

ASSOCIATIONS INCORPORATIONS ACT 1981
THE GENEALOGICAL SOCIETY OF VICTORIA INCORPORATED

RULES

1. NAME

The name of the incorporated association which is established in accordance with the Statement of Purposes hereto, is The Genealogical Society of Victoria Incorporated (hereinafter called the "Society").

2. INTERPRETATION.

2.1 In these Rules, unless the contrary intention appears :-

"By-laws" means by-laws approved by the Council in accordance with Rule 31.

"Council" means the Council of the Society.

"Executive Committee" means the Executive Committee of the Council.

"Financial year" means the year ending on 30th June.

"General Meeting" means a general meeting of members convened in accordance with Rule 10.

"Member" means a member of the Society in one or other or all of the categories defined in Rule 3.

"The Act" means the Associations Incorporation Act 1981.

"The Regulations" means regulations promulgated under the Act.

2.2 In these Rules, a reference to the Executive Officer of the Society is a reference to :

(a) where a person is employed as Executive Officer - to that person; or

(b) in any other case, to the Public Officer of the Society.

2.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time. Expressions relating to the male gender shall be construed as applying to the female or neuter genders as the case may be.

2.4 The words "genealogy" and "genealogical" are deemed to refer to that branch of knowledge which is concerned with the study and recording of the descent of persons and families from an ancestor or ancestors.

2.5 The words "family history" are deemed to refer to that branch of knowledge which is concerned with biographical research into one's forebears with the object of compiling a narrative history of the family.

2.6 The word "heraldry" is deemed to refer to the branch of knowledge of all that applies to armorial insignia.

3. MEMBERSHIP

MEMBERSHIP GENERALLY

3.1 A person who applies in writing on the form prescribed by the Council and who is elected to membership, is eligible to be a member of the Society on payment of the requisite joining fee and annual or other appropriate subscription applicable to the relevant membership category payable under these Rules.

PATRONS

- 3.2 Such person as shall be invited by a resolution of the Council to grant his patronage to the Society shall, upon so doing be accorded the style and title of Patron of the Society. There may be more than one Patron of the Society.

MEMBERSHIP CATEGORIES

- 3.3 The Society shall consist of Fellows, Honorary Fellows, Ordinary Members, Joint Members, Life Members, Joint Life Members, Member Societies, Corporate Members, Student Members and any other category of membership which the Council may from time to time decide by resolution.

FELLOWS

- 3.4 A Fellow or Honorary Fellow of the Society shall be nominated in accordance with the By-law established by the Council and shall be presented for election at a General Meeting of the Society upon the recommendation of the Council. Once elected as a Fellow the full rights and privileges of membership of the Society are available to the Fellow for life on an honorary basis.

ORDINARY MEMBERS

- 3.5 An Ordinary Member shall be a natural person who has paid the subscription applicable to the Ordinary Member category of membership.

JOINT MEMBERS

- 3.6 Joint Members shall be any two or more natural persons of the same household who have paid the subscription applicable to this category of membership. Joint Members shall be entitled to one vote each.

LIFE MEMBERS/JOINT LIFE MEMBERS

- 3.7 A Life Member and Joint Life Members shall be natural persons who have paid the subscriptions applicable to the relevant category of membership. Joint Life Members shall be entitled to one vote each.

MEMBER SOCIETIES

- 3.8 Any company, institution, society or association, whether incorporated or unincorporated, formed with a principal object of promoting and participating in the study and research of genealogy, family or local history, heraldry and allied subjects and which is bound by a constitution, rules or by-laws approved by its members is eligible to be a Member Society. Such an organisation desiring membership under this Rule shall apply in writing to the Council in accordance with the By-laws and, upon payment of the requisite fees, may be admitted as a Member Society.
- 3.9 A Member Society may from time to time, but at least once in every year, shall nominate a person to be its representative and, subject to these Rules, the person so nominated shall have the same rights, privileges and obligations as an Ordinary Member.

CORPORATE MEMBERS

- 3.10 A Corporate Member shall be any incorporated or unincorporated body such as an association, institution, government department or instrumentality, local government body, trust, or other organisation (not being a natural person) as may from time to time be approved by Council and which has paid the appropriate fees.
- 3.11 A Corporate Member may from time to time, but at least once in every year, shall nominate a person to be its representative, and, subject to these Rules, the person so nominated shall have the same rights, privileges and obligations as an Ordinary Member.

STUDENT MEMBERS

- 3.12 A Student Member shall be a natural person under the age of 25 years who is a bona fide full-time student and who has paid the subscription applicable to this category of membership. A Student Member shall not be entitled to vote in Society matters.

MEMBERSHIP

- 3.13 A person who is not a member of the Society at the time of incorporation of the Society under the Act (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 has applied as provided in sub-Rule 3.14; and
 - (b) the person's admission as a member has been approved by the Council.
- 3.14 An application for membership of the Society :
- (a) shall be made in writing in the form set out in the By-laws and be accompanied by the appropriate fees; and
 - (b) shall be lodged with the Executive Officer of the Society.
- 3.15 As soon as is practicable after the receipt of a application, the Executive Officer shall refer the application to the Council. Upon an application being referred to it the Council shall determine whether to elect or reject the applicant as a member.
- 3.16 Upon the election of a member by the Council, the Executive Officer shall, with as little delay as possible, notify the applicant in writing that his application for membership of the Society has been approved and shall enter the applicant's name in the Register of Members kept by him.
- 3.17 Any person whose application for membership is refused shall be entitled to require the Council to state the reasons for which membership has been refused, and shall have the right to have his application reconsidered by the next ensuing General Meeting.
- 3.18 A right, privilege, or obligation of a person by reason of his membership of the Society :
- (a) is not capable of being transferred or transmitted to another person;
 - (b) terminates upon the cessation of his membership whether by death or resignation or otherwise.
- 3.19 Every member shall be governed by the Purposes and Rules of the Society and shall refrain from doing any act likely to prejudice the Society in any way. All members shall be considered to have assented to and agreed to be bound by the Purposes and these Rules.
- 3.20 Membership of the Society does not entitle a member to give the name and address of the Society as his address or otherwise for the purposes of private identification or endorsement.

4. JOINING FEES AND SUBSCRIPTIONS.

- 4.1 There shall be payable such joining fee as is decided by the Council from time to time.
- 4.2 The applicable annual subscription is payable each year, in advance on or before the anniversary of the first day of the month of the member's election to membership.
- 4.3 Any member whose subscription is three months or more in arrears shall be debarred from being a member of Council himself, from nominating any candidate for election or appointment to Council, or from voting on any Society matter. Further, written notice of the default shall be sent to the member and after allowing a reasonable time (not less than 14 days) for a reply thereto, the Council may remove his name from the Register of Members whereupon he shall be held to have forfeited all his rights and privileges in the Society. Provided that, upon payment of all arrears the Council may reinstate the member and restore his name to the Register.
- 4.4 The subscription payable by each category of member shall be at the rate prescribed by the Council from time to time.
- 4.5 A member desiring to transfer from one category of membership to another shall receive full credit for the amount already paid in respect of that financial year's subscription and he shall be required to pay only the difference between that amount and the amount applicable to the other category of membership as at the date of application to transfer.

5. REGISTER OF MEMBERS.

- 5.1 The Executive Officer shall maintain a Register of Members in which shall be entered the member's full name, address, category of membership, date of election and such other particulars as the Council may prescribe from time to time.
- 5.2 The Register shall be available for inspection by members during office hours at the Society's registered office.
- 5.3 It shall be the responsibility of each member to advise the Executive Officer of any change to his address or other material particular, as soon after the change as is reasonably possible, to enable the Executive Officer to keep the Register up to date.

6. RESIGNATION OF MEMBERS.

A member of the Society, who has paid all monies due and payable by him to the Society, may resign from the Society by giving notice in writing to the Executive Officer of his intention to resign and thereupon he shall cease to be a member. The Executive Officer shall make in the Register of Members, an entry recording the date on which the person, by whom the notice was given, ceased to be a member.

7. EXPULSION OR SUSPENSION OF MEMBERS.

- 7.1 Subject to these Rules the Council may by resolution :
- (a) expel a member from the Society; or
 - (b) suspend a member from membership of the Society for a specified period; if it is of the opinion that the member :
 - (i) has refused or neglected to comply in any respect with these Rules, Statement of Purposes or By-laws; or
 - (ii) has been guilty of conduct unbecoming a member of the Society or prejudicial in any way to the Society's interests .
- 7.2 A resolution of the Council under sub-Rule 7.1 :
- (a) does not take effect unless the Council, at a meeting held not earlier than 14 and not later than 35 days after the service on the member of a notice under sub-Rule 7.3, confirms the resolution in accordance with this Rule; and
 - (b) where the member exercises a right of appeal to the Society under this Rule, it does not take effect unless the Society confirms the resolution in accordance with this Rule.
- 7.3 Where the Council passes a resolution under sub-rule 7.1, 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 Council and the grounds on which it was based;
 - (b) stating that the member may address the Council at a meeting to be held not earlier than 14 and not later than 35 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he may do one or both of the following :
 - (i) attend that meeting;
 - (ii) give to the Secretary, at least 48 hours before the date of that meeting, a written statement seeking the revocation of the resolution and outlining the reasons for that request;
- 7.4 At a meeting of the Council held in accordance with sub-Rule 7.2, the Council :
- (a) shall provide the member with 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 revoke its earlier resolution.

7.5 Any member who feels aggrieved by a decision of the Council under sub-Rules 7.1 to 7.4 may, by notice in writing given to the Secretary within one calendar month from the date thereof, seek an appeal to a General Meeting of the Society against that decision, stating the grounds of the appeal.

7.6 Where the Secretary receives a notice under sub-Rule 7.5, he shall notify the Council and it shall, within 60 days after the date on which the Secretary received the notice, proceed to convene a General Meeting of the Society.

7.7 At a General Meeting of the Society convened under sub-Rule 7.6 :

(a) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

(b) the member shall be given an opportunity to be heard; and

(c) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

7.8 If at the General Meeting :

(a) three-fourths of the members present voting in person or by proxy vote in favour of the confirmation of the resolution, the resolution is confirmed; and

(b) in any other case, the resolution is revoked.

7.9 Where expulsion or suspension of a member takes effect under either sub-Rule 7.2(a) or sub-Rule 7.8(a) the Executive Officer shall make, in the Register of Members, an entry recording the date on which the person ceased to be a member or was suspended.

7A. GRIEVANCE PROCEDURE

7A.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 Society.

7A.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

7A.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 10 days hold a meeting in the presence of a mediator.

7A.4 The mediator must be -

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement -

1. in the case of a dispute between a member and another member, the Council of the Society; or

2. in the case of a dispute between a member and the Society, a person who is a member of the Dispute Settlement Centre of Victoria (Department of Justice).

7A.5 A member of the Society can be a mediator.

7A.6 The mediator cannot be a member who is a party to the dispute.

8. ANNUAL GENERAL MEETING

- 8.1 The Society shall in each calendar year convene an Annual General Meeting of its members.
- 8.2 The Annual General Meeting shall be specified as such in the notice convening it.
- 8.3 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 and consider reports from the Council concerning the activities of the Society during the last preceding financial year;
 - (c) to receive and consider the financial statements submitted in accordance with Section 30 (3) of the Act;
 - (d) to elect members of the Council; or
 - (e) to receive the declaration of the poll on the election of the Council;
 - (f) to consider the election of any member or person who has been nominated as a Fellow or Honorary Fellow.
 - (g) to appoint an Auditor.
- 8.4 The Annual General Meeting may receive an address or lecture, film or other presentation as may be arranged by the Council.
- 8.5 The Annual General Meeting may transact special business of which notice has been given in accordance with these Rules. Other matters of information or questions may be raised without notice by members, on the understanding that they may be referred to the next meeting of the Council for its consideration

9. SPECIAL GENERAL MEETINGS

- 9.1 Every General Meeting other than the Annual General Meeting shall be a Special General Meeting.
- 9.2 The Council may, whenever it thinks fit, convene a Special General Meeting of the Society and, where, but for this sub-Rule, more than 15 months would elapse between Annual General Meetings, it shall convene a Special General Meeting before the expiration of that period.
- 9.3 The Council shall, on the requisition in writing of not less than five per cent of the total number of members, convene a Special General Meeting of the Society.
- 9.4 The requisition for a Special General Meeting shall state the objects of the meeting, be signed by the members making the requisition and be sent to the registered office of the Society. It may consist of several documents in like form, each signed by one or more of the requisitioning members.

- 9.5 If the Council does not proceed to convene a Special General Meeting within one month after the date upon which the requisition is received at the registered office of the Society, the members making the requisition, or at least half of them, may convene a Special General Meeting to be held not later than three months after that date.
- 9.6 A Special General Meeting convened by members in pursuance of sub-Rule 9.5 shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council and all reasonable expenses incurred in convening the meeting shall be refunded by the Society to the persons incurring those expenses.

10. NOTICE OF GENERAL MEETINGS

- 10.1 The Secretary shall, at least 14 days before the date fixed for holding a General Meeting of the Society, cause to be sent to each member at his 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.
- 10.2 Non-receipt of notice of a General meeting by any member shall not invalidate the proceedings of such meeting.
- 10.3 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 10.4 A member desiring to bring any business before a meeting shall 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.

PROCEDURE AT GENERAL MEETINGS

11. BUSINESS

- 11.1 All business transacted at a Special General Meeting and all business transacted at an Annual General Meeting, with the exception of that specifically referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- 11.2 No item of business shall be transacted at a General Meeting, unless a quorum of members entitled to vote under these Rules, is present during the time when the meeting is considering the item.

12. QUORUM

- 12.1 Twenty members personally present (being members entitled to vote under these Rules at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 12.2 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; in any other case the meeting 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, a 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 five) shall constitute a quorum.

13. CHAIRMAN OF THE MEETING

- 13.1 The President, or in his absence, a Vice-President, shall preside as Chairman at each General Meeting of the Society.
- 13.2 If neither the President nor a Vice-President is present within half an hour after the appointed time for the commencement of a General meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
- 13.3 At all General Meetings when questions of order, procedure or interpretation of the Rules or By-laws shall arise, the ruling of the Chairman shall be accepted as final.

14. ADJOURNMENT

- 14.1 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.
- 14.2 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- 14.3 Except as provided in sub-Rules 14.1 and 14.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. VOTING

- 15.1 A question arising at a General Meeting of the Society 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) by the Chairman; or

(b) by at least three members personally present and entitled to vote,

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 made in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. A demand for a poll to be taken may be withdrawn.

- 15.2 If at a meeting a poll on any question is demanded by not less than three 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.
- 15.3 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith; 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.

- 15.4 Every member present in person or by proxy shall have one vote but a proxy shall not be entitled to vote except on a poll.
- 15.5 All votes shall be given personally or by proxy.
- 15.6 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.
- 15.7 A member is not entitled to vote at any General Meeting if his annual subscription for the current financial year is three months or more in arrears.

16. PROXIES

- 16.1 Each member shall be entitled to appoint another member as his proxy by notice given to the Executive Officer no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- 16.2 The instrument appointing the proxy shall be in a form as prescribed by Council by By-law, or in such other form as shall be approved by the Chairman.

MANAGEMENT OF THE SOCIETY

17. COUNCIL

- 17.1 The affairs of the Society shall be managed by a Council constituted as provided in sub-Rule 18.1.

ROLE OF THE COUNCIL

- 17.2 The Council :

(a) shall manage and control the business and affairs of the Society;

b) may, subject to these Rules, the Regulations promulgated under the Act and the Act, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of the Society;

(c) has power, subject to these Rules, the Regulations and the Act, to perform all such acts and things as appear to the Council to be essential for the proper management and control of the business and affairs of the Society.

- 17.3 The Council may by resolution establish committees to consider and decide or advise on any specified matter or matters. The Council shall define the duties and powers of each committee so established and it may co-opt or empower committees to co-opt members to such committees from the members of the Society.

18. COMPOSITION OF THE COUNCIL

- 18.1 The Council of the Society shall consist of no more than sixteen (16) members, comprising office-bearers and councillors.
- 18.2 The office-bearers of the Society shall be :

- (a) a President;
 - (b) two Vice Presidents, one of whom shall be appointed Senior Vice President by the Council;
 - (c) a Treasurer;
 - (d) a Secretary.
- 18.3 Members of the Council shall be elected at an Annual General Meeting subject to sub-Rule 18.7.
- 18.4 Each member of the Council shall, subject to these Rules, hold office for two years provided that at the first Annual General Meeting after the granting to the Society of the Certificate of Incorporation under Section 7 of the Act one half of the members of the Council shall retire. The names of the retirees in the first year shall be determined by lot.
- 18.5 In every subsequent year one half of the members of the Council shall retire from office, those members being those who have been longest in office since their last election.
- 18.6 Any retiring member of the Council shall be eligible for re-election.
- 18.7 In the event of a casual vacancy occurring on the Council, the Council may appoint one of their number or a member of the Society to fill the vacancy and the member so appointed shall hold the position subject to these Rules, until the conclusion of the Annual General Meeting next following the date of his appointment.

19. COUNCIL MEMBERS NOT ENTITLED TO REMUNERATION

- 19.1 No member of the Council shall be entitled to receive from the Society any remuneration of any nature whatsoever for his acting as an office-bearer or councillor of the Society.
- 19.2 The Society shall not appoint a person who is an office-bearer or a member of the council to any office in the gift of the Society to the holder of which there is payable any remuneration by way of salary, fees or allowances.

20. ELECTION OF MEMBERS TO COUNCIL

- 20.1 The Council shall not less than three months before each Annual General Meeting of the Society, invite all members to nominate candidates for so many of the positions of Council which will become or be vacant at the meeting.
- 20.2 Nominations of candidates for election :
- (a) shall be made in writing on the form prescribed by the Council, signed by two members of the Society and be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary not less than sixty days before the date fixed for the holding of the Annual General Meeting.

- 20.3 If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be declared to be elected and further nominations shall be received at the Annual General Meeting.
- 20.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be declared to be elected.
- 20.5 If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be held.
- 20.6 The ballot for the election of members of the Council shall be conducted either by post or at the Annual General Meeting in such usual and proper manner as the Council may direct By By-law.
- 20.7 The vote counting method to be adopted by the Society for its annual election for Council positions shall be in accordance with the By-law.

21. CEASING TO BE A COUNCIL MEMBER AND VACANCY IN OFFICE

For the purposes of these Rules, the office of a member of Council becomes vacant if an office-bearer or councillor :

- (a) ceases to be a member of the Society;
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors or makes an assignment of his estate for their benefit;
- (c) 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;
- (d) is absent without permission of the Council for three consecutive meetings of the Council; or
- (e) resigns his office by notice in writing given to the Council.

22. REMOVAL OF MEMBERS FROM COUNCIL

- 22.1 The Society in general meeting may, by resolution remove any member of the Council before the expiration of his term of office, and appoint another member in his stead to hold office until the next Annual General Meeting.
- 22.2 Where the Council member to whom a proposed resolution referred to in sub-Rule 22.1 makes representations in writing to the Secretary of the Society and requests that those representations be notified to the members of the Society, the Secretary may, if the representations are received not less than 21 days before the meeting, send a copy of the representations to each member of the Society or, if for any reason that cannot be done, the Council member may require that they be read out at the meeting. The general conditions of sub-Rules 7.7(a), (b), and (c) and 7.8 shall apply.

23. EXECUTIVE COMMITTEE

- 23.1 There shall be an Executive Committee of Council.
- 23.2 The Executive Committee shall consist of the office-bearers of the Society. Other members of the Council may be appointed from time to time by resolution of Council.
- 23.3 The Council may prescribe by resolution By-laws to regulate the proceedings and conduct of the Executive Committee.
- 23.4 The Executive Committee shall exercise such powers and functions and perform such duties as are conferred upon it by the Council or by these Rules.

24. DELEGATION OF COUNCIL POWERS

- 24.1 The Council may, in relation to any matter or class of matters, or in relation to any activity or function of the Society, by resolution , delegate all or any of its powers or functions under these Rules (except this power of delegation) to the Executive Committee, or to any member of the Council of the Society or to a committee consisting of members of the Council with or without other persons or to any servant or employee of the Society.
- 24.2 Every delegation under sub-Rule 24.1 shall be revocable by resolution of the Council and no delegation shall prevent the exercise of any power or function by the Council.

25. PROCEEDINGS OF COUNCIL

- 25.1 The Council shall meet at least six times in each calendar year, at such place and at such times as the Council may determine. It may adjourn or otherwise regulate its meetings as it sees fit.
- 25.2 Special meetings of the Council may be convened by the President or by request of four members of the Council. In the case of a special meeting requested by members of the Council, written notice of their wish to convene such a meeting shall be given to the Secretary who, in turn shall forthwith notify all members of the Council accordingly.
- 25.3 At least seven days notice shall be given to all members of the Council of any special meeting specifying the nature of the business to be transacted; no other business shall be transacted at such a meeting.
- 25.4 A Council member, who is for the time being out of the State of Victoria, shall be entitled to receive notice of a meeting of the Council, only if he has provided to the Society an address for the giving of such notice.
- 25.5 Any eight members of the Council shall constitute a quorum for the transaction of the business of a meeting of the Council.
- 25.6 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 shall lapse.
- 25.7 At meetings of the Council the President shall preside or, in his absence, the Senior Vice-President or, in the latter's absence, the Vice-President shall preside; if the

President and the Vice-Presidents are all absent, such one of the remaining members of the Council, as may be chosen by the members present, shall preside.

- 25.8 Questions arising at a meeting of the Council, or of any Committee appointed by the Council shall be determined by a majority of votes. In the ordinary course voting shall be by a show of hands but, if demanded by a Council or Committee member, a secret poll shall be taken in such manner as the person presiding at the meeting shall determine.
- 25.9 Each Councillor present at a meeting of the Council, or of any Committee appointed by the Council, (including the person presiding at the meeting), is entitled to one vote; in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 25.10 A member of the Council shall not vote in respect of any contract or proposed contract with the Society in which he is interested, or in respect of any matter arising there out, and if he does so his vote shall not be counted.
- 25.11 Subject to the quorum requirements the Council may act notwithstanding any vacancy on the Council. However, if the number of Councillors falls below eight, the Council shall act only for the purpose of filling vacancies until there are at least eight members of Council.
- 25.12 No resolution of the Council shall be rescinded at any subsequent meeting unless notice of the proposed rescission has been sent by the Secretary to all Councillors at least seven days before the date of such meeting, and the rescission is agreed upon at that meeting.
- 25.13 The Secretary of the Society shall keep minutes of the resolutions and proceedings of each General and Council Meeting in books provided for that purpose together with a record of the names of persons present at Council meetings.

26. EMPLOYMENT OF STAFF

- 26.1 The Council shall engage, suspend and dismiss such Employees as it may consider necessary or advisable and it shall regulate their duties and fix their salaries.
- 26.2 The Council shall appoint an Executive Officer on such terms as it thinks appropriate to carry out such management, administrative and other duties as the Council shall from time to time determine.
- 26.3 The Executive Officer shall be the Public Officer as defined in the Act and may by invitation and with the consent of the Council, attend meetings of the Council or the Executive Committee. If no appointment be made pursuant to sub-Rule 26.2, the Secretary shall, ex officio, fill the office of Public Officer pursuant to the Act.
- 26.4 Subject to the direction of the Council through the President, the Executive Officer shall be responsible for the day to day organisation and management of the Society's office, including having charge of all correspondence and general business.

27. FINANCIAL

27.1 The Treasurer of the Society :

(a) shall collect and receive all monies due to the Society and make all payments authorised by the Society;

(b) may delegate to the Executive Officer, or any approved member or employee of the Society, the day-to-day collection of monies at the office of the Society, or at a function organised by the Society, provided there is an assurance of receiving proper and accurate records of such transactions.

27.2 The Treasurer shall report to each meeting of Council on the Society's financial position.

27.3 The Treasurer shall prepare annual financial statements required by Section 30(3) of the Act and on behalf of the Council, submit them to the Annual General Meeting. The accounts of the Society and the annual financial statements are to be examined by the Society's Auditors, whose report shall be incorporated in the financial statements presented at the Annual General Meeting and submitted to the Registrar in accordance with Section 30(4) of the Act.

27.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Council, or in such other manner as the Council may from time to time determine.

27.5 The Society shall, by resolution at an Annual General Meeting appoint a qualified auditor or auditors who shall act in that capacity for the ensuing year.

27.6 The financial year of the Society shall conclude on 30th June in each year.

27.7 The books of account of the Society shall be available for inspection by members of Council at all reasonable times. Such books of account, with all documents and securities shall be kept at the office of the Society or at such other place as the Council thinks fit.

27.8 The funds of the Society shall be derived from entrance fees, annual and life subscriptions, donations, income derived from business, if any, conducted under such business names as may be registered from time to time and such sources as the Council may determine.

28. SERVICE OF NOTICES

A notice may be served by the Society, upon any member, either personally or by sending it by pre-paid post to the member at his address as shown in the Register of Members. Any notice, if served by post, shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of post and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed, pre-paid and posted.

29. SEAL OF THE SOCIETY

29.1 The Common Seal of the Society shall be kept in the custody of the Executive Officer.

29.2 The Society's Seal shall not be affixed to any instrument except by authority of a

resolution of the Council and any such document shall be attested by the signatures of two members of the Council including the Secretary who shall sign the instrument to which the Seal is affixed in their presence.

30. ALTERATION OF STATEMENT OF PURPOSES AND RULES

- 30.1 The Statement of Purposes and Rules may be altered by special resolution, in accordance with Section 22 of the Act. However any such alteration shall have no effect until sub-section 22(2) of the Act has been complied with.
- 30.2 The provisions for trading and for winding up contained in these Rules shall not be altered without the consent of the Minister responsible for the administration of the Act.

31. BY-LAWS

- 31.1 The Council may make such By-laws as it deems necessary for the proper and effective administration of the Society.
- 31.2 Where a member of Council proposes to create, amend or repeal a By-law appropriate notice must be given at the Council meeting prior to the Council meeting at which it is proposed to vote on the proposal.
- 31.3 Subsequent to the approval, amendment or revocation of a By-law by Council, within a reasonable time details shall be published in either precise or general form for the information of members. The publication and lodgement of the By-law on the Society's notice board and in the library copy of the Society's manual containing the Statement of Purposes, Rules and By-laws shall be deemed to be sufficient for the purpose of this sub-Rule.

32. WINDING UP OR CANCELLATION

- 32.1 The Society shall be wound up voluntarily whenever a special resolution is passed requiring the Society to be so wound up.
- 32.2 If upon the winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Society, but shall be given or transferred to some other institution or institutions having purposes similar to the purposes of the Society, and whose memorandum of association, statement of purposes or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by Clause 3 of the Statement of Purposes, such institution or institutions to be determined by the members of the Society at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination, provided that such institution or institutions have themselves been approved by the Commissioner of Taxation under Section 78(1)(a) of the Income Tax Assessment Act 1936, as amended.

33. INDEMNIFICATION OF COUNCIL

The President and other Office Bearers and all members of Council shall be indemnified by the Society against and reimbursed all costs, losses and expenses

which he or they or any one or more of them may incur or become liable to pay by reason of any contract entered into or obligation incurred by him or them or any act or thing lawfully done or permitted by them as such Office Bearers or members of the Council.

Note : File [soprules.gsv](#)/including amendment No. 2 - Reprint 29 September 1998