

RULES OF SAVE OUR SUBURBS INCORPORATED

RULES

1. The name of the Incorporated Association is Save Our Suburbs Incorporated (in these Rules called “The Association”).

INTERPRETATION

Cl.2(1) Amended 9/11/2006

2. (1) In these Rules, unless the contrary intention appears-
 - “Committee” means the Committee of Management of the Association.
 - “Financial Year” means the year ending on 30 June.
 - “General Meeting” means a general meeting of members convened in accordance with Rule 11.
 - “Member” means a member of the Association.
 - “Ordinary Member of the Committee” means a member of the Committee who is not an officer of the Association under Rule 21.
 - “The Act” means the *Associations Incorporation Act 1981*.
 - “The Regulations” means Regulations under the Act.
 - "Sub-Committee" means a group established by the Committee comprising Members who are directed by the Committee to carry out specific tasks.
- (2) In these Rules, a reference to the Secretary of an Association is a reference-
 - (a) where a person holds office under these Rules as Secretary of the Association-to that person; and
 - (b) in any other case, to the Public Officer of the Association.
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the *Interpretation of Legislation Act 1984* and the Act as in force from time to time.

Cl.2(4) Amended 9/11/2006

- (4) In these Rules, a reference to a person includes a body corporate, a firm, a natural person, an unincorporated or incorporated association and an authority.

APPLICATION FOR MEMBERSHIP

Cl.3 Amended 9/11/2006

3. (1) A person who applies for membership as provided in these Rules is eligible, subject to committee approval, to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time had ceased to be a member) shall not be admitted to membership unless the admission as a member is approved by the Committee.
- (3) An application for a person's membership of the Association:
 - (a) shall be made in writing; and
 - (b) shall be lodged with the Secretary of the Association.
- (4) As soon as is practicable after the receipt of an application, the Secretary shall refer the application to the Committee.
- (5) Upon an application being referred to the Committee, the Committee shall determine whether to approve or to reject the application.
- (6) Upon an application being approved by the Committee, the Secretary shall, as soon as practicable, notify the applicant in writing of the approval for membership of the Association and request payment, unless this has already been received, within the period of 28 days after receipt of notification of the

sum payable under these Rules as the entrance fee and the first year's annual subscription.

- (7) The first year's annual subscription payable by a new member may at the discretion of the Committee be a pro-rata amount, calculated on a six monthly basis, if the period of membership in the first year is less than 12 months.
- (8) The Secretary shall, upon payment within the requisite period of the applicable entrance fee and subscription, enter the applicant's name in the register of members and, upon the name being so entered, the applicant shall become a member of the Association.
- (9) A right, privilege, or obligation of the person by reason of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

CL 4 Amended 27/1/99

4. The entrance fee and subscription shall be determined by the Committee from time to time. The annual subscription is payable in advance on or before 1 July in each year.

REGISTER OF MEMBERS

CL 5 Amended 9/11/2006

5. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of each member and the register shall be available for inspection by members upon request.

RESIGNATION AND EXPULSION OF MEMBER

6. (1) A member of the Association who has paid all moneys due and payable by member to the Association may resign from the Association by first giving one months notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the member ceases to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
7. (1) Subject to these Rules, the Committee may by resolution:
 - (a) expel a member from the Association;
 - (b) suspend a member from member membership of the Association for a specified period; or
 - (c) fine a member an amount not exceeding \$20.if the Committee is of the opinion that the member :
 - (d) has refused or neglected to comply with these Rules ; or
 - (e) has been guilty of conduct unbecoming a member of prejudicial to the interests of the Association.
- (2) A resolution of the Committee under sub-clause (1):

- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under the sub-clause (3) confirms the resolution in accordance with this clause ; and
 - (b) where the member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) If the Committee passes a resolution under sub-clause (1) , the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he or she may do one or more of the following:
 - (i) Attend the meeting;
 - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) Not later than 24 hours before the date of the meeting lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the Resolution.

- (4) At a meeting of the Committee held in accordance with sub-clause (2) , the Committee:
 - (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) If the Secretary receives a notice under sub-clause (3), he or she shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice
- (6) At a general meeting of the Association convened under sub-clause (5):
 - (a) no business other than the question of the appeal shall be transacted:
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard ; and
 - (d) the members present shall vote by secret ballot on the question whether the Resolution should be confirmed or revoked

- (7) If at the general meeting:
 - (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

ANNUAL GENERAL MEETING

8. (1) The Association shall in each calendar year convene an annual general meeting of its members.

CL 8(2) Amended 9/11/2006

- (2) The Committee shall determine the date of the Annual General Meeting which must be held within the five (5) months after the end of the financial year.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect officers of the Association and the ordinary members of the Committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

9. All general meetings other than the annual general meeting shall be called special general meetings.

CL 10(1) Amended 9/11/2006

10. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee shall, on the requisition in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (3) The requisition for a special general meeting shall state the objects of the Meeting and shall be signed by the members making the requisitions and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (4) If the Committee does not cause a special general meeting to be held within the month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.

- (5) A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and, all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF MEETING

CL11 (1) Amended 9/11/2006

11. (1) The Secretary of the Association shall, at least fourteen (14) days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association a notice either by e-mail or 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.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

12. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.

CL 12(3) Amended 9/11/2006

- (3) Ten members personally (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

CL 13 Amended 9/11/2006

13. (1) The President or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.

- (2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at that meeting.

14. (1) The Chairperson 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.

- (2) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
 - (3) Except as provided in sub-clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. A question arising at a general meeting of the Association shall be determined on a show of hands and unless, before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
16.
 - (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
 - (2) All votes shall be given personally or by proxy.
 - (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
17.
 - (1) 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 Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
 - (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.

18. A member is not entitled to vote at any general meeting unless all moneys due and Payable by the member to the Association have been paid, other than the amount of the Annual subscription payable in respect of the current financial year.

CL 19 Amended 9/11/2006

19. (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than seventy two (72) hours before the time of the meeting in respect of which the proxy is appointed.
- (2) Proxies will remain confidential to the secretary until one hour before the commencement of the meeting.
- (3) Proxies can be used for voting on any issue at a general meeting, including the election of the Committee of Management.

COMMITTEE OF MANAGEMENT

20. (1) The affairs of the Association shall be managed by the Committee of Management constituted as provided in Rule 22.
- (2) The Committee:
- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such Powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

CL 21(1) Amended 9/11/2006

21. (1) The officers of the Association shall be :
- (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer; and
 - (d) a Secretary.
- (2) The provisions of Rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).

CL 21(3) Amended 9/11/2006

- (3) At the first annual general meeting of the association, following the adoption of this resolution, all office holders will be elected. At the next annual general meeting following, the Vice President and Secretary must retire and at the following annual general meeting, the President and Treasurer must retire and this pattern of rotation is to continue in ensuing years.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

CL 21(5)(6)(7) Added 9/11/2006

- (5) A officer of the Association must be -
 - (a) a natural person; and
 - (b) not less than 18 years of age.

- (6) A retiring office holder retains office until the close of the meeting at which their successor is elected.

- (7) A retiring office holder is eligible for re-election.

CL 22(1) (2) Amended 9/11/2006

- 22
- (1) Subject to section 23 of the Act, the Committee shall consist of :
 - (a) the officers of the Association; and

 - (b) six ordinary members.

 - (2)
 - a. At the annual general meeting in any year 3 of the ordinary Committee members shall retire from office. A retiring ordinary Committee member shall be eligible for re-election.

 - b. The ordinary Committee members to retire in every year shall first be those appointed under section 22(4), followed by those who have been longest in office since their last election. Between persons who were elected at the same last election, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

 - (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

ELECTION OF OFFICERS AND VACANCY

23. (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:
- (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a Ballot shall be held.
- (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- CI 23(6) Amended 9/11/2006*
- (6) A candidate can only nominate for one Officer of the Association position at each election and/or one Ordinary Committee member position. If successfully elected to the Officer position, the candidates' nomination for a Ordinary Member committee position becomes invalid.

Cl 23(7)Added 9/11/2006

- (7) The ballot for officers will occur before the ballot for ordinary members of the Committee.

Cl 23(8)Added 9/11/2006

- (8) Proxies are permitted in the ballot for the Officers and Ordinary Committee members, subject to the conditions in section (19).

24. For the purposes of these Rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member

- (a) ceases to be a member of the Association;
- (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
- (c) resigns from office by notice in writing given to the Secretary

PROCEEDINGS OF COMMITTEE

- 25. (1) The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any four of the members of the Committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

CL 25(4) Amended 9/11/2006

- (4) Any six members of the Committee, or an absolute majority of the members in office at the time, whichever is the lesser, with at least one of the members present being required to be an officer of the association, shall constitute a quorum for the transaction of the business of a meeting of the Committee.

- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

CL 25(6) Amended 9/11/2006

- (6) At meetings of the Committee –
 - (a) the President or, in the President's absence, the Vice-President shall preside; or
 - (b) if the President and Vice-President are absent from a meeting of the Committee the members of the Committee present shall elect one of their number to preside as Chairperson at that meeting.

- (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

- (8) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

CL 25(9) Amended 9/11/2006

- (9) Written notice of each committee meeting must be given to each member of the committee at least 5 days before the date of the meeting.
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

CL 25(11) Amended 27/1/99

- (11) If all the members of the Committee have signed a document containing a statement that they are in favour of a prescribed resolution in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Committee held on the day on which the document was signed and at a time at which the document was last signed by a member or, if the members signed the document on different days, on the day on which and at the time at which, the document was last signed by a member and, where a document is so signed:
- (a) the Committee shall be deemed to have held a meeting at that time on that day; and
- (b) the document shall be deemed to constitute a minute of that meeting.

CL 25(12) Amended 27/1/99

- (12) The Committee may meet either in person or by telephone or by other means of Communication by which all persons participating in the meeting are able to Hear and be heard by all other participants. A meeting conducted by telephone Or other means of communication is deemed to be held at the place agreed upon by the committee provided that at least one of the Committee members present at the meeting was at that place for the duration of the meeting.

CL 25(13) Added 9/11/2006

- (13) Notwithstanding the terms of clause 25(12) above, following a committee meeting at which a quorum is not present but at which a sub-committee has made recommendations for subsequent ratification by the full committee, a committee meeting may be held by communication (electronically or otherwise) of the recommendations of the sub-committee to all of the members of the committee for their consideration. In this case, and after being so advised in the communication of matters for ratification, failure of committee members to respond in the negative to a recommendation or resolution within one week of the date of its posting or transmission shall be deemed to be acceptance of the recommendation or resolution, which shall be deemed to have been approved by the committee at a meeting held at the same place as the original meeting but at the time of expiration of the period for responses.

SECRETARY

CL(26) Amended 9/11/2006

26. The Secretary of the Association shall
- a. distribute and keep agendas and minutes of the resolutions and proceedings of each general meeting and each committee meeting
 - b. keep a record of the names of persons present at committee meetings.
 - c. manage, and present to the committee, general correspondence.
 - d. Maintain the Register of Members.

TREASURER

CL(27) Amended 9/11/2006

27. The Treasurer of the Association shall:
- (a) collect and receive all moneys due to the Association and make all payments authorized by the Association; and
 - (b) Maintain adequate and accurate accounting records of the financial transactions of the Association.
 - (c) Prepare and present updated financial statements at each Committee Meeting.
 - (d) Present the financial report for the preceding year's operations at the Annual General Meeting.
 - (e) Retain in their custody or control all account books, computerised records, documents, securities and other financial records of the Association.

REMOVAL OF MEMBER OF COMMITTEE

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

CHEQUES

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

SEAL

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

ALTERATION OF RULES AND STATEMENT OF PURPOSES

31. These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

NOTICES

CL 32 Amended 9/11/2006

32. (1) A notice may be served by or on behalf of the Association upon any member either personally, by email, or by sending it by post to the member at the address shown in the Register of Members.
- (2) Where a document is properly addressed prepaid and posted or emailed to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter or email would have been delivered in the ordinary course of post or transmission.

WINDING UP OR CANCELLATION

CL 33 Amended 27/1/99

33. (1) If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any money or property, this shall not be paid to or distributed among the members of the Association but shall be disposed of in accordance with some charitable object to be determined by the members of the Association at or before the time of dissolution.
- (2) The provisions for trading and for winding-up contained in these rules shall not be altered without the consent of the Minister.

CUSTODY OF RECORDS

Cl 34 Amended 9/11/2006

34. (1) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books and documents of the Association.
- (2) All accounts, books, documents and securities of the Association shall be available for inspection by any member of the Association upon request.

FUNDS

CL35 Amended 27/1/99

35. The fund of the Association shall be derived from entrance fees, annual subscriptions, Donations, income derived from business conducted under the business name ‘SOS Save our Suburbs’ and such other sources as the Committee determines.

CL.36 Amended 27/1/99

36. The Association is by these Rules permitted to trade in accordance with section 51(4)(a)(iii) of the Act.