

# CONSTITUTION OF FIJI SANGAM ASSOCIATION OF VICTORIA INCORPORATED

## PART 1—PRELIMINARY

### 1 Name

The name of the incorporated association is "Fiji Sangam Association of Victoria Incorporated".

### 2 Purposes

The purposes of the Association are:

- (1) To promote the legitimate interest and welfare of members and their associates in the development of the community as a whole;
- (2) To promote South Indian arts and culture within the Australian context;
- (3) To facilitate the enhancement of its members to promote mutual respect through social, cultural, political and economic interaction;
- (4) To promote understanding and co-operation with other associations with similar objectives;
- (5) To acquire by purchase or otherwise, land, buildings or premises in the interest of the Association;
- (6) To do all such things and perform such acts as the Committee considers necessary or desirable in the attainment and furtherance of the purposes of the Association.

### 3 Financial year

The financial year of the Association is each period of 12 months ending on 31 December.

---

Adopted at FSAV AGM on 26 May 2019

1

### 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); ***associate member*** means a member referred to in rule 14(1);

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 45;

***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

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

***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 who is a Domicile of the State of Victoria,

Australia. (Amended AGM 2019)

Adopted at FSAV AGM on 26 May 2019

2

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

**Parent Body** Fiji Sangam Association of Victoria; (Amended AGM 2019)

***special resolution*** means a resolution that requires at least three-quarters of the members voting at a general meeting to vote 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.

## **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 the attainment of 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) 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.
-

- (h) The Trustees approval will be required in application of above regulations with the exception of sub-rule 2(b), (e), (f).
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

Adopted at FSAV AGM on 26 May 2019

3

## **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.

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

### **Division 1—Membership**

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

The Association must have at least 20 members.

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

- (1) Any person who subscribes to the purposes of the Association and who agrees to abide by the Rules and Regulations from time to time prescribed by the Association is eligible for membership.
- (2) Former residents of Fiji of South Indian origin over the age of 15 years or associated to former residents of Fiji of South Indian origin by marriage or by lineage are eligible to become Ordinary Members of the Association.
- (3) Persons other than persons eligible to become Ordinary Members of the Association are eligible to become Associate Members of the Association.
- (4) Any Ordinary Member is eligible to become a Life Member of the Association upon payment of the prescribed Life Membership fee as set by the Annual General Meeting from time to time.
- (5) Membership of the Association shall consist of individuals who subscribe to the purposes of the Association and who agree to abide by the Rules and Regulations from time to time prescribed by the Association. and is

Permanently Domiciled in the State of Victoria, Australia (Amended AGM 2019)

Adopted at FSAV AGM on 26 May 2019

4

## **9 Application for membership**

- (1) To apply to become a member of the Association, a person must submit a written application to the Secretary of the Association on the prescribed form stating that the person—
  - (a) wishes to become a member of the Association; and
  - (b) supports the purposes of the Association; and
  - (c) agrees to comply with these Rules.
  - (d) Must be residing in the State of Victoria, Australia for a minimum period of 3 months and in compliance with clause 2 of the Constitution. (amended AGM 2019)
- (2) The application—
  - (a) must be signed by the applicant; and
  - (b) shall be accompanied by the applicable subscription fee.

## **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 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, whichever is the later, on which—
  - (a) the Committee approves the person's membership; or
  - (b) the person pays the applicable subscription fee.

## **12 Annual subscription and Life Membership fee**

- (1) At each annual general meeting, the Association must determine—
  - (a) the amount of the annual subscription for the following financial year; and
  - (b) the amount of Life Membership fee payable for the time being; and
  - (c)
- (2) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a fixed amount determined from time to time by the Association.
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid. Rule 13(2)(b) shall apply

## **13 General rights of members**

- (1) A member of the Association who is entitled to vote has the right—
  - (a) to receive notice of general meetings and special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting.
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 74; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
  - (a) the member is a member other than an associate member; and
  - (b) more than 10 -working days have passed since he or she became a member of the Association; and
  - (c) the member's membership has not been suspended for any reason.

#### **14 Associate members**

- (1) Associate members of the Association include—
  - (a) any person other than an Ordinary Member or a Life Member;
  - (b) any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

#### **15 Rights not transferable**

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

#### **16 Cessation of 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.
- (3) Any migration that affects the domicile status of an existing member, the membership shall be ceased for the period until the member meets the domiciliary requirements. For Life Members no fees is applicable in this circumstance.

#### **17 Resigning as a member**

- (1) A member may resign by notice in writing addressed and posted to the Association.
- (2) A member is taken to have resigned if—
  - (a) the member's annual subscription is more than 12 months in arrears; or
  - (b) where annual subscription is payable—
    - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

#### **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) if the member is an associate member, a notation to that effect;
    - (v) if the member is a Life Member, a notation to that effect;
    - (vi) any other information determined by the Committee; and
  - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

## **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 refused 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.
- (2) The members of the disciplinary subcommittee—
  - (a) may be members of the Association, excluding the existing Committee members or anyone else deemed fit; 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 may—
  - (a) take no further action against the member; or
  - (b) subject to subrule
    - (c) (3)— (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine a member

- (4) The suspension of membership rights or the expulsion of a member under this rule takes effect immediately after the vote is passed by the disciplinary subcommittee and party(s) informed in writing by Secretary.

### **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 and the Secretary within 5-working days after the decision to suspend or expel the person is taken; or
- (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. If quorum of Committee is not achieved in two consecutive meeting dates, then the members present in the third committee meeting shall make a decision by majority.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Committee 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.

Adopted at FSAV AGM on 26 May 2019

### **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 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) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if majority of the Committee 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.

Adopted at FSAV AGM on 26 May 2019

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

The parties to a dispute must first 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 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 not determine the dispute.

## **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 at law.

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

### **30 Annual General Meetings**

- (1) The Committee must convene an annual general meeting of the Association within 5 months after the end of each financial year.
- (2) The Committee shall determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider-
    - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
    - (ii) the 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 of the annual subscription and Life Member fee.
- (4) 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.
- (4) However, if notice is given that items of general business may be considered at the meeting any other item of business may be considered unless opposed by a majority of members present.

### **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 50% 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 two months 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.

### **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 annual general meetingshall be given; or
  - (b) all motions shall be received by the Secretariat at least 14 daysprior to the date of the annual general meeting;
  - (c) The Secretariat shall circulate the motions received to all members within 3-days of receiving these motions.
- (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.

### **34 Use of Technology**

- (1) For the purposes of annual general meeting, physical presence will be required.

### **35 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 (physically or as allowed under rule 34) of 20% of the members entitled to vote.
- (3) If a quorum is not present within 60 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;
  - (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 60 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.

### **36 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) unexpected disruptions which is not in control of the Chairperson and executive members. .
- (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 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.

### **37 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 must vote personally and not by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (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.

### **38 Special resolutions**

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

### **39 Determining whether resolution is carried**

- (1) Subject to subrule (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) 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.

#### **40 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(3)(b)(ii); and



- (c) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the 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—MANAGEMENT COMMITTEE Division**

### **1—Powers of Executive Committee**

#### **41 Role and powers**

- (1) The business of the Association — (amended AGM 2019)
  - a) The business of the Association shall be managed by elected Committee;
  - b) Sub-Committee, as and when required, may be appointed by the President after the elections and shall be responsible and under the direction of the Executive Committee. The President or his Nominee and the Secretary shall be Ex -officio members of all Sub Committees;
  - c) The Association may have s a Women's' wing thereafter called :the Mathar Sangam and a male youth wing thereafter called the Valibars commonly known as TIV. They shall always be under the direction, guidance and responsible to the Parent Body-Fiji Sangam Association of Victoria.
  - d) Under no circumstances the Mathar Sangam and TIV of FSAV shall act independently without adhering to the rules stipulated by the Association which shall be binding at all times.
  - e) No major projects shall be undertaken without prior sanction of the Parent Body
- (2) 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.
- (3) The Committee may—
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.
- (4) A general meeting of the members may by resolution direct the Committee on any matter within the Committee's powers.

#### **42 Delegation**

- (1) The Committee may delegate to 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 that the Committee considers appropriate.

Adopted at FSAV AGM on 26 May 2019

20

- (3) The Committee may, in writing, revoke a delegation wholly or in part.

## **Division 2—Composition of Committee and duties of members**

### **43 Composition of Committee**

The Committee shall consists of—

- (a) a President;
- (b) Two (2) Vice-Presidents;
- (c) a Secretary;
- (d) a Assistant Secretary
- (d) a Treasurer;
- (e) up to 7 committee members.

### **44 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

Adopted at FSAV AGM on 26 May 2019

---

(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.

(3) 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.

#### **45 President and Vice-President**

- (1) Subject to subrule (2), the President or, in the President's absence, one of the Vice-Presidents is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and both the Vice-Presidents are both absent, 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) Before the election of new committee members at an annual general meeting, the President must present to the meeting the annual report of the Committee on the activities of the Association during the last financial year.

#### **46 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 18; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 69(3), all books, documents and securities of the Association in accordance with rules 71 and 74;
  - (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.

#### **47 Treasurer**

- (1) The Treasurer must —

- (a) Ensure to receive all moneys paid to or received by the Association and issue receipts within a reasonable timeframe, no later than 5-days 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 the Treasurer and either the President or one of the Vice Presidents.
- (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 ensure that at least one other committee member has access to the accounts and financial records of the Association.

Adopted at FSAV AGM on 26 May 2019

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

#### **48 Eligibility**

- (1) A member is eligible to be elected or appointed as a committee member if the member—
- (a) is a Ordinary Member; and
  - (b) is a permanent resident of Victoria, Australia; and
  - (c) is entitled to vote at a general meeting; and
- (2) Notwithstanding subrule (1) no member is eligible to be elected to the office of President, Secretary and Treasurer unless that member has served previously as an elected or appointed committee member of the Association for an unbroken and consecutive period of two years, one of which must be in the preceding 12 months.

#### **49 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 50 to 53.

**50 Nominations**

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may—
  - (a) nominate himself or herself; or

(b)

with the member's consent, be nominated by another member.

- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- (4) Written nominations may be filed with the Secretariat within 7-days of the date of annual general meeting in nomination forms provided by the secretariat.

#### **51 Election of President etc.**

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
  - (2) (a) President;
  - (b) Vice-Presidents;
  - (c) Secretary & Assistant Secretary;
  - (d) (d) Treasurer.
- (3) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (4) If more than one member is nominated, a ballot must be held in accordance with rule 53.
- (5) On his or her election, the new President may take over as Chairperson of the meeting.

#### **52 Election of ordinary members**

- (1) The annual general meeting must conduct the election of executive members of the Committee (Refer Clause 43(e)).
- (2) A single election may be held to fill all of those positions;
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 53.

#### **53 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election, at the discretion of the Chairperson.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to each member present in person.

(b)

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are informal.
- (9) Each formal 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
  - with the agreement of those candidates, decide by lot which of them is to be elected.

#### **54 Term of office**

- (1) Subject to subrule (3) and rule 55, a committee member holds office until the positions of the Committee are declared vacant at annual general meeting.
  - a) The term of President in office shall be for a period of 2 years with a provision of re-election for another period of 2 years (amended AGM 2019);
  - b) The maximum term of the President shall be 4-years, either consecutively or otherwise.
- (2) A executive members term shall 2-years, which shall coincide with the term of the President and may be re-elected.
- (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.

#### **55 Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
  - (a) ceases to be a member of the Association; or

- (b) fails to attend 3 consecutive committee meetings without leave of absence under rule 66; or
- (c) ceases to reside in Victoria, Australia; or
- (d) otherwise ceases to be a committee member by operation of section 78 of the Act.

**56 Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
  - (a) has become vacant because of rule 55; or





(b)

is not filled by election at the last annual general meeting.

- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within a reasonable timeframe after the vacancy arises, but no later than 28-days. .
- (3) Rule 54 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

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

##### **57 Meetings of Executive Committee**

- (1) The Committee must meet at least 6 times in each year at the dates, times and places determined by President in consultation with the Committee.
- (2) The date, time and place of the first committee meeting must be determined at the annual general meeting of the Association immediately after the members of the Committee are elected.
- (3) Special committee meetings may be convened by the President.

##### **58 Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 5 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 meeting is the business for which the meeting is convened.

##### **59 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 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.

**60 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.

**61 Use of technology**

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**62 Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 61) of a majority of the committee members holding office.

- (3) If a quorum is not present within 60 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 President shall have the power to decide if the meeting needs to be continued depending on the urgency of the matter before the committee and if such meeting is continued then it shall constitute a valid meeting. If the President decides not to continue with the meeting then the meeting must be adjourned to a date no later than 30 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 58.

### **63 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.
- (5) Voting by proxy is not permitted.

### **64 Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.
- (3) 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.

### **65 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 64.

## **66 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**

### **67 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.

### **68 Management of funds**

- (1) The Association must open various accounts with various financial institutions 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 cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer and either the President or Secretary.
- (5) All funds of the Association must be deposited into a financial account of the Association no later than 5 working days after receipt.
- (6) 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.
- (7) Appropriate financial regulations and policies shall be implemented by the committee as required from time to time with full regards to accountability.

### **69 Financial records**

- (1) The Association must keep financial records that—

- (a) correctly record and explain its transactions, financial position and performance; and
  - (b) would enable true and fair 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. Electronic records may be kept indefinitely, while paper records shall be destroyed in secure manner.
- (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.

## **70 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
  - (c) the submission of the financial statements to the annual general meeting of the Association;
  - (d) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7—GENERAL MATTERS**

### **71 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 witnessed by the signatures of the President and Secretary;
  - (c) the common seal must be kept in the custody of the Secretary.

### **72 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.

### **73 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 electronic transmission.
- (2) Subrule (1) does not apply to notice given under rule 59.
- (3) Any notice required to be given to the Association or the Committee may be given—
- (a) by handing the notice to the Secretary; or
  - (b) by sending the notice by post to the registered address; or
  - (c) if the Committee determines that it is appropriate in the circumstance—
    - (i) by email to the email address of the Association or the Secretary;
    - or
    - (ii) by any other electronic transmission to the Association or Secretary.

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

- (1) Members may on request inspect free of charge -
- (a) the register of members names only;
  - (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.
- (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 the provision of a copy of such a record.
- (5) For purposes of this rule —  
***relevant documents*** means the records and other documents, however, compiled, recorded or stored, that relate to the incorporation and management of the 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.

## **75 Winding up and cancellation**

- (1) The Association may be wound up voluntarily by special resolution, subject to unanimous consent of the Trustees.
- (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.

## **76 Alteration of Rules**

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

## **77 Trustees**

- (1) The members entitled to vote may at the annual general meeting of the Association appoint or elect 3 (maximum of three) who are Life Members as the Trustees of the Association.
- (2) The Trustees shall appoint or elect one from amongst them as the Chairperson of the Trustees.
- (3) The term of a person elected as a trustee shall not exceed 5 (Five) terms and upon expiry, a trustee may be eligible for re-election or re-appointment.
- (4) No ordinary member shall be eligible to be appointed as a trustee unless he or she is a Life Member of the Association and has previously served as an elected or appointed committee member for at least 5 (Five) years.
- (5) The trustees shall not be members of the committee.
- (6) The role of the trustees shall be to safeguard and protect the properties, institutions, investments and other assets of the Association.
- (7) The trustees shall have quarterly meetings with the committee to discuss all financial matters and to review the aims and objectives and purposes of the Association in terms of performance and directions.

## **78 Patrons**

Distinguished individuals may be appointed as Patrons to the Association at the recommendation of the Committee and approved at the annual general meeting of the



Association. A Patron shall cease to hold such position upon resignation or death or by special resolution.