



P.O. BOX 852  
COWES VIC 3922

ABN 78 667 051 020  
Inc. No. A 00219007W

The Friends of Churchill Island Society Inc.

# ***The Constitution of The Friends of Churchill Island Society Inc.***

Adopted by special resolution at the General Meeting held on  
14 February 2015  
and approved by Consumer Affairs Victoria  
on 24 February 2015

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## PART 1 - PRELIMINARY

No.	Rule
1.1	<p><b>Name of the Society</b> The name of the Society is the Friends of Churchill Island Society Incorporated.</p> <p><b>Note</b> Under section 23 of the Act, the name of the Society and its registration number must appear on all its business documents.</p>
1.2	<p><b>Principal Purpose of the Society</b> The principal purpose of the Society is: <b><i>The promotion of the moveable cultural heritage of Churchill Island.</i></b></p>
1.3	<p><b>Financial year</b> The financial year of the Society is each period of 12 months ending on 30 June.</p>
1.4	<p><b>Definitions</b> In these Rules—</p> <p><b><i>absolute majority</i></b>, of the Executive 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);</p> <p><b><i>associate member</i></b> means a member referred to in rule 3.9(1);</p> <p><b><i>Chairperson</i></b>, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 5.5;</p> <p><b><i>Committee</i></b> means the same as Executive Committee;</p> <p><b><i>committee meeting</i></b> means a meeting of the Executive Committee held in accordance with these Rules;</p> <p><b><i>committee member</i></b> means a member of the Executive Committee elected or appointed under Division 3 of Part 5 which is concerned with the election of Committee members;</p> <p><b><i>disciplinary appeal meeting</i></b> means a meeting of the members of the Society convened under rule 3.20(3);</p> <p><b><i>disciplinary meeting</i></b> means a meeting of the Executive Committee convened for the purposes of rule 3.19;</p> <p><b><i>disciplinary subcommittee</i></b> means the subcommittee appointed under rule 3.17;</p> <p><b><i>Executive Committee</i></b> means the Committee having management of the business of the Society;</p> <p><b><i>financial year</i></b> means the 12 month period specified in rule 1.3;</p> <p><b><i>FOCIS</i></b> means Friends of Churchill Island Society;</p> <p><b><i>fund subcommittee</i></b> means the subcommittee of responsible persons appointed to administer the Fund.</p> <p><b><i>general meeting</i></b> means a general meeting of the members of the Society convened in accordance with Part 4 (General Meetings of the Society) and includes an annual general meeting, an ordinary general meeting, a special general meeting and a disciplinary appeal meeting;</p> <p><b><i>member</i></b> means a member of the Society as per Part 3 of these Rules (Members, Disciplinary Procedures and Grievances);</p> <p><b><i>member entitled to vote</i></b> means a member who under rule 3.8(2) is entitled to vote at a general</p>

No.	Rule
	<p>meeting;</p> <p><b>Officer/s</b> means the elected Office Bearers of the Society;</p> <p><b>PINP</b> means Phillip Island Nature Parks;</p> <p><b>Regulations</b> means regulations under the Act;</p> <p><b>Society</b> means The Friends of Churchill Island Society Incorporated;</p> <p><b>special resolution</b> means a resolution that requires not less than three-quarters of the members voting at a general meeting, to vote in favour of the resolution;</p> <p><b>the Act</b> means the <b>Associations Incorporation Reform Act 2012</b> and includes any regulations made under that Act;</p> <p><b>the Fund</b> means the public fund managed by the Society.</p> <p><b>the Registrar</b> means the Registrar of Incorporated Associations.</p>
1.5	<p><b>Operational Aims and Objectives</b></p> <p>In pursuing its objectives, the Society will act in accordance with the following principles:</p> <ol style="list-style-type: none"> <li>(1) PINP holds the stewardship for Churchill Island.</li> <li>(2) The Society will focus its efforts on the promotion of the moveable cultural heritage of Churchill Island by undertaking activities that include: <ol style="list-style-type: none"> <li>a. acquisition of new items for the collection,</li> <li>b. preserving and restoring items in the collection,</li> <li>c. publishing books, newsletters, videos and web site articles about the collection,</li> <li>d. cataloguing items in the collection, and</li> <li>e. educating the public about items in the collection.</li> </ol> </li> <li>(3) The Society will draw upon the knowledge and skills of the membership of FOCIS in all activities concerned with promoting the moveable cultural heritage of Churchill Island.</li> <li>(4) The Society recognises that PINP is responsible for the maintenance of the infrastructure. The Society will provide advice, where appropriate, about changes that have the potential to affect the historical significance of the infrastructure and the impact on the moveable cultural heritage of Churchill Island.</li> <li>(5) The Society will work with PINP to foster public awareness of Churchill Island as a living and public museum in order to promote the moveable cultural heritage of Churchill Island.</li> <li>(6) The Society will work with PINP to help with the maintenance, restoration and preservation of collections of historical interest at Churchill Island in order to promote the moveable cultural heritage of Churchill Island.</li> <li>(7) The Society will work with PINP on special projects for the enhancement of Churchill Island, its historic working farm and precincts in order to more effectively promote the moveable cultural heritage of Churchill Island.</li> <li>(8) The Society will work with PINP on advancing relationships with, and connections, to the wider community of Bass Coast residents, volunteers and supporters in order to more effectively promote the moveable cultural heritage of Churchill Island.</li> </ol>
1.6	<p><b>Support for PINP</b></p> <p>PINP is responsible for protecting the natural environment of Churchill Island. These activities include:</p> <ol style="list-style-type: none"> <li>(1) recreating suitable habitat for the collections of wild life, particularly the birds that have historic association;</li> <li>(2) supporting the delivery of programs and services which reflect and raise understanding of environmental sustainability practices, natural resources management and research best practice;</li> <li>(3) carrying out extensive replanting of native trees and shrubs, especially the Moonah.</li> </ol> <p>In order to achieve its objectives, the Society will provide advice, where appropriate, about these activities but will focus its efforts on the promotion of the moveable cultural heritage of Churchill Island.</p>
1.7	<p><b>Providing a Forum</b></p> <p>The Society will provide a forum for people with a mutual interest in Churchill Island.</p>

<b>No.</b>	<b>Rule</b>
1.8	<b>Learning and Development</b> The Society will provide opportunities for learning and development of students and members of the community through understanding the heritage of Churchill Island.
1.9	<b>Not for Profit</b> As a non-profit organisation the assets and income of the organisation shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation

## PART 2 - POWERS OF ASSOCIATION

No.	Rule
2.1.	<p><b>Powers of the Society</b></p> <p>(1) Subject to the Act, the Society has power to do all things incidental or conducive to the attainment of its purposes.</p> <p>(2) Without limiting subrule (1), the Society may—</p> <ul style="list-style-type: none"> <li>(a) acquire, hold and dispose of real or personal property;</li> <li>(b) open and operate accounts with financial institutions;</li> <li>(c) invest its money in any security in which trust monies may lawfully be invested;</li> <li>(d) raise and borrow money on any terms and in any manner as it thinks fit;</li> <li>(e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;</li> <li>(f) appoint agents to transact business on its behalf;</li> <li>(g) enter into any other contract it considers necessary or desirable.</li> </ul> <p>(3) The Society may only exercise its powers and use its income and assets (including any surplus) for its purposes.</p>
2.2	<p><b>Not for profit organisation</b></p> <p>(1) The Society must not distribute any surplus, income or assets directly or indirectly to its members.</p> <p>(2) Subrule (1) does not prevent the Society from paying a member—</p> <ul style="list-style-type: none"> <li>(a) reimbursement for expenses properly incurred by the member; or</li> <li>(b) for goods or services provided by the member—</li> </ul> <p>if this is done in good faith on terms no more favourable than if the member was not a member.</p>

**PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

No.	Rule
	<b>Division 1—Membership</b>
3.1	<b>Minimum number of members</b> The Society must have at least 5 members.
3.2	<b>Maximum number of members</b> There is no limit on the maximum number of members of the Society.
3.3	<b>Who is eligible to be a member</b> Any person who supports the purposes of the Society is eligible for membership.
3.4	<b>Application for membership</b> (1) To apply to become a member of the Society, a person must submit an application stating that the person— (a) wishes to become a member of the Society; and (b) supports the purposes of the Society; and (c) agrees to comply with these Rules. (2) The application— (a) must be made in writing or by electronic transmission; and (b) must be lodged with the Membership Secretary of the Society with the appropriate subscription fee.
3.5	<b>Consideration of application for membership</b> (1) As soon as practicable after an application for membership is received, the Executive Committee may decide by resolution whether to accept or reject an application. (2) If applicable under subrule (1), the Membership Secretary must notify the applicant in writing of the Executive Committee’s decision as soon as practicable after the decision is made. (3) Should the Executive Committee reject an application, the Treasurer must return any money accompanying the application to the applicant. (4) No reason need be given for the rejection of an application.
3.6	<b>New membership</b> (1) If an application for membership is approved by the Executive Committee— (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and (b) the Membership 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 Society and, subject to rule 3.8(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which— (a) the Executive Committee approves the person's membership; or (b) the person pays the appropriate subscription fee.
3.7	<b>Annual subscription and fee on joining</b> (1) At each annual general meeting, the Executive Committee must present a recommendation to the members about— (a) the amount of the annual subscription (if any) for the following financial year; and (b) the date for payment of the annual subscription. (2) At each annual general meeting, the Society must determine— (a) the amount of the annual subscription (if any) for the following financial year; and (b) the date for payment of the annual subscription. (3) The Society may determine that lower annual subscription rates are payable by Life Members, Honorary Members, and Associate Members. (4) No joining fee to this Society is payable. (5) If a new member joins after the start of a financial year, then: (a) if the member joins in the first 9 months of the financial year the membership start date is back-dated to the start of the current financial year; but (b) if the member joins in the last 3 months of the financial year the membership start date is forward-dated to the start of the next financial year. (6) A member who fails to pay the appropriate subscription within 3 months of the due date shall cease to be a member on the expiry of that period but may if the Executive Committee so decides from time to time be entitled to receive until the expiration of a period fixed by the Executive Committee notices of meetings of and of events arranged by the Society.

No.	Rule
3.8	<p><b>General rights of members</b></p> <p>(1) A member of the Society who is entitled to vote has the right—</p> <ul style="list-style-type: none"> <li>(a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and</li> <li>(b) to submit items of business for consideration at a general meeting; and</li> <li>(c) to attend and be heard at general meetings; and</li> <li>(d) to vote at a general meeting; and</li> <li>(e) to have access to the minutes of general meetings and other documents of the Society as provided under rule 7.4; and</li> <li>(f) to inspect the register of members.</li> </ul> <p>(2) A member is entitled to vote if—</p> <ul style="list-style-type: none"> <li>(a) the member is a member other than an associate member; and</li> <li>(b) more than 10 business days have passed since he or she became a member of the Society; and</li> <li>(c) the member's membership rights are not suspended for any reason.</li> </ul>
3.9	<p><b>Associate Members</b></p> <p>(1) Associate Membership shall be available to employees of appropriate government departments or statutory organisations whose duties are directly related to the aims and objectives of the Society and to members of other organisations which have an interest in the aims and objectives of the Society.</p> <p>(2) An associate member must not vote but may have other rights as determined by the Executive Committee or by resolution at a general meeting.</p>
3.10	<p><b>Life Members</b></p> <p>The annual general meeting shall have the power to elect, upon nomination by the Executive Committee, Life Members of the Society. Not more than one Life Member may be elected in any one financial year. Candidates for consideration for election to the class of Life Members shall have given at least ten (10) years loyal and devoted service towards the Society's objectives. Life Members shall be presented with a certificate appropriately inscribed, to indicate the honour bestowed upon them. Such presentation shall be made at a General Meeting.</p>
3.11	<p><b>Honorary Members</b></p> <p>The annual general meeting shall have the power to elect, upon nomination by the Executive Committee, Honorary Members of the Society. Honorary Membership may be awarded to a person or persons who are not members of the Society but have rendered outstanding service towards the achievement of its objectives.</p>
3.12	<p><b>Rights not transferable</b></p> <p>The rights of a member are not transferable and end when membership ceases.</p>
3.13	<p><b>Ceasing membership</b></p> <p>(1) The membership of a person ceases on resignation, expulsion or death.</p> <p>(2) If a person ceases to be a member of the Society, the Membership Secretary must, as soon as practicable, delete the name from the register of members.</p>
3.14	<p><b>Resigning as a member</b></p> <p>(1) A member may resign by notice in writing given to the Society.</p> <p>(2) A member is taken to have resigned if—</p> <ul style="list-style-type: none"> <li>(a) the member's annual subscription is more than 3 months in arrears; or</li> <li>(b) where no annual subscription is payable— <ul style="list-style-type: none"> <li>(i) the Membership Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and</li> <li>(ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.</li> </ul> </li> </ul>

No.	Rule
3.15	<p><b>Register of members</b></p> <p>(1) The Membership Secretary must keep and maintain a register of members that includes for each current member—</p> <ul style="list-style-type: none"> <li>(a) the member's name;</li> <li>(b) the address for notice last given by the member;</li> <li>(c) the date of becoming a member;</li> <li>(d) the membership category to which the member belongs;</li> <li>(e) any other information determined by the Executive Committee.</li> </ul> <p>(2) A member may request the Membership Secretary to restrict access to the personal information about the member on the register of members. Such a request may seek to restrict access so that the personal information is available only to—</p> <ul style="list-style-type: none"> <li>(a) the Membership Secretary and members of the Executive Committee; or</li> <li>(b) the Membership Secretary and members of the Executive Committee other than a specified member or specified members of the Executive Committee.</li> </ul> <p>(3) A person must not use information about another person obtained from the register of members of the Society to contact or send materials to the other person.</p> <p>(4) A person must not disclose information about another person obtained from the register of members of the Society knowing that the information is likely to be used to contact or send materials to the other person.</p> <p>(5) Subrules (3) and (4) do not apply if the use or disclosure of the information—</p> <ul style="list-style-type: none"> <li>(a) is directly related to the management or the purposes of the Society; and</li> <li>(b) is not prohibited by the rules of the Society.</li> </ul>
	<b>Division 2 — Disciplinary action</b>
3.16	<p><b>Grounds for taking disciplinary action</b></p> <p>The Executive Committee may take disciplinary action against a member in accordance with this Division if it is determined that the member—</p> <ul style="list-style-type: none"> <li>(a) has failed to comply with these Rules; or</li> <li>(b) refuses to support the purposes of the Society; or</li> <li>(c) has engaged in conduct prejudicial to the Society.</li> </ul>
3.17	<p><b>Disciplinary subcommittee</b></p> <p>(1) If the Executive Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Executive Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.</p> <p>(2) The members of the disciplinary subcommittee—</p> <ul style="list-style-type: none"> <li>(a) may be Executive Committee members, members of the Society or anyone else; but</li> <li>(b) must not be biased against, or in favour of, the member concerned.</li> </ul>
3.18	<p><b>Notice to member about disciplinary action</b></p> <p>(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—</p> <ul style="list-style-type: none"> <li>(a) stating that the Society proposes to take disciplinary action against the member; and</li> <li>(b) stating the grounds for the proposed disciplinary action; and</li> <li>(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</li> <li>(d) advising the member that he or she may do one or both of the following— <ul style="list-style-type: none"> <li>(i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;</li> <li>(ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and</li> </ul> </li> <li>(e) setting out the member's appeal rights under rule 3.20.</li> </ul> <p>(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.</p>



No.	Rule
3.19	<p><b>Decision of disciplinary subcommittee</b></p> <p>(1) At the disciplinary meeting, the disciplinary subcommittee must—</p> <p>(a) give the member an opportunity to be heard; and</p> <p>(b) consider any written statement submitted by the member.</p> <p>(2) After complying with subrule (1), the disciplinary subcommittee may—</p> <p>(a) take no further action against the member; or</p> <p>(b) subject to subrule (3)—</p> <p>(i) reprimand the member; or</p> <p>(ii) suspend the membership rights of the member for a specified period; or</p> <p>(iii) expel the member from the Society.</p> <p>(3) The disciplinary subcommittee may not fine the member.</p> <p>(4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.</p>
3.20	<p><b>Appeal rights</b></p> <p>(1) A person whose membership has been suspended or who has been expelled from the Society under rule 3.19 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion. An appeal against suspension will be handled through the grievance procedure. An appeal against expulsion will be handled through a disciplinary appeal meeting.</p> <p>(2) The notice must be in writing and given—</p> <p>(a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or</p> <p>(b) to the Secretary not later than 48 hours after the vote.</p> <p>(3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Executive Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.</p> <p>(4) Notice of the disciplinary appeal meeting must be given to each member of the Society who is entitled to vote as soon as practicable and must—</p> <p>(a) specify the date, time and place of the meeting; and</p> <p>(b) state—</p> <p>(i) the name of the person against whom the disciplinary action has been taken; and</p> <p>(ii) the grounds for taking that action; and</p> <p>(iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to expel the person should be upheld or revoked.</p>
3.21	<p><b>Conduct of disciplinary appeal meeting</b></p> <p>(1) At a disciplinary appeal meeting—</p> <p>(a) no business other than the question of the appeal may be conducted; and</p> <p>(b) the Executive Committee must state the grounds for expelling the member and the reasons for taking that action; and</p> <p>(c) the person who has been expelled must be given an opportunity to be heard.</p> <p>(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 expel the person should be upheld or revoked.</p> <p>(3) A member may not vote by proxy at the meeting.</p> <p>(4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.</p>
<b>Division 3 — Grievance procedure</b>	
3.22	<p><b>Application of grievance procedure</b></p> <p>(1) The grievance procedure set out in this Division applies to disputes under these Rules between—</p> <p>(a) a member and another member;</p> <p>(b) a member and the Executive Committee;</p> <p>(c) a member and the Society.</p> <p>(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.</p>
3.23	<p><b>Parties must attempt to resolve the dispute</b></p> <p>The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.</p>

No.	Rule
3.24	<p><b>Appointment of mediator</b></p> <p>(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 3.23, the parties must within 10 days—</p> <ul style="list-style-type: none"> <li>(a) notify the Executive Committee of the dispute; and</li> <li>(b) agree to or request the appointment of a mediator; and</li> <li>(c) attempt in good faith to settle the dispute by mediation.</li> </ul> <p>(2) The mediator must be—</p> <ul style="list-style-type: none"> <li>(a) a person chosen by agreement between the parties; or</li> <li>(b) in the absence of agreement— <ul style="list-style-type: none"> <li>(i) if the dispute is between a member and another member—a person appointed by the Executive Committee; or</li> <li>(ii) if the dispute is between a member and the Executive Committee or the Society—a person appointed or employed by the Dispute Settlement Centre of Victoria.</li> </ul> </li> </ul> <p>(3) A mediator appointed by the Executive Committee may be a member or former member of the Society but in any case must not be a person who—</p> <ul style="list-style-type: none"> <li>(a) has a personal interest in the dispute; or</li> <li>(b) is biased in favour of or against any party.</li> </ul> <p>(4) If a mediator is to be appointed by the committee, the mediator must be appointed no later than 14 days after the committee has considered the grievance.</p>
3.25	<p><b>Mediation process</b></p> <p>(1) The mediator to the dispute, in conducting the mediation, must—</p> <ul style="list-style-type: none"> <li>(a) give each party every opportunity to be heard; and</li> <li>(b) allow due consideration by all parties of any written statement submitted by any party; and</li> <li>(c) ensure that natural justice is accorded to the parties throughout the mediation process.</li> </ul> <p>(2) The mediator must not determine the dispute.</p> <p>(3) The mediation process starts as soon as the mediator has been appointed.</p> <p>(4) Once the mediation process has started, the parties will be given 6 months to settle the dispute. If settlement is not reached at the end of that period, the mediation is deemed to have failed.</p>
3.26	<p><b>Failure to resolve dispute by mediation</b></p> <p>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.</p>

## PART 4 - GENERAL MEETINGS OF THE SOCIETY

No.	Rule
4.1	<p><b>Annual general meetings</b></p> <p>(1) The annual general meeting shall be held each year within sixty (60) days of the end of the financial year.</p> <p>(2) Despite subrule (1), the Society may hold its first annual general meeting at any time within 18 months after its incorporation.</p> <p>(3) Subject to subrule (1), the Executive Committee may determine the date, time and place of the annual general meeting.</p> <p>(4) The ordinary business of the annual general meeting is as follows—</p> <ul style="list-style-type: none"> <li>(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;</li> <li>(b) to receive and consider— <ul style="list-style-type: none"> <li>(i) the annual report of the Executive Committee on the activities of the Society during the preceding financial year; and</li> <li>(ii) the financial statements of the Society for the preceding financial year submitted by the Executive Committee in accordance with Part 7 of the Act;</li> </ul> </li> <li>(c) to elect the members of the Executive Committee;</li> <li>(d) to appoint an auditor;</li> <li>(e) to add to or amend the Constitution or Statement of Purposes</li> <li>(f) to confirm or vary the amounts (if any) of the annual subscription.</li> </ul> <p>(5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.</p>
4.2	<p><b>Ordinary general meetings</b></p> <p>(1) Apart from the annual general meeting, there shall be at least one other general meeting each year. Such meetings will be ordinary general meetings.</p> <p>(2) The ordinary general meetings shall be held on dates to be determined at the annual general meeting.</p>
4.3	<p><b>Special general meetings</b></p> <p>(1) Any general meeting of the Society, other than an annual general meeting or an ordinary general meeting or a disciplinary appeal meeting, is a special general meeting.</p> <p>(2) The Executive Committee may convene a special general meeting whenever it thinks fit.</p> <p>(3) No business other than that set out in the notice under rule 4.5 may be conducted at the meeting.</p> <p>(4) Despite subrule (3), general business may be considered at the meeting if it is included as an item for consideration in the notice under rule 4.5 and the majority of members at the meeting agree.</p>
4.4	<p><b>Special general meeting held at request of members</b></p> <p>(1) The Executive Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 5% of the total number of members.</p> <p>(2) A request for a special general meeting must—</p> <ul style="list-style-type: none"> <li>(a) be in writing; and</li> <li>(b) state the business to be considered at the meeting and any resolutions to be proposed; and</li> <li>(c) include the names and signatures of the members requesting the meeting; and</li> <li>(d) be given to the Secretary.</li> </ul> <p>(3) If the Executive Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.</p> <p>(4) A special general meeting convened by members under subrule (3)—</p> <ul style="list-style-type: none"> <li>(a) must be held within 3 months after the date on which the original request was made; and</li> <li>(b) may only consider the business stated in that request.</li> </ul> <p>(5) The Society must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).</p>

No.	Rule
4.5	<p><b>Notice of general meetings</b></p> <p>(1) The Secretary (or, in the case of a special general meeting convened under rule 4.4(3), the members convening the meeting) must give to each member of the Society—</p> <ul style="list-style-type: none"> <li>(i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or</li> <li>(ii) at least 14 days' notice of a general meeting in any other case.</li> </ul> <p>(2) The notice must—</p> <ul style="list-style-type: none"> <li>(a) specify the date, time and place of the meeting; and</li> <li>(b) indicate the general nature of each item of business to be considered at the meeting; and</li> <li>(c) if a special resolution is to be proposed— <ul style="list-style-type: none"> <li>(i) state in full the proposed resolution; and</li> <li>(ii) state the intention to propose the resolution as a special resolution.</li> </ul> </li> </ul> <p>(3) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting, provided that the details are received by the Secretary at least 5 days before notice of the meeting is due as stated in subrule (1).</p> <p>(4) This rule does not apply to a disciplinary appeal meeting.</p>
4.6	<p><b>Proxies at general meetings</b></p> <p>Proxies are not permitted at any general meeting of the Society.</p>
4.7	<p><b>Use of technology at general meetings</b></p> <p>(1) If the Executive Committee decides that it is practical to do so, communications technology may be employed at a general meeting to enable members not physically present to participate in the meeting.</p> <p>(2) If the appropriate technology is available, a member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.</p> <p>(3) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (2) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.</p>
4.8	<p><b>Quorum at general meetings</b></p> <p>(1) No business may be conducted at a general meeting unless a quorum of members is present.</p> <p>(2) The quorum for a general meeting is the presence of at least 5 members entitled to vote.</p> <p>(3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—</p> <ul style="list-style-type: none"> <li>(a) in the case of a meeting convened by, or at the request of, members under rule 4.4—the meeting must be dissolved.</li> <li>(b) If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 4.4.</li> <li>(c) in any other case— <ul style="list-style-type: none"> <li>(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and</li> <li>(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.</li> </ul> </li> </ul> <p>(4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(c), 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.</p>

No.	Rule
4.9	<p><b>Adjournment of general meeting</b></p> <p>(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.</p> <p>(2) Without limiting subrule (1), a meeting may be adjourned—</p> <p>(a) if there is insufficient time to deal with the business at hand; or</p> <p>(b) to give the members more time to consider an item of business.</p> <p>(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.</p> <p>(4) Notice of the adjournment of a meeting under this rule 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 4.5.</p>
4.10	<p><b>Voting at general meeting</b></p> <p>(1) On any question arising at a general meeting—</p> <p>(a) subject to subrule (6), each member who is entitled to vote has one vote; and</p> <p>(b) except in the case of a special resolution, the question must be decided on a majority of votes.</p> <p>(2) Voting members must be aged 18 or over.</p> <p>(3) Adult family members shall vote individually.</p> <p>(4) All votes must be given personally.</p> <p>(5) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.</p> <p>(6) 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.</p> <p>(7) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Society have been paid.</p> <p>(8) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 3.21.</p>
4.11	<p><b>Special resolutions</b></p> <p>(1) A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.</p> <p>(2) In addition to certain matters specified in the Act, a special resolution is required—</p> <p>(a) to remove a committee member from office ;</p> <p>(b) to alter these Rules, including changing the name or any of the purposes of the Society.</p>
4.12	<p><b>Determining whether resolution carried</b></p> <p>(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—</p> <p>(a) carried; or</p> <p>(b) carried unanimously; or</p> <p>(c) carried by a particular majority; or</p> <p>(d) lost—</p> <p>(e) and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.</p> <p>(2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—</p> <p>(a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and</p> <p>(b) the Chairperson must declare the result of the resolution on the basis of the poll.</p> <p>(3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.</p> <p>(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.</p>

<b>No.</b>	<b>Rule</b>
4.13	<p><b>Minutes of general meeting</b></p> <p>(1) The Executive Committee must ensure that minutes are taken and kept of each general meeting.</p> <p>(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.</p> <p>(3) In addition, the minutes of each annual general meeting must include—</p> <ul style="list-style-type: none"><li>(a) the names of the members attending the meeting; and</li><li>(b) the financial statements submitted to the members in accordance with rule 4.1(4)(b)(ii); and</li><li>(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 Society; and</li><li>(d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.</li></ul>

## PART 5 - MANAGEMENT COMMITTEE

No.	Rule
	<b>Division 1 — Powers of the Committee</b>
5.1	<p><b>Role and powers of the Executive Committee</b></p> <p>(1) The business of the Society must be managed by or under the direction of an Executive Committee.</p> <p>(2) The Executive Committee may exercise all the powers of the Society except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Society.</p> <p>(3) The Executive Committee may—</p> <ol style="list-style-type: none"> <li>(a) appoint and remove staff;</li> <li>(b) establish subcommittees consisting of members with terms of reference it considers appropriate.</li> </ol>
5.2	<p><b>Delegation</b></p> <p>(1) The Executive Committee may delegate to a member of the Executive Committee, a subcommittee or staff, any of its powers and functions other than—</p> <ol style="list-style-type: none"> <li>(a) this power of delegation; or</li> <li>(b) a duty imposed on the Executive Committee by the Act or any other law.</li> </ol> <p>(2) The delegation must be in writing and may be subject to the conditions and limitations the Executive Committee considers appropriate.</p> <p>(3) The Executive Committee may, in writing, revoke a delegation wholly or in part.</p>
	<b>Division 2 — Composition of Committee and duties of members</b>
5.3	<p><b>Composition of the Executive Committee</b></p> <p>(1) The Executive Committee consists of—</p> <ol style="list-style-type: none"> <li>(a) a President; and</li> <li>(b) a Vice-President; and</li> <li>(c) a Secretary; and</li> <li>(d) a Treasurer; and</li> <li>(e) a Membership Secretary; and</li> <li>(f) a Newsletter Editor; and</li> <li>(g) a representative from the Phillip Island &amp; District Historical Society; and</li> <li>(h) a representative from the Friends of Koalas Society; and</li> <li>(i) a representative from the Phillip Island Conservation Society.</li> </ol> <p>(2) In the event of a casual vacancy in any office referred to in subrule (1), the Executive Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the next annual general meeting following the date of the appointment.</p> <p>(3) Subject to the Act, membership of the Executive Committee may be extended to include other members of the Society whose expertise will be of value to the Society.</p>
5.4	<p><b>General Duties of committee members</b></p> <p>(1) As soon as practicable after being elected or appointed to the Executive Committee, each committee member must become familiar with these Rules and the Act.</p> <p>(2) The Executive Committee is collectively responsible for ensuring that the Society complies with the Act and that individual members of the Executive Committee comply with these Rules.</p> <p>(3) Executive Committee members must exercise their powers and discharge their duties with reasonable care and diligence.</p> <p>(4) Executive Committee members must exercise their powers and discharge their duties—</p> <ol style="list-style-type: none"> <li>(a) in good faith in the best interests of the Society; and</li> <li>(b) for a proper purpose.</li> </ol> <p>(5) Executive Committee members and former committee members must not make improper use of—</p> <ol style="list-style-type: none"> <li>(a) their position; or</li> <li>(b) information acquired by virtue of holding their position—</li> </ol> <p>so as to gain an advantage for themselves or any other person or to cause detriment to the Society.</p> <p>(6) 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.</p>

No.	Rule
5.5	<p><b>President</b></p> <p>(1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.</p> <p>(2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—</p> <p>(a) in the case of a general meeting—a member elected by the other members present; or</p> <p>(b) in the case of a committee meeting—a committee member elected by the other committee members present.</p>
5.6	<p><b>Secretary</b></p> <p>(1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.</p> <p>(2) The Membership Secretary must—</p> <p>(a) maintain the register of members in accordance with rule 3.15; and</p> <p>(b) subject to the Act and these Rules, provide members with access to the register of members.</p> <p>(3) The Secretary must—</p> <p>(a) keep custody of the common seal (if any) of the Society and, except for the financial records referred to in rule 6.3(3), all books, documents and securities of the Society in accordance with rules 7.1 and 7.4; and</p> <p>(b) subject to the Act and these Rules, provide members with access to the minutes of general meetings and other books and documents; and</p> <p>(c) perform any other duty or function imposed on the Secretary by these Rules.</p> <p>(4) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.</p>
5.7	<p><b>Treasurer</b></p> <p>(1) The Treasurer must—</p> <p>(a) receive all moneys paid to or received by the Society and issue receipts when required by law or when requested by a member for those moneys in the name of the Society; and</p> <p>(b) ensure that all moneys received are paid into the account of the Society within 5 working days after receipt; and</p> <p>(c) make any payments authorised by the Executive Committee or by a general meeting of the Society from the Society's funds; and</p> <p>(d) ensure cheques are signed by at least 2 committee members.</p> <p>(2) The Treasurer must—</p> <p>(a) ensure that the financial records of the Society are kept in accordance with the Act; and</p> <p>(b) coordinate the preparation of the financial statements of the Society and their certification by the Executive Committee prior to their submission to the annual general meeting of the Society.</p> <p>(3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Society.</p>
	<b>Division 3 — Election of Committee members and tenure of office</b>
5.8	<p><b>Who is eligible to be a Committee member</b></p> <p>A member is eligible to be elected or appointed as a committee member if the member—</p> <p>(a) is 18 years or over; and</p> <p>(b) is entitled to vote at a general meeting.</p>
5.9	<p><b>Positions to be declared vacant</b></p> <p>(1) This rule applies to—</p> <p>(a) the first annual general meeting of the Society after its incorporation; or</p> <p>(b) any subsequent annual general meeting of the Society, after the annual report and financial statements of the Society have been received.</p> <p>(2) The Chairperson of the meeting must declare all positions on the Executive Committee vacant and hold elections for those positions in accordance with rules 5.10 to 5.13.</p>



<b>No.</b>	<b>Rule</b>
<b>5.10</b>	<p><b>Nominations</b></p> <ol style="list-style-type: none"> <li>(1) Nominations of candidates for election as officers of the Society must be made in writing, signed by two members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).</li> <li>(2) Nominations must be delivered to the Secretary of the Society not less than 7 days before the date fixed for the holding of the annual general meeting.</li> <li>(3) A member may be nominated for more than one position but may only be elected to one position except that a member who is elected to the position of Secretary may also be elected to the position of Membership Secretary or a member who is elected to the position of Treasurer may also be elected to the position of Membership Secretary.</li> <li>(4) If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.</li> <li>(5) If no nomination for an office is received prior to the meeting, the chair shall accept nominations from the meeting.</li> </ol>
<b>5.11</b>	<p><b>Election of President etc.</b></p> <ol style="list-style-type: none"> <li>(1) At the annual general meeting, separate elections must be held for each of the following positions— <ol style="list-style-type: none"> <li>(a) President;</li> <li>(b) Vice-President;</li> <li>(c) Secretary;</li> <li>(d) Treasurer;</li> <li>(e) Membership Secretary;</li> <li>(f) Newsletter Editor;</li> <li>(g) Representative of Phillip Island &amp; District Historical Society;</li> <li>(h) Representative of Friends of Koalas Society;</li> <li>(i) Representative of Phillip Island Conservation Society.</li> </ol> </li> <li>(2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.</li> <li>(3) If more than one member is nominated, a ballot must be held in accordance with rule 5.13.</li> <li>(4) On his or her election, the new President may take over as Chairperson of the meeting.</li> </ol>
<b>5.12</b>	<p><b>Election of ordinary members of the Executive Committee</b></p> <ol style="list-style-type: none"> <li>(1) The annual general meeting must by resolution decide the number of ordinary members of the Executive Committee (if any) it wishes to hold office for the next year.</li> <li>(2) A single election may be held to fill all of those positions.</li> <li>(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.</li> <li>(4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 5.13.</li> </ol>
<b>5.13</b>	<p><b>Ballot</b></p> <ol style="list-style-type: none"> <li>(1) The ballot for the election of officers of the Executive Committee must be conducted at the annual general meeting in such manner as the Executive Committee may direct.</li> <li>(2) Before the ballot is taken, each candidate may make a short speech in support of his or her election.</li> <li>(3) The election must be by secret ballot.</li> </ol>
<b>5.14</b>	<p><b>Term of office</b></p> <ol style="list-style-type: none"> <li>(1) Subject to subrule (3) and rule 5.15, a committee member holds office until the positions of the Executive Committee are declared vacant at the next annual general meeting.</li> <li>(2) A committee member may be re-elected.</li> <li>(3) A general meeting of the Society may— <ol style="list-style-type: none"> <li>(a) by special resolution remove a committee member from office; and</li> <li>(b) elect an eligible member of the Society to fill the vacant position in accordance with this Division.</li> </ol> </li> <li>(4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Society (not exceeding a reasonable length) and may request that the representations be provided to the members of the Society.</li> <li>(5) The Secretary or the President may give a copy of the representations to each member of the Society or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.</li> </ol>

No.	Rule
5.15	<p><b>Vacation of office</b></p> <p>(1) A committee member may resign from the Executive Committee by written notice addressed to the Executive Committee.</p> <p>(2) A person ceases to be a committee member if he or she—</p> <p>(a) ceases to be a member of the Society; or</p> <p>(b) fails to attend 2 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 5.26; or</p> <p>(c) otherwise ceases to be a committee member by operation of section 78 of the Act.</p>
5.16	<p><b>Filling casual vacancies</b></p> <p>(1) The Executive Committee may appoint an eligible member of the Society to fill a position on the Executive Committee that—</p> <p>(a) has become vacant under rule 5.15; or</p> <p>(b) was not filled by election at the last annual general meeting.</p> <p>(2) If the position of Secretary becomes vacant, the Executive Committee must appoint a member to the position within 14 days after the vacancy arises.</p> <p>(3) Rule 5.14 applies to any committee member appointed by the Executive Committee under subrule (1) or (2).</p> <p>(4) The Executive Committee may continue to act despite any vacancy in its membership.</p>
<b>Division 4 — Meetings of Committee</b>	
5.17	<p><b>Meetings of the Executive Committee</b></p> <p>(1) The Executive Committee must meet at least 3 times in each year at the dates, times and places determined by the Executive Committee.</p> <p>(2) The date, time and place of the first committee meeting must be determined by the members of the Executive Committee as soon as practicable after the annual general meeting of the Society at which the members of the Executive Committee were elected.</p> <p>(3) Special committee meetings may be convened by the President or by any 4 members of the Executive Committee.</p>
5.18	<p><b>Notice of committee meetings</b></p> <p>(1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.</p> <p>(2) Notice may be given of more than one committee meeting at the same time.</p> <p>(3) The notice must state the date, time and place of the meeting.</p> <p>(4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.</p> <p>(5) The only business that may be conducted at the meeting is the business for which the meeting is convened.</p>
5.19	<p><b>Urgent meetings of the Executive Committee</b></p> <p>(1) In cases of urgency, a meeting can be held with 3 days' notice being given to each committee member by the quickest means practicable.</p> <p>(2) Any resolution made at the meeting must be passed by an absolute majority of the Executive Committee.</p> <p>(3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.</p>
5.20	<p><b>Procedure and order of business at committee meetings</b></p> <p>(1) The procedure to be followed at a meeting of an Executive Committee must be determined from time to time by the Executive Committee.</p> <p>(2) The order of business may be determined by the members present at the meeting.</p>
5.21	<p><b>Use of technology at committee meetings</b></p> <p>(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.</p> <p>(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.</p>

No.	Rule
5.22	<p><b>Quorum at committee meetings</b></p> <p>(1) No business may be conducted at an Executive Committee meeting unless a quorum is present.</p> <p>(2) The quorum for a committee meeting is the presence (in person or as allowed under rule 5.21) of a majority of the committee members holding office.</p> <p>(3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—</p> <ul style="list-style-type: none"> <li>(a) in the case of a special meeting—the meeting lapses;</li> <li>(b) in any other case—the meeting must be adjourned to a date no later than 14 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 5.18.</li> </ul>
5.23	<p><b>Voting at committee meeting</b></p> <p>(1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.</p> <p>(2) Questions arising at a meeting of the Executive Committee or at a meeting of any sub-committee appointed by the Executive Committee, shall be determined by a show of hands, or if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.</p> <p>(3) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.</p> <p>(4) Subrule (3) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Executive Committee.</p> <p>(5) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.</p> <p>(6) Voting by proxy is not permitted.</p>
5.24	<p><b>Conflict of interest</b></p> <p>(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 Executive Committee.</p> <p>(2) The member—</p> <ul style="list-style-type: none"> <li>(a) must not be present while the matter is being considered at the meeting; and</li> <li>(b) must not vote on the matter.</li> </ul> <p>(3) If there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.</p> <p>(4) This rule does not apply to a material personal interest—</p> <ul style="list-style-type: none"> <li>(a) that exists only because the member belongs to a class of persons for whose benefit the Society is established; or</li> <li>(b) that the member has in common with all, or a substantial proportion of, the members of the Society.</li> </ul>
5.25	<p><b>Minutes of committee meeting</b></p> <p>(1) The Executive Committee must ensure that minutes are taken and kept of each committee meeting.</p> <p>(2) The minutes must record the following—</p> <ul style="list-style-type: none"> <li>(a) the names of the members in attendance at the meeting;</li> <li>(b) the business considered at the meeting;</li> <li>(c) any resolution on which a vote is taken and the result of the vote;</li> <li>(d) any material personal interest disclosed under rule 5.24.</li> </ul>
5.26	<p><b>Leave of absence</b></p> <p>(1) The Executive Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 6 months.</p> <p>(2) The Executive 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.</p>

## PART 6 – FINANCIAL MATTERS

No.	Rule
6.1	<p><b>Source of funds for the Society</b>                      The funds of the Society may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Executive Committee.</p>
6.2	<p><b>Management of the funds of the Society</b></p> <ol style="list-style-type: none"> <li>(1) The Society must open an account with a financial institution from which all expenditure of the Society is made and into which all of the Society's revenue is deposited.</li> <li>(2) Subject to any restrictions imposed by a general meeting of the Society, the Executive Committee may approve expenditure on behalf of the Society.</li> <li>(3) The Executive Committee may authorise the Treasurer to expend funds on behalf of the Society (including by electronic funds transfer) up to a specified limit without requiring approval from the Executive Committee for each item on which the funds are expended.</li> <li>(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 members of the Executive Committee.</li> <li>(5) All funds of the Society must be deposited into the financial account of the Society no later than 5 working days after receipt.</li> <li>(6) With the approval of the Executive 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.</li> </ol>
6.3	<p><b>Financial records of the Society</b></p> <ol style="list-style-type: none"> <li>(1) The Society must keep financial records that—                             <ol style="list-style-type: none"> <li>(a) correctly record and explain its transactions, financial position and performance; and</li> <li>(b) enable financial statements to be prepared as required by the Act.</li> </ol> </li> <li>(2) The Society must retain the financial records for 7 years after the transactions covered by the records are completed.</li> <li>(3) The Treasurer must keep in his or her custody, or under his or her control—                             <ol style="list-style-type: none"> <li>(a) the financial records for the current financial year; and</li> <li>(b) any other financial records as authorised by the Executive Committee.</li> </ol> </li> </ol>
6.4	<p><b>Financial statements of the Society</b></p> <ol style="list-style-type: none"> <li>(1) For each financial year, the Executive Committee must ensure that the requirements under the Act relating to the financial statements of the Society are met.</li> <li>(2) Without limiting subrule (1), those requirements include—                             <ol style="list-style-type: none"> <li>(a) the preparation of the financial statements;</li> <li>(b) if required, the review or auditing of the financial statements;</li> <li>(c) the certification of the financial statements by the Executive Committee;</li> <li>(d) the submission of the financial statements to the annual general meeting of the Society;</li> <li>(e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.</li> </ol> </li> </ol>

## PART 7 - GENERAL MATTERS

No.	Rule
7.1	<p><b>Common seal</b></p> <p>(1) The Society may have a common seal.</p> <p>(2) If the Society has a common seal—</p> <ul style="list-style-type: none"> <li>(a) the name of the Society must appear in legible characters on the common seal;</li> <li>(b) a document may only be sealed with the common seal by the authority of the Executive Committee and the sealing must be witnessed by the signatures of two committee members;</li> <li>(c) the common seal must be kept in the custody of the Secretary.</li> </ul>
7.2	<p><b>Registered address</b></p> <p>The registered address of the Society is—</p> <ul style="list-style-type: none"> <li>(a) the address determined from time to time by resolution of the Executive Committee; or</li> <li>(b) if the Executive Committee has not determined an address to be the registered address—the postal address of the Secretary.</li> </ul>
7.3	<p><b>Notice requirements</b></p> <p>(1) Any notice required to be given to a member or a committee member under these Rules may be given—</p> <ul style="list-style-type: none"> <li>(a) by handing the notice to the member personally; or</li> <li>(b) by sending it by post to the member at the address recorded for the member on the register of members; or</li> <li>(c) by email transmission.</li> </ul> <p>(2) Subrule (1) does not apply to notice given under rule 5.19.</p> <p>(3) A member can nominate how he or she wishes to receive:</p> <ul style="list-style-type: none"> <li>(a) annual general meeting and special general meeting documents; and</li> <li>(b) membership renewals and reminders; and</li> <li>(c) other correspondence such as notices of meetings and events; and</li> <li>(d) the Newsletter.</li> </ul> <p>(4) For each category, the choice will be:</p> <ul style="list-style-type: none"> <li>(a) by Post; or</li> <li>(b) by Email; or</li> <li>(c) by such other means that the Executive Committee may decide to allow.</li> </ul> <p>(5) Any notice required to be given to the Society or the Executive Committee may be given—</p> <ul style="list-style-type: none"> <li>(a) by handing the notice to a member of the Executive Committee; or</li> <li>(b) by sending the notice by post to the registered address; or</li> <li>(c) by leaving the notice at the registered address; or</li> <li>(d) if the Executive Committee determines that it is appropriate in the circumstances; by email to the email address of the Society or the Secretary;</li> <li>(e) by such other means that the Executive Committee may decide to allow.</li> </ul>

No.	Rule
7.4	<p><b>Custody and inspection of books and records</b></p> <p>(1) Except as otherwise provided in these Rules, the Secretary and Treasurer must keep in his or her custody or under his or her control all books, documents and securities of the Society.</p> <p>(2) Except as otherwise provided in the following subrules, members may on request inspect free of charge—</p> <ul style="list-style-type: none"> <li>(a) the register of members;</li> <li>(b) the minutes of general meetings;</li> <li>(c) subject to subrule (3), the financial records, books, securities and any other relevant document of the Society, including minutes of Executive Committee meetings.</li> </ul> <p>(3) The Executive Committee may refuse to permit a member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.</p> <p>(4) The Executive Committee must on request make copies of these rules available to members and applicants for membership free of charge.</p> <p>(5) The full membership register will be made available to members of the Executive Committee only.</p> <p>(6) A member of the Society can inspect the membership list by submitting a request to the Membership Secretary. The Membership Secretary will provide access to a subset of the membership data in order to protect members' privacy. This membership list will show the names of current members only and other information about a member such as address, phone number, email address and payment details will not be shown.</p> <p>(7) A member of the Society can inspect any of the Society's financial records by submitting a request to the Treasurer. Any documents which are commercial-in-confidence will not be made available.</p> <p>(8) A member of the Society can inspect any of the other records of the Society by submitting a request to the Secretary. Any documents which are commercial-in-confidence will not be made available.</p> <p>(9) All reasonable requests from members to inspect any records of the Society will be dealt with within 7 days or as mutually agreed.</p> <p>(10) There will no charge to a member who wishes to inspect any documents unless there is a cost to the Society in which case the member may be asked to cover that cost.</p> <p>(11) Subject to subrule (3) and subrules (12) to (16) inclusive, a member may make a copy of any of the other records of the Society referred to in this rule and the Society may charge a reasonable fee for provision of a copy of such a record.</p> <p>(12) Copies of the membership register will be made available to members of the Executive Committee only.</p> <p>(13) If a member of the Society asks for a copy of the membership list, the request will be denied on the grounds that this would be a breach of members' privacy.</p> <p>(14) A member of the Society can request a copy of any of the Society's financial records by submitting a request to the Treasurer. Any documents which are commercial-in-confidence will not be made available. The Treasurer will provide a copy of the requested records in printed form or electronic form.</p> <p>(15) A member of the Society can request a copy of any of the other records of the Society by submitting a request to the Secretary. Any documents which are commercial-in-confidence will not be made available. The Secretary will provide a copy of the requested records in printed form or electronic form.</p> <p>(16) All reasonable requests from members for copies of documents will be dealt with within 30 days or as mutually agreed.</p> <p>(17) For purposes of this rule—</p> <ul style="list-style-type: none"> <li>(a) relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Society and includes the following—</li> <li>(b) its membership records;</li> <li>(c) its financial statements;</li> <li>(d) its financial records;</li> <li>(e) records and documents relating to transactions, dealings, business or property of the Society.</li> </ul>

<b>No.</b>	<b>Rule</b>
<b>7.5</b>	<b>Winding up and cancellation of the Society</b> (1) The Society may be wound up voluntarily by special resolution. (2) In the event of the winding up or the cancellation of the incorporation of the Society, the surplus assets of the Society must not be distributed to any members or former members of the Society. (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 Society 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.
<b>7.6</b>	<b>Alteration of Rules</b> (1) These Rules may only be altered by special resolution of a general meeting of the Society. (2) An alteration of these Rules does not take effect unless or until it is approved by the Registrar.

## PART 8 – THE PUBLIC FUND

No.	Rule
8.1	<p><b>Establishment of the Public Fund</b> The Society has established and maintains a public fund.</p>
8.2	<p><b>Name of the Public Fund</b> The name of the public fund is <i>The FOCIS Churchill Island Heritage Fund</i>.</p>
8.3	<p><b>Purpose of the Public Fund</b> The purpose of the Fund is to help the Society address its principal purpose as defined in rule 1.2: <b><i>The promotion of the moveable cultural heritage of Churchill Island.</i></b></p>
8.4	<p><b>Use of Funds from the Public Fund</b> Monies in the Fund will only be used to further the principal purpose of the Society. In order to achieve the Society's principal purpose, the following activities shall be considered as acceptable for payments to be made from the Fund:</p> <ul style="list-style-type: none"> <li>(a) Protect, preserve and enhance the archaeological artefacts on Churchill Island.</li> <li>(b) Protect, preserve and enhance the agricultural and industrial artefacts on Churchill Island.</li> <li>(c) Protect, preserve and enhance other historic materials on Churchill Island.</li> <li>(d) Enhance the visibility, accessibility and presentation of the archaeological artefacts, agricultural and industrial artefacts and other historic materials to the public.</li> <li>(e) Acquisition of historical artefacts which are relevant to Churchill Island and will contribute to the presentation of the history of Churchill Island.</li> </ul>
8.5	<p><b>Exclusions for the Public Fund</b> The following activities are excluded:</p> <ul style="list-style-type: none"> <li>(a) Activities which are not consistent with the Society's principal purpose.</li> <li>(b) Activities which are not consistent with the stated Use of Funds defined in the rule 8.4.</li> </ul>
8.6	<p><b>Payments from the Public Fund</b> Payments from the Fund can be made to organisations or individuals for activities concerned with the promotion of the moveable cultural heritage of Churchill Island.</p> <ul style="list-style-type: none"> <li>(a) Payments from the Fund to another organisation can only be made for the payment for goods and services where the provision of goods and services will further the Society's principal purpose which is the promotion of the moveable cultural heritage of Churchill Island.</li> <li>(b) Sponsorship payments or grants or loans to other organisations are not permitted.</li> <li>(c) Payments of grants, scholarships or prizes may be made to an individual as long as the individual is normally resident in Australia and the activities are consistent with, and in support of, the Society's principal purpose which is the promotion of the moveable cultural heritage of Churchill Island.</li> </ul>
8.7	<p><b>Donations to the Public Fund</b> Donations to the Fund will be accepted from members of the Society and members of the public.</p>
8.8	<p><b>Requests from Donors to the Public Fund</b> A donor may request that their donation be used to support a particular project or activity but the Executive Committee does not have to comply with that request. Applications for funding will be considered on their merits.</p>
8.9	<p><b>Public Participation in the Fund</b></p> <ul style="list-style-type: none"> <li>(1) Members of the public will be invited to donate to the Fund.</li> <li>(2) The Fund subcommittee will be responsible for the management of the Fund.</li> <li>(3) Members of the Fund subcommittee will be persons who, because of their tenure of some public office or their position in the community, have a degree of responsibility to the community as a whole.</li> </ul>



No.	Rule
8.10	<p><b>Selection Process for Payments from the Public Fund</b></p> <ol style="list-style-type: none"> <li>(1) Applications for payments from the Fund must be made in writing.</li> <li>(2) The Executive Committee will assess each application on its merits and will decide on a recommendation to be put to the members for a final decision.</li> <li>(3) When assessing an application, members of the Executive Committee must ensure that they comply with the provisions of Rule 5.24 (Conflict of interest).</li> <li>(4) The Executive Committee will consider:               <ol style="list-style-type: none"> <li>(a) How the proposed project or activity will contribute to the Society's principal purpose which is the promotion of the moveable cultural heritage of Churchill Island.</li> <li>(b) How effective the proposed project or activity will be in promoting the moveable cultural heritage of Churchill Island.</li> </ol> </li> <li>(5) The Executive Committee will make a recommendation to the members of the Society at a General Meeting and the members will decide whether or not a payment will be made and how much will be given.</li> </ol>
8.11	<p><b>Management of the Public Fund</b></p> <ol style="list-style-type: none"> <li>(1) Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Society and will only be used to further the principal purpose of the Society. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office. The fund does not receive any other money or property,</li> <li>(2) The fund will be administered by a Fund subcommittee. The Fund subcommittee will consist of at least three (3) members of the Society who are "responsible persons" as defined by the Australian Taxation Office in Taxation Ruling TR95/27.</li> <li>(3) The Fund subcommittee will meet at least once a year to conduct an annual review of the Fund in accordance with the recommendations of the Australian Taxation Office and report the results of the review to the Executive Committee.</li> <li>(4) No monies/assets in the Fund will be distributed to members or office bearers of the Society, except as reimbursement of out-of-pocket expenses incurred on behalf of the Fund or proper remuneration for administrative services.</li> <li>(5) The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's Deductible Gift Recipient status.</li> <li>(6) Receipts for gifts to the public fund must state:               <ul style="list-style-type: none"> <li>• the name of the public fund and that the receipt is for a gift made to the public fund;</li> <li>• the Australian Business Number of the company;</li> <li>• the fact that the receipt is for a gift; and</li> <li>• any other matter required to be included on the receipt pursuant to the requirements of the <i>Income Tax Assessment Act 1997</i>.</li> </ul> </li> </ol>
8.12	<p><b>Accounting for the Public Fund</b></p> <p>The Treasurer will:</p> <ol style="list-style-type: none"> <li>(1) Maintain a separate set of accounts for the Fund.</li> <li>(2) Maintain separate bank accounts for the Fund where the name of each bank account will clearly identify the name of the Fund.</li> <li>(3) Ensure that donations made to the Fund are paid into the Fund's bank account in a timely manner.</li> <li>(4) Issue receipts for donations in accordance with Australian Tax Office requirements.</li> <li>(5) Maintain a register of donors which is available for inspection by members of the Executive Committee.</li> <li>(6) Submit statements to the administrators of the Register of Cultural Organisations in a timely manner and in the form required by law.</li> <li>(7) Present a statement of assets and liabilities for the Fund and a statement of income and expenses for the Fund to the Executive Committee at each Committee meeting.</li> <li>(8) On behalf of the Executive Committee present a statement of assets and liabilities for the Fund and a statement of income and expenses for the Fund to the members of the Society at a General Meeting of the Society.</li> <li>(9) Ensure records are retained for a minimum of 5 years.</li> </ol>

<b>No.</b>	<b>Rule</b>
8.13	<b>Winding Up of the Public Fund</b> If upon the winding-up or dissolution of the Fund, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this Fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the <i>Income Tax Assessment Act 1997</i> and listed on the Register of Cultural Organisations maintained under the Act.

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