

MODEL RULES FOR AN INCORPORATED ASSOCIATION

NAME

- 1. The name of the Incorporated association is VERMONT
 COMMUNITY YOUTH CLUB
 INCORPORATED.

INTERPRETATION

- 2. (1) In these Rules unless the contrary intention appears:
 - "Association" means Incorporated.
 - "Commission" means the Health Commission of Victoria.
 - "Committee" means the Committee of Management of the Association.
 - "Financial year" means the year ending on
 - "General Meeting" means a general meeting of members convened in accordance with Rule (14).
 - "Member" means a subscriber of the Association.
 - "Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 8.
 - "The Act" means the Associations Incorporation Act 1981.
 - "The Regulations" means the regulations under the Act.
- (2) In these Rules, a reference to the Secretary of an Association is a reference:
 - (a) where a person holds office under these Rules as Secretary of the Association - to that person; and
 - (b) in any other case, to the Public Officer of the Association.
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

POLICY.

- 3. (a) The Association shall not espouse the cause of any one political party or religious belief, and shall not in any way place limitations upon the type of young person entitled to benefit from the facilities of the Association.
- (b) The facilities of the Association shall be open to young people between the ages of 7... years and 21... years of the district of VERMONT..... or elsewhere who uphold the aims of the Association and who are enrolled with the sanction of the Committee of Management.
- (c) The facilities of the Association shall be open to any young person who in the opinion of the club leader is in any way in special need of the facilities of the Association.
- (d) The Committee of Management shall have power to fix and vary fees for use of the facilities of the Association from time to time and to make rules for ensuring the collection thereof; and shall waive the payment of these if necessary in special circumstances, particularly of genuine hardship.

MEMBERSHIP

4. (a) Any adult citizens interested in the well-being of the Association and prepared to abide by the objects and policy of the Association may become a subscriber on the payment of an annual subscription.
- (b) For any adult subscriber there shall be an annual subscription of not less than 25 cents. Such subscription shall become due and payable at least one month prior to the Annual General Meeting in each year, and when paid shall entitle such person to vote at all General Meetings (and Special General Meetings) of subscribers and be eligible to accept office on the Committee of Management.

REGISTER OF MEMBERS

5. The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each member and the Register shall be available for inspection by members at the address of the Public Officer.

RESIGNATION AND EXPLUSION OF A MEMBER

6. (1) (a) A member of the Association who has paid all monies due and payable by him to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- (b) upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the Register of Members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
- (2) 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.
- (3) 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 (4) 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.

RESIGNATION AND EXPULSION OF A MEMBER (Contd.)

6. (4) 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 notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he may do one or more of the following -
 - (i) attend that meeting;
 - (ii) give 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 Secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the Committee held in accordance with sub-clause (3) 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.
- (6) Where the Secretary receives a notice under sub-clause (4), he shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- (7) At a general meeting of the Association convened under sub-clause (6):
- (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.
- (8) If at the general meeting:
- (a) two-thirds of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

4.

PATRONS: LIFE MEMBERS

7. (a) The Committee of Management in furtherance of these objects may appoint any number of persons as Patrons of the Association. Appointment as Patron shall not in itself confer any rights or privileges with regard to voting or standing for office within the Association.
- (b) The Committee of Management shall have power to appoint Life Members of the Association from those persons who have rendered outstanding services to the Association. Such Life Members shall have all privileges of adult subscribers but shall be exempt from payment of any subscription.

COMMITTEE OF MANAGEMENT

8. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 8 (3).
- (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 these 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.
- (3) The Committee of Management shall consist of:
- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer;
- (d) a Secretary; and
- (e) six (6) ordinary members of the Committee;
- (4) All Office Bearers and members of the Committee shall be elected at the Annual General Meeting. They shall be elected for a period of one year and shall retire at the Annual General Meeting next following but shall be eligible for re-election.
- (5) In the event of a casual vacancy occurring during the year, the Committee shall have power to appoint a new member from the members of the Association. Any person so appointed shall hold office until the next Annual General Meeting only, but shall be eligible for re-election.
- (6) No member of the Committee shall be appointed to or retain any paid office of the Association whilst he/she is a member of the Committee.

PROCEEDINGS OF MEETINGS (Contd.)

9. (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.
- (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.
- (9) Written notice of each Committee meeting shall be served on each member of the Committee by delivering it to him at least two (2) days before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two (2) business days before the date of the meeting..
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

SUB-COMMITTEES

10. (1) The Committee may appoint such Management Sub-committees, consisting of members of the Committee, as they think fit. Members of the Association or other interested persons may be co-opted in an advisory capacity, but shall have no voting rights.
- (2) The Committee may also appoint other Sub-committees not concerned with the direct management of the Association with membership drawn from members of the organisation or other interested persons, for fund raising, social and other similar purposes. Members of such Sub-committees shall have voting rights only within the Sub-committees to which they have been appointed or elected.
- (3) The quorum for meetings of a Sub-committee shall be one-third of its members. At the first meeting of a Sub-committee the members shall appoint a Chairman from amongst themselves.

REMOVAL OF MEMBER OF COMMITTEE

11. (1) The Association in General Meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- (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.

COMMITTEE OF MANAGEMENT (Contd.)

8. (7) No member of the Committee shall directly or indirectly supply goods or services to the Association where such goods or services can be satisfactorily obtained elsewhere locally.
- (8) Any member of the Committee who has a financial interest in any contract or arrangement made or proposed to be made with the Association shall disclose his/her interest at the first meeting of the Committee at which the contract or arrangement is first taken into consideration if his/her interest then exists, or in any other case at the first meeting of the Committee after the acquisition of his/her interest. If he/she becomes interested in a contract or arrangement after it is made or entered into, he/she shall disclose his/her interest at the first meeting after he/she becomes so interested.
- (9) No member of the Committee shall vote as a member of the Committee in respect of any contract or arrangement in which he/she is so interested as aforesaid, and if he/she do so vote his/her vote shall not be counted.
- (10) 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 Companies (Victoria) Code;
 - (c) resigns his office by notice in writing given to the Secretary; or
 - (d) is absent for three (3) consecutive meetings without acceptable reason or leave of absence.

PROCEEDINGS OF COMMITTEE

9. (1) The Committee shall meet at least ten (10) times a year at regular intervals at such place and such times as the Committee may determine
- (2) Special meetings of the Committee may be convened by the President or by any five (5) of the members of the Committee.
- (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 a meeting.
- (4) Any six (6) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee
- (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 the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Committee:
- (a) the President or in his 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.

ANNUAL GENERAL MEETING

12. (1) The Association shall in each calendar year convene an Annual General Meeting of its members.
- (2) The Annual General Meeting shall be held within three months of the end of the financial year.
- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (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 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;
 - (d) to receive and consider the audited statement submitted by the Association in accordance with section 30(3) of the Act; and
 - (e) the election of auditor(s) for the ensuing year.
- (5) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- (6) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.
- (7) At least fourteen (14) days' notice of the Annual General Meeting shall be given to all members.
- (8) Ten (10) members personally present being members entitled to vote at a General Meeting, constitute a quorum for the transaction of business at the Annual General Meeting.

SPECIAL GENERAL MEETING

13. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- (1) The Committee may, whenever it thinks fit, through its President convene a Special General Meeting of the Association.
- (2) The Committee shall, on the requisition in writing of members representing not less than ten (10) financial members, convene a Special General Meeting of the Association.
- (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 sent to the address of the Secretary and may consist of several documents in the like form, each signed by one or more of the members making the requisition.
- (4) If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the 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.

SPECIAL GENERAL MEETING (Contd.)

13. (5) A Special General Meeting convened by members in pursuance of these Rules shall be convened in the same or similar manner as meetings held 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

14. (1) The Secretary of the Association shall at least fourteen (14) days before the date fixed for holding a General Meeting of the Association, cause to be sent to each member of the Association at his address appearing in the register of members, a notice by pre-paid post or personally stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.
- (3) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

PROCEEDINGS AT MEETINGS

15. (1) (a) 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;
- (b) 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;
- (c) ten (10) members personally 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;
- (d) 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 (being not less than seven (7)) shall be a quorum.
- (2) (a) The President, or in his absence, the Vice-President, shall preside as Chairman at each General Meeting of the Association;
- (b) 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.

PROCEEDINGS AT MEETINGS (Contd.)

15. (3) (a) The Chairman of the 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;
- (b) where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting;
- (c) except as provided in sub-clauses 2(a) and 2(b) It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (4) 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.
- (5) (a) Upon any question arising at a general meeting of the Association, a member has one vote only;
- (b) all votes shall be given personally;
- (c) 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.
- (6) (a) If at a meeting a poll on any question is demanded by not less than three (3) members, 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;
- (b) 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.
- (7) (a) A member is not entitled to vote at any General Meeting unless all monies due and payable by him to the Association have been paid;
- (b) there shall be no votes cast by proxy at any General Meeting of the Association.

SECRETARY

16. 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 and deal with correspondence and motions as directed and notify all members of meetings.

TREASURER

17. (1) The Treasurer of the Association:
- (a) shall collect and receive all monies due to the Association and make all payments authorized 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.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

FINANCE

18. Finance shall be obtained from members' subscriptions, endowments, grants, public subscription, voluntary contribution, fund raising efforts and other approved means, but that no fund raising venture constituting a public appeal, as defined by the Hospitals and Charities Act, is to be undertaken without the previous consent of the Commission.

FINANCIAL ADMINISTRATION

19. (1) The funds of the Association shall be lodged in such investments as are authorized by the Law for the time being in force for the investment of trust funds, or on deposit with a bank.
- (2) The Treasurer shall receive all monies and issue receipts for same, shall pay all accounts which have been passed for payment by the Committee, shall keep a proper record of all such receipts and payments, and shall submit a financial report at each Committee meeting.
- (3) All accounts must be paid by cheque.
- (4) At least once a year the books must be examined and audited by the auditor(s) appointed at the Annual General Meeting.
- (5) The financial year shall run from the ^{1st JULY} 30th JUNE... next following.

CHEQUES

20. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two (2) Office Bearers.

DISTRIBUTION OF ASSETS

21. The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association

AUDITOR

22. The Auditor(s) appointed shall be a member of some recognised institute of accountants, or, if no such auditor is available, shall be a person sufficiently versed in business practice to carry out capably the duties of auditor. The auditor shall not be a member of the Committee of Management.

SEAL

23. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (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 (2) members of the Committee or of one member of the Committee and of the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

24. Any proposed alteration to these Rules and the Statement of Purposes of the Association shall be submitted to the Commission (Hospitals Division) for approval and, if approved, such alteration shall be made in accordance with the Act.

NOTICES

25. (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 his address shown in the Register of Members.
- (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

26. (1) The Association shall not be dissolved or wound up except by consent of three-fourths of those present at a Special General Meeting of members called specially for that purpose.
- (2) If upon winding-up or dissolution of the Association there remains, after satisfaction of all debts and liabilities, any assets or property whatsoever the same shall not be paid or distributed to any member of the Association but shall be given or transferred to Victorian Association of Youth Clubs for distribution to some organisation having objects similar to the objects of the Association and which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under clause (21) hereof, such organisation to be determined by the members of the Association, with the approval of the Commission.
- (3) Provided that where the Department of Youth, Sport and Recreation has paid a capital building grant to the Association, the repayment of the grant or part thereof shall be taken into account when considering the dispersal of assets.
- (4) In the event of the Association not having functioned for a period of two (2) years, dissolution shall be compulsory. The last available list of adult subscribers shall be used to give effect to the provisions of this clause.
- (5) On completion of these actions, application shall be made to the Commission (Hospitals Division) for cancellation of the registration under the Hospitals and Charities Act.

INSURANCE

- 27. The Committee shall arrange as appropriate, suitable Insurance to cover property, members and employees of the Association.

ANNUAL RETURNS

- 28. Two (2) copies of the annual report and audited statement of the financial affairs, and the names and addresses of the Office Bearers shall be forwarded to the Commission (Hospitals Division) and the Registrar of Incorporated Associations within one month following the Annual General Meeting each year.

CUSTODY OF RECORDS

- 29. Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.

Approved at a General Meeting held on

..... President

..... Secretary

Date