointed as Vice Chairman in accordance with Rule 21(1)(b) and who was elected as an ordinary member of the Board of Management at the Annual General Meeting in the previous year resumes office as an ordinary member of the Board of Management until the 2nd Annual General Meeting after the date of his/her election as an ordinary member of the Board of Management.

- (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Board of Management may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.
22. (1) ~~Subject to section 23 of the Act the~~The Board of Management shall consist of:—
- (a) The Chairman of the association
  - (b) The Vice Chairman of the Association
  - (c) Six ~~members of the Association~~ordinary members of the Board of Management
  - (d) A representative nominated by the Swan Hill Rural City Council
- (2) (a) Each Board member elected in accordance with Rule 22(1)(c) shall ~~subject to subrule (2)(b) hereof~~ hold office ~~for a period of 2 years or~~ until the 2nd Annual General Meeting after the date of his/her election but is eligible for re-election.
- (b) (i) ~~Save for 2014/2015 year when 3 existing Members of the Board still have 12 months until his/her next election~~ 3 Board Members nominated for the positions pursuant to rule 22(1)(c) shall be elected at the AGM ~~of in~~ each even year.
- (ii) 4 Board Members nominated for the positions pursuant to rule 22(1)(c) shall be elected at the AGM ~~of in~~ each odd year.
- (c) The Board Member nominated pursuant to rule 22(1)(d) shall hold office for so long as the Council shall nominate.

(2A) All Board members must be members of the Association.

- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Board of Management, the Board of Management may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his appointment.

#### **ELECTION OF OFFICERS AND VACANCY**

23. (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Board of Management:—
- (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) shall be delivered to the secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

- (2) If insufficient nominations are received to fill all vacancies on the Board of Management, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
  - (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
  - (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
  - (5) The ballot for the election of officers and ordinary members of the Board of Management shall be conducted at the annual general meeting in such usual and proper manner as the Board of Management may direct.
  - (6) A nomination of a candidate for election under this clause is not valid if the candidate has been nominated for another office for election at the same election.
24. For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Board of Management 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 ~~Companies- (Victoria) Code~~Corporations Act 2001; or
  - (c) resigns his office by notice in writing given to the secretary.

#### **PROCEEDINGS OF BOARD OF MANAGEMENT**

25. (1) The Board of Management shall meet at least 6 times in each year at such place and such times as the Board of Management may determine.
- (2) Special meetings of the Board of Management may be convened by the Chairman or by any 4 of the members of the Board of Management.
- (3) Notice shall be given to members of the Board of Management of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any 4 members of the Board of Management constitute a quorum for the transaction of the business of a meeting of the Board of Management.
- (5) 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 stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Board of Management:—
- (a) the Chairman shall preside; or
  - (b) if the Chairman is absent, such one of the remaining members of the Board of Management as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

- (8) Each member present at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each Board of Management meeting shall be served on each member of the Board of Management by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.
- (10) Subject to sub-clause (4) the Board of Management may act notwithstanding any vacancy on the Board of Management.

#### **SECRETARY MINUTES**

- 26. (1) A-The secretary or another person nominated by the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Board of Management meeting in books provided for that purpose together with a record of the names of persons present at Board of Management meetings.

(2) The Association must give a member a copy of:

(a) the minutes of general meetings,

(b) the rules of the Association,

within 14 days of request.

#### **TREASURER**

- 27. (1) A person nominated by the Association:–
  - (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) shall 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.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

#### **REMOVAL OF MEMBER OF BOARD OF MANAGEMENT**

- 28. (1) The Association in general meeting may by resolution remove any member of the Board of Management before the expiration of his term of office and appoint another member in his stead 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 Chairman of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the secretary or the Chairman may send a copy of the 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.

## **MANAGEMENT OF FUNDS AND CHEQUES**

29. (1) All payments must be authorised in writing by two members of the Board of Management.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Board of Management.

## **SEAL**

30. (1) The Common Seal of the Association shall be kept in the custody of the secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Board of Management and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board of Management or of one member of the Board of Management and of the ~~Public Officer~~secretary of the Association.

## **ALTERATION OF RULES AND STATEMENT OF PURPOSES**

31. ~~These The~~ rules ~~and the statement of purposes~~ of the Association shall not be altered except in accordance with the Act.<sup>(4)</sup>

## **NOTICES**

32. (1) A notice may be served by or on behalf of the Association upon any member (including a Board member) either personally, by email to the address given by the member, or by sending it by post to the member at his address shown in the Register of Members.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- (3) Where an email is sent to the address given by a member, it is taken to have been received by the member the following day.

## **WINDING UP OR CANCELLATION**

33. In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.<sup>(5)</sup>

## **CUSTODY OF RECORDS**

34. Except as otherwise provided in these Rules, the secretary shall keep in his custody or under his control all books, documents and securities of the Association.

<sup>(4)</sup> Section 22 of the Act provides that an incorporated association may, by special resolution, alter its statement of purposes or its rules. Section 29 of the Act defines a special resolution.

<sup>(5)</sup> See Part ~~VIII~~10 of the Act for Winding Up and Cancellation.

## **FUNDS**

35. The funds of the Association shall be derived from entrance fees, grants, annual subscriptions, fund-raising, donations and such other sources as the Board of Management determines.

## **SECRETARY**

36. (1) The Board of Management must appoint a secretary of the Association as required by the Act.
- (2) The Board of Management may remove the secretary at any time.
- (3) The Board of Management must fill any vacancy in the position of secretary within 14 days.
- (4) The secretary must notify the Registrar within 14 days after being appointed.

## **REGISTERED ADDRESS**

37. The registered address of the Association is:–
- (a) the address determined from time to time by resolution of the Board of Management;  
or
- (b) if the Board of Management has not determined an address to be the registered address – the postal address of the secretary.

## **GRIEVANCE PROCEDURE**

38. (1) The grievance procedure set out in this clause applies to disputes under these Rules between:–
- (a) a member and another member;
- (b) a member and the Board of Management;
- (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 the disciplinary procedure in clause 7 until the disciplinary procedure has been completed.
- (3) 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.
- (4) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub-clause (3), the parties must within 10 days:–
- (a) notify the Board of Management 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.

- (5) 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 Board of Management; or
    - (ii) if the dispute is between a member and the Board of Management or the Association – a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (6) A mediator appointed by the Board of Management 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.
- (7) 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.
- (8) The mediator must not determine the dispute.
- (9) 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.

## Appendix 1

Application for membership of .....  
(Name of the association)

I, .....  
(Full name of applicant)

of .....  
(Address)

..... desire to become a member of  
(Occupation)

.....  
(Name of the association)

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....  
Signature of Applicant

Date .....

I, ....., a member of the Association  
(Name)

nominate the applicant, who is personally known to me, for membership of the Association.

.....  
Signature of Proposer

Date .....

I, ....., a member of the Association  
(Name)

second the nomination of the applicant, who is personally known to me, for membership of the Association.

.....  
Signature of Secunder

Date .....



## Appendix 2

### FORM OF APPOINTMENT OF PROXY

I, .....  
of .....  
being a member of .....  
(Name of Incorporated Association)

hereby appoint .....  
of .....  
being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the  
general meeting of the Association (annual general meeting or special general meeting, as the case  
may be) to be held on the ..... day of ..... 19.....  
and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert  
details).

Signed .....

the ..... day of ..... 19.....

### **Appendix 3**

The annual subscription for members admitted under rule 3(1)(b) shall be as follows:

- 3.1 Businesses located in Victoria
  - (a) Businesses operating as sole traders, partnerships or corporations with no employees, a fee of \$50.
  - (b) Businesses employing less than 5 employees, a fee of \$100.
  - (c) Businesses employing 5 or more employees, a fee of \$250.
- 3.2 Businesses located in New South Wales operating from business premises.
  - (a) For businesses whose property unimproved land value is less than \$50,000 the subscription shall be equal to 1.5% of the unimproved value,
  - (b) For businesses whose property unimproved land value is more than \$50,000 the subscription shall be equal to 3% of the unimproved value to the maximum of \$5000.
- 3.3 For businesses in New South Wales who do not own business property, the subscription shall be as set out in Appendix 3.1