



The Gilbert And Sullivan Society of Victoria Inc
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SCHEDULE 3

RULES
Of the

GILBERT and SULLIVAN SOCIETY of VICTORIA INCORPORATED

As amended by a majority of the Members of the **GILBERT AND SULLIVAN SOCIETY OF VICTORIA INCORPORATED** (the "Association") to come into effect on 14th day of September 1985 in accordance with the *Association Incorporation Act* 1981.

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NAME

The name of the incorporated association is **THE GILBERT AND SULLIVAN SOCIETY OF VICTORIA INCORPORATED** (in these rules called the 'Society').

INTERPRETATION

In *these Rules* unless a contrary intention is stated:

The Committee	means	The Committee of Management of the Association.
Financial Year	means	The year ending by 31 st December.
General Meeting	means	A General Meeting of Members convened in accordance with Rule 11.
Honorary Life Member	means	A member of the Association who has been granted honorary membership of the Association in accordance with Rule 3 (10).
Incorporated Society	means	The body incorporated under the Companies (Victoria) Code known as the <i>Gilbert and Sullivan Society of Victoria, Incorporated</i> .
Life Member	means	A member of the Association who has been advanced to life membership of the Association in accordance with Rule 3 (9).
Member	means	An ordinary, life or honorary life member of the Association.
Ordinary Member of the Committee	means	A member of the Committee who is not an officer of the Association under Rule 21.
Un-Incorporated Society	means	The un-incorporated body known as The Gilbert and Sullivan Society of Victoria in existence until the thirteenth day of September 1985.
The Act	means	The Associations Incorporation Act 1981.
The Regulations	means	Regulations under the Act.
The Society	means	The association known as <i>The Gilbert and Sullivan Society of Victoria, Incorporated</i> .

In the rules, a reference to the secretary of an association is a reference: -

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

Words or expressions contained in these rules shall be interpreted in accordance with the provision of the *Interpretation Of Legislation Act 1984* and the Act as in force from time to time.

Nothing in these rules shall be taken to invalidate Honorary Life Membership of Life Membership granted to any person pursuant to the rules of the Un-Incorporated Society or the Incorporated Society

APPLICATION FOR MEMBERSHIP

- 3.1 A natural person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these rules.
- 3.2 A person who is not a member of the Association at the time of the Incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership -
- a) unless the person is nominated as provided in sub-clause (3); and
 - b) their admission as a member is approved by the Committee.
- 3.3 A nomination of a person for membership of the Association: -
- a) shall be proposed by one and seconded by another member of the Association;
 - b) shall be made in writing, signed by the applicant and their proposer and seconder and shall be in such form as the Committee shall from time to time prescribe; and
 - c) shall be accompanied by tender of payment of the amounts payable under these rules as the entrance fee and the first year's annual subscription; and
 - d) shall be lodged with the Secretary, or such person as shall be designated by the Committee from time to time.
- 3.4 As soon as practicable after the receipt of a nomination, it shall be referred to the Committee.
- 3.5 Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination. In no case shall the Committee be required to give any reason for the rejection of an applicant.
- 3.6 Upon a nomination being approved by the Committee: -
- a) The nominee's name shall be entered in the register Of members kept by the Hon Secretary, or such person as shall be designated by the committee from time to time, and, upon the name being so entered, the nominee shall become a member of the Society; and
 - b) The Hon Secretary, or such person as is designated by the committee from time to time, shall, with as little delay as possible, notify the nominee in writing that they have become a member of the association, and of the receipt and acceptance of the tendered payment.
- 3.7 Upon a nomination being rejected by the Committee, the Secretary, or such person as is designated by the Committee from time to time, shall, with as little delay as possible, notify the nominee in writing that the application has not been successful, and shall return the payment tendered with the application, to the nominee,
- 3.8 A right, privilege, or obligation of a person by reason of their membership of the Association: -
- a) is not capable of being transferred or transmitted to another person;
 - b) terminates upon the cessation of their membership whether by death, resignation or otherwise.
- 3.9 Application for advancement from member to Life Membership of the Association: -
- a) shall be in writing, in such form as the Committee shall from time to time prescribe;
 - b) be accompanied by the consolidated life subscription as payable under these rules; and
 - c) shall be lodged with the Secretary, or such person as shall be designated by the Committee from time to time.

Provided that the applicant member has been continuously recorded in the Register of Members, or in the Register of Members and the Register of Members of the Incorporated Association, or in the Register of Members, the Register of Members of the Incorporated Association and the register of members of the Un-incorporated Association, for not less than ten (10) years, the application shall be approved by the Committee.

- 3.10 Ordinary Members or Life Members of the Association who have been recommended for the honour of Honorary Life Membership by the Committee because of their outstanding services to the Association may be appointed Honorary Life Members by a majority of two-thirds of votes cast by members present, either personally or by proxy, at the Annual General Meeting. No more than two (2) Honorary Life Members shall be appointed at any one Annual General Meeting.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- 4.1 The entrance fee to the Association shall be \$0.
- 4.2 The subscription payable by ordinary members and applicants for life membership of the Association shall be such as the Committee shall from time to time prescribe, provided that any such resolution of ordinary members annual subscriptions takes place at least twenty-eight (28) days before such subscription shall become due and payable.
- 4.3 Until such time as the Committee shall otherwise resolve, the annual subscription shall be **\$20-00** and the consolidated life subscription shall be **\$140-00**.
- 4.4 The Committee may, at its discretion and on presentation of what it believes to be sufficient reason, resolve to waive all or part of any member's annual subscription, or extend the period of time available to members to pay such annual subscription.
- 4.5 Members of the Association appointed Honorary Life Members shall not be liable for any further subscription.
- 4.6 The annual subscription is payable in advance, namely on or before the first (1st) day of January for a member who last joined the Association before 2005, or in the first five (5) months of a calendar year after 2004; in the first (1st) of May for a member who last joined in the next four (4) months of a calendar year after 2004. Therefore, the annual membership shall run from the first (1st) of January, the first (*1st) of May, or the first (1st) of September, as the case may be.
- 4.7 The Association may set fees payable by members who wish to participate in any specified activities of the Association. Such fees shall be as the Committee shall from time to time prescribe.
- 4.8 If the annual subscription of an ordinary member shall remain unpaid for a period of two calendar months after it becomes due, then the member may after notice of the default shall have been sent to the member by the Secretary, or such person as shall be designated by the Committee from time to time, be debarred by resolution of the Committee from all the privileges of membership, provided that the Committee may reinstate the ordinary member on payment of all arrears if the Committee thinks fit to do so.
- 4.9 If the annual subscription of an ordinary member shall remain unpaid for a full calendar year, then the member shall be debarred from all privileges of membership without notice, provided that the Committee may reinstate the ordinary member if the Committee thinks fit to do so excepting only those rights as set out in Rule 3 sub-clause (9) and Rule 22 sub-clause (1)(b). The membership periods required under the specified Clauses will start from the date of reinstatement rather than the original date of acceptance of membership.

REGISTER OF MEMBERS

- 5.0 The Secretary, or such person as shall be designated by the Committee from time to time, shall keep and maintain a Register of Members in which shall be registered the full name, address, date of entry of the name, membership category, date of acceptance of application for life membership, date of advancement to honorary life membership of each member and the Register shall be available for inspection by members at the address of the Public Officer.

RESIGNATION AND EXPULSION OF A MEMBER

- 6.1 A member of the Association who has paid all moneys due and payable by the member to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of their intention to resign and upon the expiration of that period of notice; the member shall cease to be a member.
- 6.2 Upon expiration of a notice given under sub-clause (1), the Secretary, or such person as shall be designated by the Committee from time to time, shall make in the Register of Members an entry recording the date on which the member by whom notice was given, ceased to be a member.
- 6.3 Should the annual subscription of an ordinary member remain unpaid for a period of two (2) calendar years, that member shall be deemed to have resigned their membership of the Association.
- 7.1 Subject to these rules, the Committee may by resolution: -
- a) expel a member from the Association;
 - b) suspend a member from membership of the Association for a specified period; or
 - c) fine a member in accordance with The Regulations if the Committee is of the opinion that the member -
 - i) has refused or neglected to comply with these rules; or
 - ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- 7.2 A resolution of the Committee under sub-clause (1): -
- a) does not take effect unless the Committee, at a meeting held not earlier than fourteen (14) and not later than twenty eight (28) days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
 - b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- 7.3 Where the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing: -
- a) setting out the resolution of the Committee and the grounds on which it is based;
 - b) stating that the member may address the Committee at a meeting to be held not earlier than fourteen (14) and not later than twenty eight (28) days after service of the notice;
 - c) stating the date, place and time of that meeting;
 - d) informing the member that the member may do one or more 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;
 - iii) Not later than twenty-four (24) hours before the date of the meeting, lodge with the Honorary Secretary a notice to the effect that the member wishes to appeal to the Association in a general meeting against the resolution.
- 7.4 At a meeting of the Committee held in accordance with sub-clause (2), the Committee: -
- a) shall give to the member an opportunity to be heard;
 - b) shall give due consideration to any written statement submitted by the member; and
 - c) shall by resolution determine whether to confirm or to revoke the resolution.
- 7.5 Where the Secretary receives a notice under sub-clause (3), the secretary shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within twenty eight (28) days after the date on which the Secretary received the notice.

- 7.6 At a general meeting of the Association convened under sub-clause (5): -
- a) no business other than the question of the appeal shall be transacted;
 - b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - c) the member shall be given an opportunity to be heard; and
 - d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 7.7 If at the general meeting: -
- a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - b) in any other case, the resolution is revoked.

DISPUTES AND MEDIATION

- 8.1 The grievance procedure set out in this rule applies to disputes under these Rules between -
- a) a member and another member; or
 - b) a member and the Association
- 8.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- 8.3 If the parties are unable to resolve the dispute at the meeting. Or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- 8.4 The mediator must be -
- a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement -
 - i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department Of Justice).
- 8.5 A member of the Association can be a mediator
- 8.6 The mediator cannot be a member who is a party to the dispute.
- 8.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8.8 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
 - c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8.9 The mediator must not determine the dispute.
- 8.10 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 or otherwise at law.

ANNUAL GENERAL MEETING

- 9.1 The Association shall in each calendar year convene an annual general meeting of its members.
- 9.2 The annual general meeting shall be held on such day as the Committee determines.
- 9.3 The annual general meeting shall be specified as such in the notice convening it.

- 9.4 The ordinary business of the annual general meeting shall be: -
- a) to confirm the minutes of the last preceding annual general meeting and of any general meeting(s) held since that meeting;
 - b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - c) to elect officers of the Association and the ordinary members of the Committee; and
 - d) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.
- 9.5 The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 9.6 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

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

NOTICE OF MEETING

- 12.1 The Honorary Secretary of the Association shall, at least fourteen (14) days or, if a special resolution has been proposed, at least twenty-one (21) days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at their address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 12.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 12.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the Honorary Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

- 13.1 All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- 13.2 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 13.3 Members equal to twice the number of Committee positions plus one (1) present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 13.4 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present shall be a quorum.
- 14.1 The President, or in their absence, the Vice-President, shall preside as Chairman at each general meeting of the Association.
- 14.2 If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
- 15.1 The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15.2 Where a meeting is adjourned for thirty (30) days or more, a like notice of the adjourned meeting shall be given as in the case of a general meeting.
- 15.3 Except as provided in sub-clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 16.0 A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 17.1 Upon any question arising at a general meeting of the Association, a member has one vote only.
- 17.2 All votes shall be given personally or by proxy.
- 17.3 In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.

- 18.1 If at a meeting a poll on any question is demanded
- a) by the Chairman; or
 - b) by not less than three members present in person or by proxy; it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 18.2 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 19.0 A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to the Association have been paid, provided that a member shall not be disqualified from voting at a general meeting by reason only that that member's annual subscription for the year in which the general meeting is held has not been paid within a period of not more than two (2) calendar months of the due date for payment or such extended time for payment as may be allowed to the member pursuant to Rule 4 (4).
- 20.1 Each member shall be entitled to appoint another member as their proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- 20.2 The notice appointing the proxy shall be in such form as the Committee shall from time to time prescribe.
- 20.3 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Secretary before the commencement of the meeting or adjourned meeting at which the instrument is used.

COMMITTEE OF MANAGEMENT

- 21.1 The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 22.
- 21.2 The Committee: -
- a) shall control and manage the business and affairs of the Association;
 - b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by the rules to be exercised by general meetings of the members of the Association; and
 - c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
- 22.1 The officers of the Association shall be: -
- a) a President;
 - b) a Vice-President;
 - c) an Honorary Treasurer;
 - d) an Honorary Secretary
- 22.2 The provisions of Rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).

- 22.3 Each officer of the Association shall hold office until the annual general meeting next after the date of their election and shall be eligible for re-election, provided that no office-bearer shall serve more than three consecutive terms in any one office and shall not be eligible for re-election to that office until one further year has passed.
- 22.4 In the event of a casual vacancy in the office of President, the Vice-President (if any) shall automatically become president, and the subsequent vacancy in the office of Vice-President may be filled according to sub-clause (5). If there is no Vice-President in office at the time a vacancy occurs in the office of President, the Committee may appoint a member of the Association to the vacant office of President. As referred to in sub-clause (1), the Committee may appoint a member of the Association to the vacant office and the member so appointed may continue in office until the annual general meeting next following the date of their appointment
- 22.5 In the event of a casual vacancy in the office of Vice-President, Honorary Treasurer, or Honorary Secretary, the Committee may appoint a member of the committee to the vacant office.
- 22.6 Any person filling a casual vacancy according to sub-clause (4) or (5), may continue in office until the conclusion of the next annual general meeting.
- 23.1 Subject to Section 23 of the Act, the Committee shall consist of: -
a) the officers of the Association; and
b) Eight (8) ordinary members; each of whom shall have been members of the Association for a period of at least one (1) calendar year.
- 23.2 Each ordinary member of the Committee shall, subject to these rules, hold office until the second annual general meeting following their election when they shall retire but shall be eligible for re-election: as near as practicable to one half of such members shall retire at each annual general meeting - if necessary for that year, the Committee shall nominate one or more of them to retire at the first annual general meeting after their election.
- 23.3 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the annual general meeting next following the date of their appointment.
- 23.4 All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of such member of the Committee or person acting as aforesaid, or that the members of the 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 Committee.

ELECTION OF OFFICERS AND VACANCY

- 24.1 Nominations of candidates for election as officers of the Association or as ordinary members of the Committee: -
a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
b) shall be delivered to the Honorary Secretary of the Association not less than seven (7) days before the date fixed for the holding of the annual general meeting.
- 24.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and the Committee shall proceed according to the provisions of Rule 21(4) and 22(3).
- 24.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected
- 24.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

- 24.5 The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting. Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present, either personally or by proxy, at the annual general meeting shall be entitled to vote for any number of such Candidates not exceeding the number of vacancies.
- 24.6 Multiple nominations of the same candidate for any office of the Association or as ordinary member of the Committee may be accepted. Determination of positions shall be completed and declared in the following order: -
- a) President;
 - b) Vice-President;
 - c) Honorary Treasurer;
 - d) Honorary Secretary
 - e) Ordinary Committee Members
- Once a candidate is deemed elected to a position that candidate's name shall be removed from consideration at any later vote.
- 25.1 For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member: -
- a) ceases to be a member of the Association;
 - b) becomes an insolvent under administration within the meaning of the Corporations Law;
 - c) resigns their office by notice in writing given to the Honorary Secretary;
 - d) becomes prohibited from being a director of a company by reason of any order made under the Corporations Law;
 - e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - f) for more than three months is absent without permission of the Committee from meetings of the Committee held during that period;
 - g) holds any office of profit under the Association;
 - h) is directly or indirectly interested in any contract or proposed contract with the Association, provided always that nothing in this paragraph shall affect the operation of sub-clause (2).
- 25.2 Nothing contained in these rules shall prevent the payment in good faith of remuneration to any officers or servants of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business, but so that no office bearer or ordinary Committee member shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any such office bearer or ordinary Committee member except repayment of out-of-pocket expenses.

PROCEEDINGS OF COMMITTEE

- 26.1 The Committee shall meet at least three (3) times in each year at such place and such times as the Committee may determine.
- 26.2 Special meetings of the Committee may be convened by the President or by any four (4) of the members of the Committee.
- 26.3 Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.
- 26.4 A majority of the members of the Committee, as specified in Rule 22 sub-clause (1), constitute a quorum for the transaction of the business of a meeting of the Committee.

- 26.5 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such place and time as shall be determined in the following week unless the meeting was a special meeting in which case it lapses.
- 26.6 At meetings of the Committee: -
- a) the President or in the president's absence the Vice-President shall preside; or
 - b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- 26.7 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 26.8 Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote. Provided that subject to Rule 24 sub-clause (1) and (2) a member of the Committee shall not vote in respect of any contract or proposed contract in which the member is interested, or any matter arising thereof, and if the member does so vote such vote shall not be counted.
- 26.9 Written notice of each Committee meeting shall be served on each member of the Committee by delivering it to the member at a reasonable time before the meeting or by sending it by pre-paid post addressed to the member at their usual or last known place of abode at least two business days before the date of the meeting.
- 26.10 Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

HONORARY SECRETARY

- 27.0 The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Committee meeting in books provided for that purpose together with a record of the names of persons present at Committee meetings.

HONORARY TREASURER

- 28.1 The Honorary Treasurer of the Association: -
- a) shall, from such person as shall be designated by the Committee from time to time, collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 28.2 The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

PUBLIC FUND

- 29.1 Where there is a public fund listed on the Register of Cultural Organisations in respect of the Association, the Treasurer of the Association must cause all donations to the Association to be deposited into the public fund. The monies to be deposited in the public fund or for the time being forming part of the public fund must be kept separate from other funds of the Association and must be used only to further the objects of the Association. The monies in the public fund must be invested only in accordance with any guidelines for the investment of such funds as are specified from time to time by the Australian Taxation Office.

- 29.2 The public fund will be administered by a management committee appointed by the Committee, or by a subcommittee of the Committee, the majority of the members of which, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Association.
- 29.3 No monies or assets forming part of the public fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the public fund or as constitute proper remuneration for administrative services.

REMOVAL OF A MEMBER OF THE COMMITTEE

- 30.1 The Association in general meeting may by resolution remove any member of the Committee before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member.
- 30.2 Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES

- 31.0 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

SEAL

- 32.1 The Common Seal of the Association shall be kept in the custody of the Honorary Secretary.
- 32.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

ALTERATION TO RULES AND STATEMENT OF PURPOSES

- 33.0 These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

NOTICES

- 34.1 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at their address shown in the Register of Members.
- 34.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

- 35.1 In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.
- 35.2 If upon the winding up or dissolution of the public fund, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of the public fund of the Association, the rules of which prohibit the distribution of its or their income among its or their members, and which is listed on the Register of Cultural Organisations maintained under the *Income Tax Assessment Act 1997* (the 1997 Act) and donations to which are eligible for tax deductibility under Subdivision 30-B, section 30-100 of the 1997 Act.
- 35.3 Any proposed amendments or alterations to the provisions of these rules relating to the public fund will be notified to the Department responsible for the administration of the Register of Cultural Organisations for the assessment of their effect, if any, on the public fund's continuing deductible gift recipient status.

CUSTODY OF RECORDS

- 36.0 Except as otherwise provided in these Rules, the Honorary Secretary, or such person or persons as shall be designated by the Committee from time to time, shall keep in their custody or under their control all books, documents and securities of the Association.

FUNDS

- 37.0 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.