

# TAMIL SENIOR CITIZENS FELLOWSHIP (VICTORIA) INC.

(Estd. on 11-10-1987)

(Reg. on 17-08-1989)

(Reg. No: A0019136J)

(ABN: 36 907 732 292)

## CONSTITUTION

As amended on 27<sup>th</sup> March 2021

### TABLE OF PROVISIONS

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

38	Voting at general meeting	13
39	Special resolutions	13
40	Determining whether resolution carried	14
41	Minutes of general meeting	14
<b>PART 5—COMMITTEE</b>		<b>14</b>
<b>Division 1—Powers of Committee</b>		<b>14</b>
42	Role and powers	14
43	Delegation	15
<b>Division 2—Composition of Committee and duties of members</b>		<b>15</b>
44	Composition of Committee	15
45	General Duties	15
46	President and Vice-President	16
47	Secretary	16
48	Asst. Secretary	17
49	Treasurer	17
50	Asst. Treasurer	18
51	Editor	18
52	Asst. Editor	18
53	Editorial Board	18
54	External Auditor	18
55	Honorary Internal Auditor	18
<b>Division 3—Election of Committee members and tenure of office</b>		<b>18</b>
56	Who is eligible to be a Committee member	18
57	Positions to be declared vacant	19
58	Nominations	19
59	Election of President etc.	20
60	Election of ordinary members	20
61	Ballot	20
62	Term of office	21
63	Vacation of office	21
64	Filling casual vacancies	22
<b>Division 4—Meetings of Committee</b>		<b>22</b>
65	Meetings of Committee	22
66	Notice of meetings	22
67	Urgent meetings	23
68	Procedure and order of business	23
69	Use of technology	23
70	Quorum	23
71	Voting	23
72	Conflict of interest	24
73	Minutes of meeting	24
74	Leave of absence	24
<b>PART 6—FINANCIAL MATTERS</b>		<b>24</b>
75	Source of funds	24
76	Management of funds	25
77	Financial records	25
78	Financial statements	25
<b>PART 7—GENERAL MATTERS</b>		<b>26</b>
79	Common seal	26
80	Registered address	26
81	Notice requirements	26
82	Custody and inspection of books and records	27
83	Winding up and cancellation	27
84	Alteration of Rules	27
85	Indemnity of Committee	28
86	Transitional Arrangement	28

## PART 1—PRELIMINARY

### 1 Name

The name of the incorporated association is “**Tamil Senior Citizens Fellowship (Victoria) Inc.**”

#### Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

### 2 Purposes

The purposes of the association are:

- (1) To preserve and promote the Tamil Language and culture of the Tamils and organise social activities and generate fellowship amongst Tamil speaking senior citizens.
- (2) To foster and promote friendship and understanding between the people of Australia and the Tamil community.
- (3) To maintain cordial and friendly relationship with all ethnic communities in Australia.
- (4) To accept and borrow monies in any appropriate manner for the fellowship and the Tamil community
- (5) To invest surplus funds in an appropriate manner beneficial to the Fellowship and the Tamil community.
- (6) To print and publish any newsletter, periodical, leaflet and to televise or broadcast any programme the Fellowship may consider desirable for the promotion of its objectives.
- (7) To Promote Health and Wellbeing of the Tamil Seniors.
- (8) Generally to do, engage in and execute all such other acts, deeds, or things as may be necessary or conducive to the attainment of the objectives of the Fellowship.

### 3 Financial year

The financial year of the Fellowship shall be from 1<sup>st</sup> January to 31<sup>st</sup> December of each year.

### 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 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;

*fellowship / TSCF* shall mean the Tamil Senior Citizens Fellowship (Victoria) Incorporated.

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

*financial member* means a member who has paid all his/her membership subscription up to the current financial year and not defaulted or suspended;

*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;

*president, vice presidents, secretary, assistant secretary, treasurer, assistant Treasurer, editor, assistant editor* shall mean respectively the Honorary President, Honorary Vice Presidents, Honorary Secretary, Honorary Assistant Secretary, Honorary Treasurer, Honorary Assistant Treasurer, Honorary Editor, Honorary Assistant Editor, all of the Fellowship.

*special resolution* means a resolution that deals with specific issues and that requires not less than three-quarters of the members voting in person at a general meeting 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.

*the words 'he, him and his'* shall include to mean, 'she, her and hers' 'respectively wherever applicable;

*the word Association* refers to this Fellowship;

*a term* means the period in between one AGM to another AGM

## 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.
- (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.

### **Note**

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

#### **7 Minimum number of members**

The Association must have at least 5 members.

#### **8 Who is eligible to be a member**

- (1) Membership is open to Tamil Senior Citizens and their spouses who live in Australia and subscribe to the aims and objectives of the Fellowship and agree to abide by the rules and regulations of the Fellowship.
- (2) Senior citizens over the age of 55 are eligible to join the Fellowship.

#### **9 Application for membership**

The application for membership must be in the prescribed form obtainable from the secretary / web site of the TSCF, duly filled and lodged with the secretary, accompanied by a joining fee. The application should be proposed and seconded by current financial members.

### **Note**

The joining fee is the fee (if any) determined by the Association under rule 12(1)

#### **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 any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

#### **11 New membership**

- (1) If an application for membership is approved by the Committee—
  - (a) the resolution to accept the membership 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, who 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 on which the person pays the annual subscription fees, subsequent to the approval of the membership.

## **12 Annual subscription and fee on joining**

- (1) At each annual general meeting, the Association must determine the amount of the annual subscription and the joining fee (if any changes) for the following financial year.
- (2) The date for payment of the annual subscription falls due on 1<sup>st</sup> January each year and must be paid before 30<sup>th</sup> April. If the subscription is not paid by 30<sup>th</sup> April, the member's rights to vote shall lapse from that date.
- (3) If the member's subscription is more than 12 months in arrears, the membership is taken to have ceased.
- (4) Any person who ceased to be a member in terms of subrule (3)
  - (a) may continue the membership and become eligible as a financial member by paying the subscription for the previous year/years and the current year; or
  - (b) may enrol as a new member.
- (5) Any right, privilege, concession or obligation of a person by reason of the membership of the Fellowship terminates upon the cessation of the membership, whether by resignation, death or otherwise.
- (6) Any new member, who joins after the start of a financial year, must pay the full annual subscription.

## **13 General rights of members**

- (1) A member of the Association who is entitled to vote has the right to:
  - (a) receive notice of general meetings and of 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 and be heard at general meetings; and
  - (d) vote at a general meeting; and
  - (e) have access to the minutes of general meetings and other documents of the Association as provided under rule 82; and
  - (f) inspect the register of members.
- (2) A member is entitled to vote if—
  - (a) the person is a 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.

## **14 Associate members**

Associate membership is not applicable to our Association.

## **15 Rights not transferable**

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

## **16 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members and recorded in the minutes of the committee meeting at which this was decided.

## **17 Resigning as a member**

A member may resign by notice in writing given to the Association.

### **Note**

Rule 81(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

## **18 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) 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.

## **Division 2—Disciplinary action**

## **19 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; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

## **20 Disciplinary subcommittee**

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member as per rule 22. This subcommittee is required to submit their findings within one month of referral to the Committee.
- (2) The members of the disciplinary subcommittee—
  - (a) may be Committee members, members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

## 21 Notice to member

- (1) Before 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; and
  - (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.

## 22 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 shall recommend to—
    - (a) take no further action against the member; or
    - (b) reprimand the member; or
    - (c) suspend the membership rights of the member for a specified period; or
    - (d) expel the member from the Association.
  - (3) The disciplinary subcommittee may not fine the member.
  - (4) The report by the disciplinary subcommittee that recommends actions as per subrule (2)(c) or 2(d) shall be submitted to the general membership for the final decision.
  - (5) If the member does not attend the disciplinary subcommittee and does not submit in writing his/her explanation, the committee on receipt of the report of the disciplinary subcommittee, shall take steps to summon a Special General Meeting of the Fellowship giving due notice to members along with relevant documents relating to the misconduct, where the general membership shall.
    - (i) determine whether the member is guilty or not and if found guilty,
    - (ii) expel him/her from the Association.
  - (6) The suspension of membership rights or the expulsion of a member under these rules takes effect immediately after the vote is passed by the general membership.
  - (7) The decision of the House shall be final and binding on all concerned.
  - (8) A member who has been expelled from the Fellowship shall be precluded from re-enrolling in the future.
-



## **23 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 not later than 48 hours 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.

## **24 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 Secretary on behalf of 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) 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**

## **25 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.

## **26 Parties must attempt to resolve the dispute**

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

## **27 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, 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) 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 (other than who had been expelled) 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.

## **28 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 submit the findings within one month to the Committee.

## **29 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 through law.

### **PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

## **30 Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Every endeavour should be made to conduct the annual general meeting of the fellowship before the 31<sup>st</sup> of March of each year.

- (3) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (4) The Committee may determine the date, time and place of the annual general meeting.
- (5) 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 External Auditor's financial report and the audited 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.
  - (e) to appoint an External Auditor and two Honorary Internal Auditors.
  - (f) Any other business due notice of which has been given to the committee and the committee has placed before the meeting.
- (6) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **31 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.

#### **Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

### **32 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; 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 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 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **33 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; and
  - (b) 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; and
- (3) This rule does not apply to a disciplinary appeal meeting.

**Note**

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

### **34 Proxies**

Not applicable to our association.

### **35 Use of technology**

Not applicable for general meetings to our association.

### **36 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 of 10% 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.
- (5) Members present must sign the attendance register if provided.

### **37 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.

#### **Example**

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (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.

### **38 Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
  - (d) Voting shall be by show of hands or by secret ballot at the discretion of the Chairperson of the meeting except where the Rules herein prescribe otherwise.
- (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.

### **39 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.

#### **40 Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands or by votes received by secret ballot 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.

#### **41 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; and
  - (b) the financial statements submitted to the members in accordance with rule 30 (5) (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 Association; and
  - (d) 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**

#### **42 Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee shall be elected at the Annual General Meeting.
- (3) 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.
- (4) The Committee may—
  - (a) appoint and remove staff;

- (b) establish subcommittees consisting of members with terms of reference it considers appropriate.
- (5) The President and Secretary may attend the sub-committee meetings as ex-officio members.
- (6) When the election of the Committee members falls due, the Committee shall call for nominations through the Secretary.

#### **43 Delegation**

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, 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**

#### **44 Composition of Committee**

- (1) The Committee consists of—
  - (a) a President; and
  - (b) two Vice-Presidents; and
  - (c) a Secretary; and
  - (d) an assistant Secretary and
  - (e) a Treasurer; and
  - (f) an assistant Treasurer and
  - (g) an Editor and
  - (h) an assistant Editor and
  - (i) eight (8) ordinary members.
- (2) All of them shall be financial members of the Fellowship.

#### **45 General Duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

- (c) In any event a member not being able to attend a committee meeting is expected to notify the Secretary
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

**Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

#### **46 President and Vice-Presidents**

- (1) Subject to subrule (2), the President or, in the President's absence, one of the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President/s are 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.
- (3) On procedural matters where the constitution is silent, the chairperson shall follow the Associations Incorporation Reform Regulations.

#### **47 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

**Example**

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 18(1); and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 77(3), all books, documents and securities of the Association in accordance with rules 79 & 82; 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.
- (4) Subject to the general control of the President and in his absence one of the Vice Presidents, the Secretary shall exercise the following powers
  - (a) Shall be responsible for the day to day activities and administration of the Fellowship in collaboration with the Assistant Secretary and Treasurer.
  - (b) Shall maintain a register of members setting forth their names, addresses, telephone numbers and dates of enrolment and make the same available for perusal.
  - (c) Attend all correspondence relating to the fellowship and table at the committee meeting.



- (d) Except as otherwise provided in these rules, the secretary shall keep control of Books, Documents, Common Seal and securities of the Fellowship and allow inspection on authority of the Committee, on giving ten (10) days' notice to the secretary.
- (e) Shall present draft copies of the proceedings of all Annual or Special General Meeting to the Committee members, at the Committee Meeting following such general meetings.

#### **48 Assistant secretary**

The Assistant Secretary shall work in close co-operation with the secretary and perform such duties as may from time to time be given or assigned to him by the secretary or the committee. The Assistant Secretary shall exercise all powers and perform all the function of the secretary in the latter's absence after the appointment.

#### **49 Treasurer**

- (1) The Treasurer must—
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - (d) ensure cheques are signed by at least 2 committee members as per under rule 76 (9)
- (2) The Treasurer must—
  - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) 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.
- (3) The Treasurer must—
  - (a) ensure that at least one other committee member has access to the accounts and financial records of the Association.
  - (b) Collect or receive subscriptions, donations, and all monies paid to the fellowship and issue receipts thereof.
  - (c) Make payments authorised by the Committee.
  - (d) At any time, keep petty cash in hand not more than the amount determined by the incoming Committee at its first committee meeting, following the AGM.
  - (e) Keep proper Receipt Books, Vouchers in support of disbursements and Account Books showing the financial affairs of the Fellowship.
  - (f) Maintain an inventory of the assets of the Fellowship, including documents and ensure that an annual verification of these assets is carried out prior to submission of the statement of inventory to the external auditor.
  - (g) Present periodical financial statement and Report to the Committee.
  - (h) Present the financial statement and the internal audit report of the year to the Committee for approval and thereafter forward it to the External Auditor not later

than 31<sup>st</sup> January for audit and return the audited financial statement and the audit report to the Secretary, for circulation with the Notice of the Annual General Meeting.

- (i) Make available to members the External Auditor's report and financial statement in advance of Annual General Meeting.

#### **50 Assistant Treasurer**

The Assistant Treasurer shall work in close co-operation with the treasurer and perform such duties as may from time to time be given or assigned to him by the Treasurer or the Committee. He shall exercise all powers and perform all the function of the Treasurer in the latter's absence.

#### **51 Editor**

The Editor, in close co-operation with the Assistant Editor, shall be responsible for printing and publishing of the Newsletter of the Fellowship, with the concurrence of the President, Secretary, and the Treasurer.

#### **52 Assistant Editor**

The Assistant Editor shall work in close co-operation with the Editor, sharing the workload and perform all duties of the Editor in the latter's absence.

#### **53 Editorial Board**

The president, secretary, treasurer, editor and assistant editor shall comprise the editorial board with powers to co-opt additional members. The Editorial Board must censor any libellous material from being printed, which may lead to litigation of the Fellowship.

#### **54 External Auditor:**

- (1) An Auditor who is not a member of the Fellowship and is an Accountant qualified to practise in Australia shall be nominated at the Annual General Meeting. If more than one person is nominated from the floor, a ballot may be held.
- (2) The audit report and the audited financial statements shall be returned to the Secretary to be submitted to the Committee and for circulation to the members with the Notice of the Annual General Meeting. A copy of the report and statements shall be sent to the treasurer.
- (3) If the External Auditor becomes unavailable the committee can appoint a substitute External Auditor till the next AGM.

#### **55 Honorary Internal Auditors:**

- (1) Two (2) members of the Fellowship who are not members of the Committee shall be nominated at the Annual General Meeting to serve as internal auditors. If more than two (2) persons are nominated from the floor, a ballot may be held. If any of the nominated auditors is not available, the committee shall appoint substitutes from among the members.
- (2) The internal auditor's report must be given to the Secretary to be submitted to the Committee before sending the financial documents to the External Auditor.

### **Division 3—Election of Committee members and tenure of office**

#### **56 Who is eligible to be a Committee Member**

- (1) A member is eligible to be elected or appointed as a committee member, if the member is a financial member and entitled to vote at a general meeting;

- (2) No member shall hold office, in the same position in the Committee for more than two (2) terms;
- (3) No member shall hold office in any Tamil allied/similar organization elsewhere while seeking nomination as a member in the Committee of TSCF;
- (4) No member of the management committee of TSCF shall hold office in any other Tamil allied/similar organisation;
- (5) Any member seeking nomination as a member of the Committee should have been a member of TSCF for a period of not less than twelve (12) months prior to such nomination;
- (6) Any member seeking nomination for executive positions namely President, Secretary and Treasurer of the Committee should have been a committee member for a period of not less than twelve (12) months prior to such nomination;
- (7) Notwithstanding the period specified in subrule (8), in the case of the executives namely President, Secretary, and Treasurer, the maximum period that could be served by anyone switching from one to another, shall be limited to an aggregate of 4 terms;
- (8) No member shall be in the Committee for a total period exceeding eight (8) terms in office.

**Note**

See rule 4 for the definition given for the word “term”

### **57 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 rules 58 to 61.

### **58 Nominations**

- (1) When the election of the Committee members falls due, the Committee shall call for nominations through the Secretary.
- (2) The Secretary shall call for nominations for filling positions in the committee giving at least three (3) weeks’ notice before 31<sup>st</sup> December of each year.
- (3) The present committee shall select a member from the membership to function as **The Returning Officer**.
- (4) The secretary shall send out nomination forms to members requesting them to return the completed forms addressed to **The Returning Officer, Tamil Senior Citizens Fellowship (Vic) Inc., P. O. Box 5063, Clayton 3168 or any other address as determined by the committee from time to time**. The Secretary shall retain these envelopes unopened.
- (5) Nominations duly proposed and seconded by financial members with the signed consent of the nominee, should reach the addressee by the end of normal business day before 5.00 p.m. on 31<sup>st</sup> December of the year preceding the Annual General Meeting.
- (6) On receipt of the nominations from members, the Secretary shall convene a meeting of the Committee in January the following year and hand over the unopened nomination envelopes to the Returning Officer who will be invited to attend the Committee meeting. The nomination envelopes will be first opened by the Returning officer who will sign and

date the forms received and after handing over the forms to the Secretary will exit the hall, and thereafter the meeting will continue.

- (7) No member shall be nominated to more than one position in the Committee. In the event of multiple nominations being received, the member shall be disqualified from seeking nomination.
- (8) Any positions left unfilled without nomination being received shall be filled by members whose names are proposed and seconded at the Annual General Meeting.
- (9) Any member nominated to any office in the Fellowship will be allowed to withdraw his or her nomination voluntarily at the Annual General Meeting by giving written notice to the Secretary or by publicly announcing his or her withdrawal at the floor of the meeting.

## **59 Election of President etc.**

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
  - (a) a President;
  - (b) two Vice-Presidents;
  - (c) a Secretary;
  - (d) an assistant Secretary;
  - (e) a Treasurer;
  - (f) an assistant Treasurer;
  - (g) an Editor;
  - (h) an assistant Editor.
- (2) If only one member is nominated for a position except for vice presidents, the Chairperson of the meeting must declare the member elected to the position. If the number of members nominated for the two vice presidents is two or less, then the Chairperson of the meeting must declare nominated person(s) elected.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 61.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

## **60 Election of ordinary members**

- (1) A single election may be held to fill all the eight (8) positions.
- (2) 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.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 61.

## **61 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 any position in the committee.
- (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) To each member present in person, the returning officer must give a ballot paper in the form of a piece of blank paper for writing down the name/s for whom they are voting or a piece of paper with names of candidates printed for ticking, whichever is chosen by the Committee.
- (6) If the ballot is for a single position, the member must vote for one candidate only using the blank or printed ballot paper, whichever is chosen by the Committee.
- (7) If the ballot is for multiple positions—
  - (a) the voter must vote using the blank / printed ballot paper whichever is chosen by the Committee;
  - (b) the voter must not vote for 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 2 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.

**Examples**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

**62 Term of office**

- (1) Subject to subrule (3) and rule 63, 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 in accordance with Rules 56 & 58.
- (3) 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.
- (4) 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.
- (6) Any elected/co-opted member for any vacant position in the Committee, who has served for more than eight (8) months in a term is considered to have completed one term in that position.

**63 Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Secretary.

- (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 2 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 74; or
  - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

**Note**

A Committee member may not hold the office of secretary if that member does not reside in Australia.

#### **64 Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee, in accordance with Rules 56 & 58, that—
  - (a) has become vacant under rule 63; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Assistant Secretary shall take over the position of secretary. If the Assistant Secretary is unable to take over the position, the committee shall appoint a committee member or co-opt a member of the fellowship to the position in accordance with the Rules 56 & 58, within 14 days after the vacancy arises.
- (3) Rule 62 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) Casual vacancy may be filled by the Committee and the person so co-opted shall hold office till the expiration of the term for which his/her predecessor was elected.

### **Division 4—Meetings of Committee**

#### **65 Meetings of Committee**

- (1) The meeting of the Committee shall be held once in two (2) months or once a month if necessary, at such time and place as determined by the Committee.
- (2) Special meeting of the Committee shall be convened by the President or at the written request of not less than ten (10) members of the Committee.
- (3) At meetings of the Committee, the President, and in his absence, one of the Vice Presidents, and in the absence of these three, the members present shall nominate one of the committee members to be the chair person at the meeting.
- (4) Questions arising at any meeting shall be decided by a majority of votes, in the case of equality of votes, the Chairperson shall have a casting vote.
- (5) The Committee may act, notwithstanding any vacancy in the Committee provided however, that the number of members in the Committee is not less than the number necessary for a quorum.
- (6) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.

#### **66 Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 7 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 special committee meeting is the business for which the meeting is convened.

### **67 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 66 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.

### **68 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.

### **69 Use of technology**

The use of technology may be permitted at committee meetings, if required and where possible.

1. A committee meeting may be held at two or more venues using any technology approved by the committee that gives each member in the Committee a reasonable opportunity to participate.
2. A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **70 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 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 66.

### **71 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.

## **72 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.

## **73 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 72.
- (3) The secretary shall keep minutes of all resolutions and proceedings of every General, Special and Committee meetings, in file provided for the specific purpose, together with record of the name of the members present at General meetings and members present at committee meeting.
- (4) Such minutes with any amendments as necessary shall be accepted and signed as correct by the chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.

## **74 Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 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**

## **75 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.



## **76 Management of funds**

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (5) 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.
- (6) Any fund raising project shall comply with all legal requirements and shall have the prior approval of the Committee and all monies so collected are handed over to the Treasurer within the time specified by the Committee.
- (7) The income of the Fellowship shall be used only for the promotion of the Fellowship and shall not be used or distributed among past or present members of the Fellowship.
- (8) The Fellowship shall open and operate Current/Savings/Term Deposit accounts in any bank in Australia.
- (9) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer or in his absence the Assistant Treasurer **and** The President, or Vice President, or the Secretary or the Assistant Secretary.
- (10) Application for funding to external agencies, government and other instrumentalities shall be in the name of the association and not in the name of individuals or the office bearers
- (11) Renewal or withdrawal of investments must be on maturity only lest penalty be imposed on premature withdrawal. The withdrawal must be authorised by the Management Committee.
- (12) Any appreciable money accrued at the end of the year must be invested in the bank as term deposit or in any account which my accrue interest.

## **77 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 7 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.

## **78 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) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7—GENERAL MATTERS**

### **79 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 attested by the signatures of secretary of the Fellowship and the President or the Treasurer.
  - (c) the common seal must be kept in the custody of the Secretary.
  - (d) the Secretary shall keep a record of all instruments to which the seal is affixed.

### **80 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.

### **81 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 or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 67.
- (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; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (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.

## **82 Custody and inspection of books and records**

- (1) Members may on request inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note

See note following rule 18 for details of access to the register of members.

- (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 and includes the following—

  - (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of the Association.

## **83 Winding up and cancellation**

- (1) The Fellowship 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.
- (5) In the event of winding up or cancellation of the Incorporation of the Fellowship, the surplus assets remaining after the payment of the Fellowship's liabilities shall be transferred to another organisation in Australia which is accepted by the Commissioner of Taxation as a Public Benevolent Institution for the purposes of the Commonwealth Taxation Act.

## **84 Alteration of Rules**

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

- (2) No alterations or additions shall be made to the aims, objectives and rules of the Fellowship unless such alterations or additions are accepted by a special resolution passed by three-fourths (75%) of the members present at an Annual or a Special General Meeting convened after giving twenty-one (21) days' notice. The notice shall contain all particulars of the proposed alterations and additions.

**Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar.

**85 Indemnity of Committee**

Every member of the Committee of the Fellowship shall be indemnified out of the assets of the Fellowship against the liability arising out of the lawful duties of their office, which is incurred by the office-bearer in defending any proceedings whether civil or criminal, in which judgement is given in his / her favour or in which he / she is acquitted.

**86 Transitional Arrangements**

When a new committee is elected by the Fellowship at the Annual general Meeting, it is the responsibility of the outgoing Committee including President, Secretary, Treasurer, Editor etc. to duly handover the records, documents, inventory items and properties to the respective new office bearers within a period of two weeks.

