

**CONSTITUTION OF NATIONAL SENIORS AUSTRALIA MAROONDAH - RINGWOOD BRANCH INC  
JANUARY 2009**

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**DEFINITIONS**

1. (1) "Rules" means this Constitution.
- (2) "Board" means the Board of National Seniors Australia Ltd.
- (3) "Company" means National Seniors Australia Ltd.
- (4) "Branch" means National Seniors Australia **MAROONDAH - RINGWOOD BRANCH Inc.** as certified by the Company.
- (5) "Members" means the members of National Seniors Australia **MAROONDAH - RINGWOOD BRANCH Inc.**
- (6) "Financial year" means the year ending on 30 June

**INTERPRETATION**

2. Where the context so permits, words signifying the singular number only shall include the plural and vice versa and words importing one gender shall include the other gender.

**NAME**

3. The name of the incorporated association shall be **NATIONAL SENIORS AUSTRALIA MAROONDAH - RINGWOOD BRANCH INC.**

**OFFICES**

4. The office of the Branch will be deemed to be that of the Branch's Secretary.

**OBJECTS**

5. The objects for which the Branch is established are:
  - (1) To enhance the quality of life for older persons; to promote independence, dignity and purpose for older persons; to lead in determining the role and place of older persons in society and to improve the image of the ageing.
  - (2) To aid persons fifty years and over, generally, in their social, physical, economic and intellectual needs by serving as a local Branch of the Company in accordance with and in furtherance of its purposes, objectives and ideals.
  - (3) To serve as a channel through which members can engage in community volunteer service and as a medium through which members can develop community programs and activities.
  - (4) To provide opportunities for members to meet socially.
  - (5) To foster activities for members which promote their continued growth and development of personality, self-respect, self confidence and feeling of usefulness and which lead to new, useful and creative roles, enhancing life-fulfilment.

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- (6) To be active in informing the Company about the needs and concerns of members of the Branch, in order that the Company might represent, in a non-partisan way, the opinion of the Branch's membership, at public meetings and with public officials.
- (7) To provide opportunities for members to participate in the activities provided by the Company.
- (8) To provide a constant source of membership recruitment for the Company.

**POWERS**

- 6 The Company and the Branch are, and are intended to remain, separate but complementary organisations devoted to furthering the interests of older persons and to pursuing the objects set forth in Section 5 of these Rules. To those ends, each organisation may engage in a range of activities. In order to gain and retain recognition by the Company as one of its Branches, the Branch acknowledges that its relationship with the Company is such that:
- (1)
    - (a) The Company arranges and negotiates certain services on behalf of all members of the Company, and these services (hereinafter called "Company services") and the fees and charges for them are the exclusive right of the Company to determine and control.
    - (b) The Branch implements company purposes in its local community by providing opportunities for people aged 50 and over to participate in individual and group social and community service activities and by supporting and delivering Company services.
    - (c) Company services must be uniformly presented and delivered by all Branches wherever they are provided and must not be modified or rearranged without Company approval. Company services will be defined by the Board from time to time and are currently defined as set out below:
      - Forward programmes including interstate and overseas travel and tours.
      - Intrastate tours exceeding one (1) day's duration.
      - National magazine and publications.
      - Trading associates and their administration fees.
      - Concessions for Members.
  - (2) The Branch accepts that the Company will:
    - (a) Undertake and consider the needs of all its members and Branches at all times and where it is in the best interests of the Company and its members, provide, arrange, co-ordinate and manage such Company services as will satisfy those needs and meet Company objectives.
    - (b) Arrange and negotiate state wide, interstate and overseas contracts and agreements for Company services and will provide information and administrative support and control for Company services, to assist the Branch to deliver these services to members.
    - (c) Recognise the Branches and improve its support and delivery of Company services so long as the Branch conforms to rules determined by the Company from time to time.

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- (3) In turn, the Branch will:
- (a) Undertake to promote, support and deliver Company services in concert with its local community services as set out below, including:
- Support, promote and organise Branch members' participation in Company programmes of travel, tours, trips and outings;
  - Supplement the Company programme with local trips and outings;
  - Local social and recreational activities and member services;
  - Local members' recruitment, welcoming, assimilation, fellowship, involvement etc;
  - Local events and promotions coordinated with the Company and other Branches;
- (b) Provide information to the Company on local services including Company services and on the needs of its members and will cooperate with other Branches of the Company in assessing priorities and cost effectiveness in determining the nature and content of those services from time to time.
- (c) Cooperate with the Company and other Branches to minimise overlap and duplication in the delivery of services.
- (4) The Branch shall not independently arrange for or offer to Branch members any commodity or service set down above or as determined by the Board from time to time as being exclusive to the Company and neither the Branch nor any committee, sub-group, officer, employee, agent or representative whatsoever shall permit, suffer or hold out himself as an agent of any service which is exclusive to the Company without the express written permission of the Board.
- (5) The consent of the Board shall first be obtained before any commitment is entered into or any action taken which may prejudice the financial position, standing or good name of the Company or its other Branches.
- (6) The Branch's activities shall be conducted with scrupulous observance of ethical standards and propriety.
- (7) Within the above framework and subject to the Company Constitution where applicable, the powers of the Branch are:
- (a) To co-operate with any other association, club, or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Branch provided that the Branch shall not subscribe to or support with its funds, any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Branch under or by virtue of Rule 28(10).
- (b) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Branch or persons frequenting the Branch's premises where these dealings further the objects of the Branch.

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- (c) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Branch;
  - (d) To invest and deal with the money of the Branch not immediately required in such manner as may from time to time be thought fit.
  - (e) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Branch.
  - (f) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contribution to the funds of the Branch, in the shape of donations, annual subscriptions or otherwise.
  - (g) To promote activities, projects and policies of the Company and its Branches in the media, in publications and in public utterances.
  - (h) To do all such other things as are incidental or conducive to the attainment of objects and the exercise of the powers of the Branch.
- (8) Within the above framework and subject to the approval of the Board and to the Company Constitution where applicable the Branch in addition to the powers stated above has the following powers:
- (a) To purchase, take on lease, in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Branch, and enter into any capital investment, loans and mortgages or other financial obligations.
  - (b) To enter into any arrangements with any Government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Branch; to obtain from any such Government or authority any rights, privileges and concessions which the Branch may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
  - (c) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Branch, or in or about the Branch or promotion of the Branch or in the furtherance of its objects.

**CLASSES OF MEMBERS**

- 7
- (1) The members of the branch shall consist of ordinary members only.
  - (2) Ordinary members shall be persons
    - (a) who are members in good standing with the Company and
    - (b) who pay in advance the annual membership dues of the Company.
  - (3) The number of ordinary members shall be unlimited.

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- (4) The Company may have its representatives attend any meeting of the Branch but such representatives shall have no right to vote at such meeting.

**MEMBERSHIP**

- 8 (1) Branch membership and matters incidental thereto are determined by the Company Constitution.
- (2) The Branch is required to pass on to the Secretary of the Company any application it receives in relation to membership of National Seniors.
- (3) A financial member at any material time is a member who is not then indebted to the Company in respect of annual subscription or levy or other payment whatsoever.
- (4) Only those members who are financial members at the time shall be entitled, subject to the lawful procedure of the meeting, to speak or vote upon any motion at any annual general meeting of the Branch.
- (5) The liability of a member of the Branch to contribute towards the payment of the debts and liabilities of the Branch or the cost, charges and expenses of the winding up of the branch is limited to the amount, if any, unpaid by the member in respect of annual subscription of the Company.

**DISCIPLINE OF MEMBERS**

- 9 (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Branch, the committee may by resolution:
- (a) Request for the member and committee to meet and discuss the matter in dispute, and if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (b) If the parties are unable to resolve the dispute at the meeting, or if any party fails to attend that meeting, then the parties are required to, within 10 days, hold a meeting in the presence of a mediator.
- (c) The mediator must be:
- i. a person chosen by agreement between the parties; or in the absence of an agreement:
- ii. in the case of a dispute between a member and another member, a person appointed by the committee of the branch; or
- iii. in the case of a dispute between a member and the branch, a person who is a mediator appointed by the Company.
- (2) A resolution of the committee under sub-rule (1) does not take effect unless:
- (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
- (b) if the member exercises a right of appeal to the Branch under this rule, the Branch confirms the resolution in accordance with this rule.

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- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice:
- (a) setting out the resolution of the committee and the grounds on which it is based; and
  - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that he or she may do one or both of the following:
    - (i) attend that meeting;
    - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
  - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Branch in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must:
- (a) give the member, or his or her representative, an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Branch in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Branch to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Branch convened under sub-rule (7):
- (a) no business other than the question of the appeal may be conducted; and
  - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the member, or his or her representative, must be given an opportunity to be heard; and
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

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A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

- (9) Failure to reach a resolution at the general meeting will result in the Branch committee referring the matter to the Company Board for resolution as outlined in the Company Rules Clause 10.2. The matter is to be referred to the Company Board within seven days of the general meeting at which the resolution was voted on.

**DISPUTES AND MEDIATION**

- 10 (1) The grievance procedure set out in this clause applies to disputes under this Constitution between:
- (a) a member and another member; or
  - (b) a member and the branch
- (2) The parties to this dispute must meet and discuss the matter in dispute, and if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if any party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of an agreement:
    - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the branch; or
    - (ii) in the case of a dispute between a member and the branch, a person who is a mediator appointed by the Dispute Settlement Centre or Victoria (Department of Justice).
- (5) A member of the branch can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and

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- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

**OFFICERS OF THE BRANCH**

- 11 (1) The officers of the Branch shall be: a President, a Vice President, a Secretary, a Treasurer, the Branch's representative on the Zone Committee, if the President declines to accept that role, and such other Officers as the Management Committee may from time to time deem advisable.
- (2) The President shall be the chief executive officer of the Branch and subject to the powers of the Management Committee set out in Rule 12 shall supervise and control all of the business, affairs and property of the Branch and shall see that all orders and resolutions of the Management Committee are carried into effect. The President shall preside at all meetings of the members and of the Management Committee. The President shall by virtue of his office be a member of all committees.
- (3) In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Management Committee may from time to time prescribe.
- (4) The Secretary shall record all the proceedings of the meetings of the Management Committee and of the members in a book to be kept for that purpose. He shall give, or cause to be given, notice of all meetings for which notice is required by these Rules and shall perform such other duties as may be prescribed by the Management Committee or President, under whose supervision he shall be.
- (5) The Treasurer shall have charge and custody of all funds and securities of the Branch and all funds or securities in any way generated, collected or obtained in connection with Branch activities, and the Treasurer shall be responsible for such funds and securities and the receipt and disbursement thereof in accordance with Clause 28 of this Constitution.
- (6) The Treasurer shall render to the President and the Management Committee at its annual meeting, or when the Management Committee or the President so require, an accounting of all his transactions as Treasurer and of the financial condition of the Branch and a full financial report, based on the books and the accounts audited annually.

**MEMBERSHIP OF MANAGEMENT COMMITTEE**

- 12 (1) The Management Committee shall consist of a President, Vice President, Secretary, Treasurer, the Branch's representative on the Zone Committee (if required) all of whom shall be members of the Company and the Branch, and such other members as the members of the Branch at any general meeting may from time to time elect or appoint.
- (2) The Officers of the Branch shall be members of the Management Committee for a term conterminous with their respective terms of office.

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- (3) At the annual general meeting of the Branch, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election. Each officer of the Branch shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) The election of such members of the Management Committee shall take place in the following manner:
- (a) Any two members of the Branch shall be at liberty to nominate any other member to serve as an officer or member of the Management Committee;
  - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Secretary at least fourteen (14) days before the annual general meeting at which the election is to take place;
  - (c) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
  - (d) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- (5) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date; or such member may be removed from office at a general meeting of the Branch where the member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

**VACANCIES ON MANAGEMENT COMMITTEE**

- 13 (1) The Management Committee shall have power at any time to appoint any member of the Branch to fill any casual vacancy on the Management Committee until the next annual general meeting.
- (2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing number of members may only act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Branch.
- (3) A casual vacancy in the Management Committee can be caused by
- (1) the resignation from the Management Committee in writing by the elected member,
  - (2) the death of the member
  - (3) the deletion of the member by the Company from the Register of Members for any reason including non payment of annual fees and disciplinary reasons.

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**FUNCTIONS OF THE MANAGEMENT COMMITTEE**

- 14 Except as otherwise provided by these Rules and subject to resolutions of members of the Branch carried at any general meeting the Management Committee:
- (1) Shall have the general control and management of administration of the affairs, property and funds of the Branch.
  - (2) Shall keep the Board informed of all activities of the Branch and comply with all reporting requirements of the Board as set out Paragraph 6.2.1(b) of the Company Constitution.
  - (3) Shall guide the Branch so that the various provisions of these rules are complied with and shall make recommendations and suggest programmes for members of the Branch.
  - (4) Shall have authority to interpret the meaning of these Rules and any matter relating to the Branch on which these Rules are silent in consultation with the Board.

**MEETINGS OF MANAGEMENT COMMITTEE**

- 15
- (1) The Management Committee shall meet at least once every two calendar months to exercise its functions.
  - (2) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
  - (3) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
  - (4) The Management Committee may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
  - (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Branch in which he is interested, or any matter incidental thereto, and if he does so vote his vote shall not be counted.
  - (6) Not less than seven (7) days' notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
  - (7) The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice President shall be Chairman or if the Vice President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
  - (8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the

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requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

- 16 (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Branch as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- (2) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairman of the meeting.
- (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 17 All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee or Sub-Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or Sub-Committee or that the members of the Management Committee or Sub-Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee or Sub-Committee.
- 18 A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

**ANNUAL GENERAL OR GENERAL MEETINGS**

- 19 (1) The annual general meeting shall be held within three (3) months of the close of the financial year and at such place as the Management Committee may determine.
- (2) The business to be transacted at every annual general meeting shall be:
- (a) The receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Branch for the preceding financial year;
- (b) The receiving of the auditor's report upon the books and accounts for the preceding financial year;
- (c) The election of members of the Management Committee; and
- (d) The appointment of an auditor.
- 20 The Secretary shall convene a special general meeting:

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- (1) When directed to do so by the Management Committee; or
  - (2) On the requisition in writing signed by not less than one third of the members presently on the Management Committee or not less than the number of ordinary members of the Branch which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reason why such special general meeting is being convened and the nature of the business to be transacted thereat.
- 21
- (1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
  - (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
  - (3) If at that time a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee of the Branch, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members shall be a quorum.
  - (4) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 22
- (1) The Secretary shall convene all general meetings of the Branch by giving not less than fourteen (14) days' notice of any such meeting to the members of the Branch.
  - (2) The manner by which such notice shall be given shall be determined by the Management Committee. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
- 23
- Unless otherwise provided by these Rules, at every general meeting:
- (1) The President shall preside as Chairman, or if there is no President, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be the Chairman or if the Vice President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;
  - (2) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
  - (3) Every question, matter or resolution shall be decided by a majority of votes of the members present;
  - (4) Each financial ordinary member shall be entitled to one vote on each matter submitted to a vote of the members and in the case of an equality of votes, the Chairman shall have a second or casting vote provided that no member shall be entitled to vote at any

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general meeting if his annual subscription is more than one month in arrears at the date of the meeting.

- (5) Voting shall be by show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- (6) Each ordinary member entitled to vote must vote in person. Voting by proxy is not allowed.
- (7) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy provided that the minutes of any general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

**OTHER MEETINGS**

- 24 Meetings to provide for members to be engaged in activities in accordance with the objects of the Branch shall be held on such dates as shall be determined by the Management Committee and notified to members.

**BY-LAWS**

- 25 Subject to the prior approval of the Board and in accordance with the Company Constitution, the Management Committee may from time to time make, amend or repeal by-laws for the internal management of the Branch. However, any by-law may be set aside by the members in general meeting, unless the making of the by-law has been directed by the Board.

**ALTERATION OF RULES AND PURPOSES**

- 26 Subject to the provisions of the Associations Incorporation Act 1981 No 9713 of Victoria, these Rules and Purposes may be amended, rescinded, or added to from time to time by special resolution carried by a general meeting. Clause 29 of the Act requires a minimum of 21 days' notice of the meeting and three fourths of members present to vote in favour of the resolution.

Further these Rules may not be amended, rescinded, or added to from time to time without the prior written approval of the Board and any alteration being in accordance with the Company Constitution.

**COMMON SEAL**

- 27 The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

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**FUNDS AND ACCOUNTS**

- 28 (1) The funds of the Branch which are derived from fees charged to members attending each meeting as per the amount set out in Appendix 1, donations and, such other sources as the Management Committee determines, shall be banked in the name of the Branch in such Bank as the Board may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form showing correctly the financial affairs of the Branch and the particulars usually shown in books of a like nature.
- (3) All monies shall be banked as soon as practicable after receipt thereof.
- (4) All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments and all receipts for money paid to the Branch shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by such persons and in such manner as the Management Committee may determine from time to time.
- (5) Cheques shall be crossed "not negotiable except those in payment of wages, allowances or petty cash recoument's which may be open.
- (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system. Such account to be operated in such manner as the Management Committee shall determine from time to time.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement containing particulars of:
- (a) The income and expenditure for the financial year just ended; and
  - (b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Branch at the close of that year.
- (9) All such statements shall be examined by the auditors who shall present their report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which the audit was made. Copies of such statements are to be forwarded to the Company immediately following such meeting in accordance with the Company Constitution.
- (10) The income and property of the Branch whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Branch provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him to the Branch or otherwise owing by the Branch to him or of remuneration to any officers or servants of the Branch and to any member of the Branch in return for any services actually rendered to the Branch provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Branch or reasonable and proper rent for premises demised or let to the Branch.
- (11) All amounts of one hundred dollars or over (or such lesser amount as may be determined by the Board) shall be paid by cheque signed by any two of the President,

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Secretary, Treasurer or other member authorised from time to time by the management committee.

**DOCUMENTS**

- 29 (1) The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Branch.
- (2) The books, documents and other records of the Branch shall be open to inspection, free of charge, by a member of the Branch at any reasonable hour.
- 29 (a) (1) The Secretary must keep and maintain a register of members containing
- (a) the name and address of each member; and
  - (b) the date on which each member's name was entered in the register.

**FINANCIAL YEAR**

- 30 The financial year of the Branch shall close on 30 June in each year.

**WITHDRAWAL OF BRANCH RECOGNITION**

- 31 The Branch shall be organised and operated in conformity with the objects set forth in Section 5 of these Rules, the Company Constitution where applicable, and any rules as formulated by the Board from time to time. In the event of a Branch's recognition being withdrawn and further if the Branch is then wound up the Branch will comply fully with its obligations under Paragraph 28(10) pursuant to which the Branch appoints the Company its attorney for the purposes set out therein.

**DISTRIBUTION OF ASSETS**

- 32 The Branch shall be dissolved if:
- (a) The membership is less than five persons; or
  - (b) if a special resolution to that effect is carried by a vote of three-fourths majority of the financial members present at a general meeting convened to consider the question for which a minimum of 21 days' notice has been given.

If the Branch shall be wound up in accordance with the above provisions and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Branch, but shall be given or transferred to the Company, who may hold or may give or distribute them to some other institution or institutions having objects similar to the objects of the Branch, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Branch under or by virtue of Paragraph 28.

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**APPENDIX 1**

**FUNDS AND ACCOUNTS**

28 (1) "The funds of the Branch which are derived from fees charged to members attending each meeting". The fee that each member is charged per meeting is five dollars