



Inverloch Historical Society Inc

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DOCUMENT HISTORY—

- Version 1.0 (14 Oct 2018) distributed to committee members for consideration - October 2018
- Version 1.0 (14 Oct 2018) reviewed & amended by I.H.S. Committee on 15 January 2019
- Version 2.0 (22 Jan 2019) incorporates amendments agreed by I.H.S. Committee on 15 January 2019
- Version 2.0 (22 Jan 2019) reviewed and approved by I.H.S. Committee on 19 February 2019
- Version 2.0 (22 Jan 2019) distributed for determination at the 27 March 2019 general meetings

This set of “rules” is proposed by the Committee for adoption by members to replace the “constitution” adopted in 2007. Once approved by the Society’s members, the draft rules will be submitted to the Registrar of Incorporated Associations for approval.

Printed copies of this document will be distributed to members at the general meeting on 27 February 2019.

Members who are unable to attend the 27 February general meeting, who wish to receive a printed copy, should contact the Secretary Lynn Kirk by phone on 5674 1386 or to email secretary@inverlochhistory.com.

Notice of Motion to be Considered at the General Meeting of I.H.S. on 27 March 2019

That these rules be adopted by Inverloch Historical Society to come into operation on the date approved by the Registrar of Incorporated Associations. Moved by Lynn Kirk (Secretary), seconded by John Hutchinson (President).

Draft Rules

The persons who from time to time are members of Inverloch Historical Society are an incorporated association by the name given in rule 1 of these Rules. Under Section 46 of the *Associations Incorporation Reform Act 2012*, these Rules are taken to constitute the terms of a contract between the Society and its members.

PART 1—PRELIMINARY

1. Name

The name of the incorporated Society is "Inverloch Historical Society Incorporated".

Note: Under s.23 of the Act, the name of the Society and its registration number must appear on all of its business documents.

2. Purposes

The purposes of the Society are—

- (a) to promote among members and the wider public, an interest in and understanding of Inverloch's heritage, including its indigenous heritage;
- (b) to establish and maintain a library, archive and museum collection, with the objective of compiling, presenting and making accessible, authentic records relating to Inverloch;
- (c) to expand our collections through purchase, donation, borrowings or other means deemed suitable by the Society's committee;
- (d) to preserve items in the Society's collection including books, manuscripts, maps, newspapers, records, prints, photographs, drawings, slides, relics and all such objects and materials that are considered to have a bearing on the history and development of Inverloch;
- (e) to undertake historical research into places, persons, organisations, sites, buildings and objects of historical importance to Inverloch;
- (f) to support the sharing of Inverloch's history through exhibitions, displays, lectures, conferences, publications, radio broadcasts, excursions, online platforms, merchandise and any other means deemed suitable by the committee;
- (g) to assist other historical societies in Bass Coast Shire and Victoria to work for mutual benefit and the wider community by participating in regional network meetings and events;
- (h) to publish the results of historical research and investigations, together with oral history, in a variety of media including printed material and all types of digital platforms;
- (i) to help, and use influence where applicable, to encourage the preservation of places of historical interest, including but not limited to houses, buildings and cemeteries.

3. Financial Year

The financial year of the Society is each period of 12 months ending on 30 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);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 33;

Committee means the Committee having the management of the business of the Society;

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 Part 5;

disciplinary appeal meeting means a meeting of the members of the Society convened under rule 63(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 62;

disciplinary subcommittee means the subcommittee appointed under rule 60;

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

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

historical merchandise means goods, including but not limited to books and photographs, produced by

the Society to further its purposes by promoting awareness of, and building knowledge about, the history of Inverloch;

Inverloch means the township of Inverloch and its surrounding district;

member means a member of the Society;

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

Society means Inverloch Historical Society Incorporated;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting to vote in favour of the resolution, for example, to remove a committee member from office, or to alter these Rules, or to wind up the Society;

the Act means the *Associations Incorporation Reform Act 2012* and includes 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 Society has the power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule 5.1, the Society 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.
- (3) The Society may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not-For-Profit Organisation

- (1) The Society must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule 6.1 does not prevent the Society 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

7. Minimum Number of Members

The Society must have at least ten members.

8. Who is Eligible to be a Member

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

9. Application for Membership

- (1) To apply to become a member of the Society, a person must submit a completed “Application for Membership” form to a committee member stating that the person—
 - (a) wishes to become a member of the Society; and
 - (b) supports the purposes of the Society; and
 - (c) agrees to comply with these Rules.
- (2) The “Application for Membership” form must be signed by the applicant.

10. Consideration of Application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return to the applicant, any money accompanying the

application.

- (4) No reason need be given for rejecting an application.

11. New Membership

- (1) If an application for membership is approved by the Committee—
 - (a) the resolution to accept the member must be recorded in the minutes of the committee meeting; and
 - (b) 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.
- (2) A person becomes a member of the Society and, subject to subrule 13.2, is entitled to exercise his or her rights of membership from the date, whichever is later, on which—
 - (a) the Committee approves the person's membership; or
 - (b) the person pays the annual membership subscription.

12. Annual Membership Subscription

- (1) At each annual general meeting, the Society must determine—
 - (a) the amount of the annual subscription to be levied for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The rights of a member (including the right to vote) who has not paid the annual membership subscription by the due date are suspended until the subscription is paid.

13. General Rights of Members

- (1) A member of the Society who is entitled to vote has the right to—
 - (a) receive notice of general meetings and proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) submit items of business for consideration at a general meeting; and
 - (c) attend, be heard and vote at general meetings; and
 - (d) have access to the minutes of general meetings and other documents of the Society as provided under rule 72; and
 - (e) inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) more than 10 business days have passed since he or she became a member of the Society; and
 - (b) the member's membership rights are not suspended for any reason.

14. Patron of the Society

- (1) To be eligible for nomination as Patron a member must, as a minimum:
 - (a) have been a member of the Society for at least ten years; and
 - (b) have served as a committee member for a total of five or more years.
- (2) Appointment of a member as Patron requires:
 - (a) a nomination in writing by a member or committee member; and
 - (b) a unanimous vote of support by the committee at a committee meeting; and
 - (c) seventy-five per cent of members present to vote in favour of the nomination at a general meeting; and
 - (d) acceptance by the nominee.
- (3) The nomination at a general meeting must be in writing and state reasons in support of the candidate's nomination.
- (4) The nominee becomes Patron on the day he or she are elected and accepts election.
- (5) The Patron is exempt from annual membership subscriptions.
- (6) The Patron is a member of the committee for life unless they resign from the committee, or have been absent from committee meetings for six months without apology.
- (7) There can be no more than one active Patron of the Society at any time.
- (8) Where a Patron is no longer able to actively participate in Society activities, another Patron may be appointed.

15. Life Members

- (1) The committee may elect members to the class of Life Member of the Society.
- (2) Not more than one Life Member may be elected in any one financial year.
- (3) To be eligible for nomination as Life Member, a member must:
 - (a) have been a member for at least five years; and

- (b) have served as a committee member for a total of not less than five years; and
 - (c) made a significant contribution towards the Society's principal purposes and aim.
- (4) A member may be nominated as a candidate for life membership by a member or a committee member.
 - (5) Life members are exempt from annual subscriptions.
 - (6) There can be no more than four actively participating life members of the Society at any time.
 - (7) If a life member is no longer able to actively participate in the Society, another life member may be appointed.

16. Rights Not Transferable

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

17. 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 Society, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

18. Resigning as a Member

- (1) A member may resign by notice in writing given to a committee member or mailed to the Society.
- (2) A member is taken to have resigned if the member's annual subscription is more than 12 months in arrears.

19. 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) the date of becoming a member;
 - (iv) the member's email address (if any);
 - (v) the member's telephone number;
 - (vi) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note: Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the register of members.

PART 4—GENERAL MEETINGS

20. Annual General Meetings

- (1) The committee must convene an annual general meeting of the Society to be held within four months after the end of each financial year.
- (2) The committee may determine the date, time and place of the annual general meeting.
- (3) 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 Society during the preceding financial year; and
 - (ii) the financial statements of the Society 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 membership subscription.
- (4) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

21. 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 21.2 by at least ten per cent of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and

- (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (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 30 days after the date on which the request is made, the members making the request (or any of them) may convene the meeting.
 - (4) A special general meeting convened by members under subrule 21.3—
 - (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.
 - (5) The Society must reimburse all reasonable expenses incurred by the members convening a special general meeting under rule 21(3).

22. Notice of General Meetings and Special General Meetings

- (1) The Secretary (or, in the case of a Special General Meeting convened under rule 21(3), the members convening the meeting) must give to each member of the Society—
 - (a) at least 14 days' notice of a General Meeting ; or
 - (b) at least 21 days' notice if a special resolution is to be proposed at a General Meeting.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) in the case of a Special General Meeting, indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution.
- (3) This rule does not apply to a Disciplinary Appeal Meeting.

23. Use of Technology

- (1) A member not physically present at a 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 rule 23(1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (3) Subrules (1) and (2) are subject to the reasonable availability of suitable technology.

24. Quorum at General Meetings

- (1) No business requiring a vote of the members may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the physical presence of twenty per cent of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified starting time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 21 the meeting must be dissolved, and the business that was to have been considered at the meeting is taken to have been dealt with;
 - (b) in any other case—
 - (i) the meeting must be adjourned to a date not later than the date of the next scheduled monthly general meeting; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting.

25. Voting at General Meetings

- (1) On any question arising at a general meeting—
 - (a) subject to rule 25(4), each member who is entitled to vote has one vote; and
 - (b) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally, the Chairperson of the meeting has the option of 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 64.

26. Special Resolutions

A special resolution is passed if not less than three-quarters of the members voting at a general meeting) vote in favour of the resolution.

Note: In addition to certain matters specified in the Act, a special resolution is required— (a) to remove a committee member from office; (b) to alter these Rules, including changing the name or any of the purposes of the Association.

27. Determining Whether a Resolution is Carried

- (1) Subject to rule 27(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) lost—and an entry to that effect in the minutes of the meeting is conclusive evidence 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; 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.

28. Minutes of General Meetings

- (1) The Committee must ensure that minutes of each general meeting are taken and kept.
- (2) The minutes must record the names of the members attending, 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; and
 - (b) the financial statements submitted to the members in accordance with rule 20(3)(b)(ii); and
 - (c) 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 Society; and
 - (d) any report of a review accompanying the financial statements that are required under the Act.

PART 5 — THE COMMITTEE AND ELECTION OF THE COMMITTEE

29. Role and Powers of Committee

- (1) The business of the Society must be managed by, or under the direction of, a committee.
- (2) The committee may exercise all the powers of the Society except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Society.
- (3) The committee may—
 - (a) appoint and remove staff;
 - (b) establish sub-committees consisting of members with terms of reference it considers appropriate.

30. Delegation

- (1) The committee may delegate to a member of the committee, a sub-committee or employee, 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.

31. Composition of the Committee

The Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) ordinary members (if any) elected under rule 40 .

32. 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 Society complies with the Act and that individual members of the committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith; and
 - (b) in the best interests of the Society; and
 - (c) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position;
 so as to gain an advantage for themselves or any other person or to cause detriment to the Society.

33. Duties of President and Vice-President

- (1) Subject to rule 33(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.

34. Duties of 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 19; and
 - (b) except for the financial records referred to in rule 57(3), keep custody of all books, documents and securities of the Society in accordance with rule 72; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) 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.

35. Duties of Treasurer

- (1) The Treasurer must—
 - (a) receive all money paid to or received by the Society and issue receipts for that money in the name of the Society; and
 - (b) ensure that all money received is paid into the Society's account within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Society from the Society's funds; and
 - (d) ensure cheques are signed by at least two committee members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Society are kept in accordance with the Act; and
 - (b) co-ordinate the preparation of the financial statements of the Society and their certification by the Committee prior to their submission to the annual general meeting of the Society.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Society.

36. 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 entitled to vote at a general meeting.

37. Committee Positions to be Declared Vacant at Annual General Meeting

- (1) This rule applies to any annual general meeting of the Society after the annual report, and financial statements of the Society 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 rules 38 to 41.

38. Nominations for Election at AGM

- (1) Before the election for each position, the Chairperson must call for nominations to fill that position.
- (2) An eligible member of the Society 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.

39. Election of Office Holders

- (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 a 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 41.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

40. 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 41.

41. Ballot Procedure

- (1) If a ballot is required for the election for a committee 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 each member present.
- (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;
 - (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) will not 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) Where 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 rule 41 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.

42. Committee Term of Office

- (1) Subject to rule 42(3) and rule 43, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.

- (3) A general meeting of the Society may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Society to fill the vacant position.
- (4) A member who is the subject of a proposed special resolution under rule 42(3)(a) may make representations in writing to the Secretary of the Society and may request that the representations be provided to the members of the Society.
- (5) The Secretary may give a copy of the representations to each member of the Society or, where they are not given, the member may require that they are read out at the meeting at which the special resolution is to be proposed.

43. Vacation of Committee 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 Society; or
 - (b) fails to attend three consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 54; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

44. Filling Casual Committee Vacancies

- (1) The Committee may appoint an eligible member of the Society to fill a position on the committee that—
 - (a) has become vacant under rule 43; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 42 applies to any committee member appointed by the Committee under rules 43(1) or 43(2).
- (4) The Committee may continue to act despite any vacancy in its membership.

PART 6 — COMMITTEE MEETINGS

45. Meetings of the Committee

- (1) The Committee must meet at least 5 times each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee must be determined by the members of the Committee as soon as practicable after the annual general meeting at which the members of the committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

46. Notice of Committee Meetings

- (1) Notice of each committee meeting must be given to each committee member no later than seven days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

47. Urgent Committee Meetings

- (1) In cases of urgency, a meeting may be held without notice being given as required by rule 46 provided that as much notice as practicable is given to each committee member by the quickest means available.
- (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 is the business for which the meeting is convened.

48. Committee Procedure and Order of Business

- (1) The procedure to be followed at a committee meeting 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.

49. Use of Technology at Committee Meetings

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee 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.
- (3) Rules 49(1) and 49(2) are subject to the reasonable availability of suitable technology.

50. Committee Quorum

- (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 49) 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 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 agreed by the majority of members present and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 46.

51. Voting at Committee Meetings

- (1) On any question arising at a committee meeting, each committee member present has one vote.
- (2) A motion is carried if a majority of committee members present vote in favour of the motion.
- (3) Rule 51(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 has a second or casting vote.

52. 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.
- (3) 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.
- (4) 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 Society is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Society.

53. Minutes of Committee Meetings

- (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 52.

54. Leave of Absence from Committee

- (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 7—FINANCIAL MATTERS

55. Source of Funds

The funds of the Society may be derived from annual subscriptions, donations, sponsorship, grants, interest, fundraising activities, the sale of historically relevant merchandise such as books, and any other sources approved by

the Committee.

56. Management of Funds

- (1) The Society must operate an account with a financial institution from which all expenditure by the Society is made and into which all of the Society's revenue is deposited except where the revenue and expenditure fall within the scope of rule 56(2).
- (2) The Society may operate an account with a financial institution into which all revenue from the sale of the Society's historical merchandise is deposited and from which all expenditure relating to the production of the Society's historical merchandise is made.
- (3) The Society may maintain one or more term deposit accounts with a financial institution into which may be deposited funds belonging to the Society which are available for investment.
- (4) Subject to any restrictions imposed by a general meeting of the Society, the committee may approve expenditure on behalf of the Society.
- (5) The committee may authorise the Treasurer and other office holders to expend funds on behalf of the Society (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.
- (6) All cheques and other negotiable instruments must be signed by two committee members.
- (7) All funds of the Society must be deposited into the financial account of the Society no later than five working days after receipt.
- (8) 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 each transaction.

57. Financial Records

- (1) The Society 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 Society must retain the financial records for seven years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his/her custody, or under his/her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

58. Financial Statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Society are met.
- (2) Without limiting rule 58(1), those requirements include—
 - (a) preparation of the financial statements;
 - (b) if required, the review 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 Society;
 - (e) lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 8 – DISCIPLINARY ACTION & DISPUTE RESOLUTION PROCEDURES

59. Grounds for Taking Disciplinary Action

The Society may take disciplinary action against a member in accordance with this Part where it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Society; or
- (c) has engaged in conduct prejudicial to the Society's standing in the community and/or its membership.

60. Disciplinary Sub-committee

- (1) If the committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the committee must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary sub-committee—
 - (a) may be committee members, members of the Society or anyone else; but

(b) must not be biased against, or in favour of, the member concerned.

61. Notice to Member of Disciplinary Action

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Society 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 sub-committee 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 sub-committee at that meeting;
 - (ii) give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting;and
 - (e) setting out the member's appeal rights under rule 63.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days before the disciplinary meeting is held.

62. Disciplinary Sub-committee Meeting and Decision

- (1) At the disciplinary meeting, the disciplinary sub-committee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with rule 62 (1), the disciplinary subcommittee may
 - (a) take no further action against the member; or
 - (b) subject to rule 62(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 Society.
- (3) The disciplinary sub-committee may not impose a fine on the member.
- (4) Suspension of membership rights or expulsion of a member by the disciplinary sub-committee under this rule takes effect immediately after the vote is passed.

63. Appeal Rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Society under rule 62 may give notice 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 sub-committee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary no later than 48 hours after the vote.
- (3) If a person has given notice under rule 63(2), a disciplinary appeal meeting must be convened by the committee as soon as practicable, but 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 Society 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.

64. Conduct of Disciplinary Appeal Meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (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 rule 64(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) The decision is upheld if not less than three-quarters of the members voting at the meeting vote in favour of the decision.

PART 9—GRIEVANCES AND DISPUTE RESOLUTION

65. Application

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

66. 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.

67. Appointment of Mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 66, the parties must within 10 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) where the dispute is between a member and another member, a person appointed by the committee; or
 - (ii) where the dispute is between a member and the committee or the Society, 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 Society but 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.

68. 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.

69. 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 10—GENERAL MATTERS

70. Registered Address

- (1) The registered address of the Society is P.O. Box 46 Inverloch Victoria 3996.
- (2) The registered email address of the Society is secretary@inverlochhistory.com.

71. 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; or
 - (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 to the address recorded for a member on the register of members or in the case of the committee as a whole to the email address in rule 70(2).
- (2) Subrule (1) does not apply to notice given under rule 47.
- (3) Any notice required to be given to the Society or the Committee may be given—

- (a) by handing the notice to a member of the Committee; or
- (b) by sending the notice by post to the registered address; or
- (c) by email to the email address in rule 70(2).

72. Custody and Inspection of Books and Records

- (1) Members may on request to the Committee, inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to rule 72(2), the financial records, books, securities and any other relevant document of the Society, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the Society's interests.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to rule 72(2) a member may request a copy of any of the other records of the Society referred to in this rule, and the Society may charge a reasonable fee for the 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 Society and includes the following—
 - (a) its membership records;
 - (b) its financial statements and its financial records;
 - (c) records and documents relating to transactions, dealings, business or property of the Society.

73. Winding Up and Cancellation

- (1) The Society may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Society, the surplus assets of the Society must not be distributed to any members or former members of the Society.
- (3) Subject to the Act and any court order made under s.133 of the Act, the surplus assets must be given to a body with similar purposes to the Society 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.

74. Alteration of Rules

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

End