

The Children's Book Council of Australia (Victorian Branch) Inc.

CONSTITUTION

ADOPTED 2012; REVISED 2014, 2018, 2020

1. Name

The name of the incorporated organisation is The Children's Book Council of Australia (Victorian Branch) Incorporated (the Council).

2. Interpretations

In these rules:

'the Council' as referred to in Rule 1

'committee members' as referred to in Rule 16

'Executive' as referred to in Rule 22

'Financial Year' as referred to in Rule 14

'Full-Time Student' member as referred to in Rule 6.1 c)

'Honorary Life Member' as referred to in Rule 6.4

'Management Committee' as referred to in Rule 16

'Quorum' as referred to in Rule 32

'the Act' means the Associations Incorporation Reform Act 2012 and includes the regulations made under that Act.

3. Purposes of the Council

- a) develop an awareness of quality children's literature
- b) foster young people's enjoyment of reading
- c) disseminate information to the general community about children's books and reading
- d) encourage and promote Australian authors and illustrators
- e) promote discussion, debate, talks and exhibitions in relation to children's books
- f) provide assistance and support to the national body of The Children's Book Council of Australia

4. Effect of Constitution

This Constitution binds every member and the Council to the same extent as if every member and the Council had signed and sealed this Constitution and agreed to be bound by it.

5. Altering the Constitution

Amendments to this Constitution may be made by a three-quarter majority of votes cast by members attending a general meeting.

At least 4 weeks' notice must be given to the Secretary, in writing, by the proposer of any suggested change.

The Secretary shall set out any proposal amendment in full and send it to all members, a minimum of 21 days prior to the general meeting at which the amendment is to be put.

6. Categories of Membership

The following types of Membership of the Council are offered:

6.1 Individual Membership:

- a) Adult (any person aged 18 and over)
- b) Adult Professional Concession (any person published as author or illustrator)
- c) Concession/student (any person who is a pensioner, unemployed, a concession card holder or a full time student).

6.2 Family Membership:

- a) All members of the family as nominated on the application form. Only one vote per family membership is permitted.

6.3 Institutional Membership:

- a) Not for Profit organisation (e.g. schools, libraries etc.)
- b) Other Institutional organisations. The representatives of the Institution are entitled to one vote.

6.4 Honorary Life Memberships:

Persons outstanding in the promotion of children's literature and the objects of the Council may be elected at the Annual General Meeting as life members of the Children's Book Council of Australia (Victorian Branch) Incorporated on the recommendation from the Management Committee.

7. Application for Membership

An application for membership must be:

- a) in writing
- b) signed by the applicant; and
- c) in the form decided by the Committee
- d) approved by the Committee

8. Annual Membership Fees

8.1 the membership fee for each ordinary membership and for each other class of membership (if any);

8.2 is the amount decided annually at the Annual General Meeting; and

8.3 is payable when, and in the way, the Committee decides.

9. Resignation, Suspension or Termination of Membership

9.1 The Council may terminate or suspend a member's membership if the member:

- a) is convicted of an indictable offence
- b) does not comply with any of the provisions of these rules
- c) refuses to support the Purposes of the Council
- d) has membership fees in arrears for at least 2 months; or
- e) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Council.

- 9.2 Before the Council terminates or suspends a member's membership, if the Management Committee is satisfied that there are sufficient grounds against a member as noted in rule 9.1, the Management Committee must appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the member. The disciplinary procedure must be completed as soon as reasonably practicable.
- 9.3 The Members of the Disciplinary Subcommittee-
- a) may be Management Committee members, member of the Council or anyone else; but
 - b) must not be biased against, or in favour of, the member concerned.
- 9.4 Before disciplinary action is taken against a member, the Secretary must give written notice to the member-
- a) stating that the Council proposes to take disciplinary action against the member; and
 - b) state the grounds for the proposed disciplinary action; and
 - c) specify the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - d) advising the member that he or she may do one or both of the following-
 - (i) attend the disciplinary meeting and address the Disciplinary Subcommittee at that meeting;
 - (ii) give a written statement to the Disciplinary Subcommittee at any time before the disciplinary meeting; and
 - e) setting out the members appeal rights under Rule 10
- 9.5 The notice must be given no later than 14 days, before the disciplinary meeting is held.
- 9.6 At the disciplinary meeting the Disciplinary Subcommittee must-
- a) give the member an opportunity to be heard; and
 - b) consider any written statement submitted by the member.
- 9.7 After complying with Rule 9.6, the Disciplinary Subcommittee may-
- a) reprimand the member; or
 - b) suspend the membership rights of the member for a specified period; or
 - c) expel the member from the Council
- 9.8 The suspension of the membership rights or the expulsion of a member by the Disciplinary Subcommittee under Rule 9 takes effect immediately after the vote is passed
- 9.9 A member may resign from the Council by giving a written notice of resignation to the Secretary. The resignation takes effect at:
- a) the time the notice is received by the Secretary; or
 - b) if a later time is stated in the notice, the later time.

10. Appeal Against Suspension or Expulsion

- 10.1 A member may appeal against a suspension or expulsion under by Rule 9 serving notice to the Secretary of the Council, within 2 days the vote to suspend or expel the person is taken requesting the convening of a special general meeting for the purpose of hearing the appeal.
- 10.2 On receipt of a notice:

- a) the Secretary is to immediately notify the Management Committee of its receipt; and
 - b) the Management Committee is to cause a special general meeting of members to be held within 42 days after the date on which the requisition is received.
- 10.3 At a special general meeting convened for the purpose of this Rule:
- a) no business other than the question of the suspension or expulsion is to be transacted
 - b) the Management Committee may place before the meeting details of the grounds of the expulsion and the Management Committee's reasons for the suspension or expulsion
 - c) the suspended or expelled member is to be given an opportunity to be heard; and
 - d) the members present are to vote by secret ballot whether the suspension or expulsion should be lifted or confirmed.
- 10.4 If at the special general meeting a majority of the members present vote in favour of the lifting of the suspension or expulsion:
- a) the suspension or expulsion is to be taken to have been lifted; and
 - b) the suspended or expelled member is entitled to continue as a member of the Council.
- 10.5 If at the special general meeting a majority of the members present vote in favour of the confirmation of the suspension or expulsion:
- a) the suspension or expulsion takes effect; and
 - b) the suspended or expelled member ceases to be a member of the Council.

11. Register of Members

- 11.1 The Secretary will keep and maintain in an up-to-date condition, a register of members of the Council that includes for each current member:
- a) the member's name;
 - b) the address for notice last given by the member;
 - c) the date of becoming a member;
- 11.2 Any member may, at a reasonable time and free of charge, inspect the register of members.
- 11.3 The register must be so kept and maintained by the Secretary and kept at the registered office of the Children's Book Council of Australia (Victorian Branch) or at such other place as the members at an Annual General Meeting decide.
- 11.4 The Secretary must note the name of a person who dies, or who ceases to be a member under Rule 9, to be deleted from the register of members.

12. Prohibition on use of Information on Register of Members

- 12.1 A member of the Council must not:
- a) use information obtained from the register of members of the Council to contact, or send material to, another member of the Council for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Council for the purpose of advertising for political, religious, charitable or commercial purposes.

12.2 Sub-Rule 12.1 does not apply if the use or disclosure of the information is approved by the Management Committee.

13. General Rights of Members

- 13.1 A member of the Council who is entitled to vote has the right-
- a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - b) to submit items of business for consideration at a general meeting; and
 - c) to attend and be heard at general meetings; and
 - d) to vote at a general meeting; and
 - e) to have access to the minutes of general meetings and other documents of the Council as provide for under Rule 40; and
 - f) to inspect the register of members.
- 13.2 A member is entitled to vote if-
- a) the member is a financial member; and
 - b) more than 10 business days have passed since he or she became a member of the Council; and
 - c) the member's membership rights have are not suspended for any reason.

14. Banking and Finance

- 14.1 On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 14.2 The financial year for the Council is February 1 - January 31.
- 14.3 The income and property of the Association must be used solely in promoting the Council's purposes and exercising the Council's powers.
- 14.4 The Treasurer shall keep accounts of all money received and expended by the Council. Such accounts shall be open for inspection by the Management Committee or members.
- 14.5 The funds of the Council shall be kept in the name of the Council with a bank or a similar financial institution approved by the Executive. All cheques and other documents in connection with the Council's accounts shall be signed by 2 members as the Executive may determine.
- 14.6 A member of the Council will be reimbursed out of the funds of the Council for expenditure incurred on behalf of the Council and authorised by the Executive. Requests for reimbursement must be accompanied by receipts and must be made before the end of the financial year in which the expenditure took place.
- 14.7 The Executive will authorise a fixed sum for the exclusive use of each regional group for expenditure incurred on behalf of the Council and authorised by the Executive.
- 14.8 The Management Committee may authorise the Treasurer to expend funds on behalf of the Council (including electronic funds transfer) up to a specified limit without requiring approval from the Management Committee for each item on which the funds are expended.

15. Auditor

- 15.1 The Auditor will be appointed prior to the Annual General Meeting and may not be a member of the Executive.
- 15.2 The Auditor will audit the account and financial records prior to the Annual General Meeting and present a written report to that meeting.

16. Management Committee

- 16.1 The Council will be managed by a Committee elected at the Annual General Meeting. The Management Committee will not exceed 15 members including an Executive of 5 as set out in Rule 22 of the Constitution.
- 16.2 Election of Management Committee. A member of the Management Committee may only be elected as follows:
 - a) only financial members, including life members, are eligible to be elected to the Committee.
 - b) any 2 members of the Council may nominate another member (the candidate) to serve as a member of the Management Committee;
 - c) the nomination must be:
 - (i) in writing
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the Secretary at least 14 days before the annual general meeting at which the election is to be held
 - d) each member of the Council present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Management Committee; and
 - e) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 16.3 A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted on the Council website for at least 7 days immediately preceding the Annual General Meeting. If there is more than one candidate for a position, then a vote must be held to elect one candidate.
- 16.4 If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 16.5 Directors of regional groups are not members of the Management Committee *ex officio* but may stand for election as outlined in Rule 16.2
- 16.6 If elected, they are subject to the Rule 18.3 as are all members of the Management Committee.

17. Roles and Responsibilities of Management Committee

- 17.1 The Management Committee has the general control and management of the administration of the affairs, property and funds of the Council.
- 17.2 The Management Committee, and individual members thereof, must abide by the Rules as outlined in this constitution.
- 17.3 The Management Committee may contract staff as required.
- 17.4 The Management Committee may establish sub-committees as appropriate.

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17.6 The Management Committee is collectively responsible for ensuring that the Council complies with the Act and that individual members of the Management Committee comply with these rules.

17.7 Management Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

17.8 Management Committee members must exercise their powers and discharge their duties-

- a) in good faith in the best interests of the Council; and
- b) for a proper purpose.

17.9 Management Committee members and former Management Committee members must not make improper use of-

- a) their position; or
- b) information acquired by virtue of holding their position.

18. Resignation, Removal or Vacation of Office of Management Committee Member

18.1 A member of the Management Committee may resign from the Committee by giving written notice of resignation to the Secretary.

18.2 The resignation takes effect at:

- a) the time the notice is received by the secretary; or
- b) if a later time is stated in the notice - the later time

18.3 A member may be removed from office at a general meeting of the association if 75% of the members present and eligible to vote at the meeting vote in favour of removing the member. An officer or member of the management committee may be removed if she/he

- a) fails, without leave granted by the committee, to attend 3 consecutive meetings of the committee
- b) ceases to be a financial member of the Council, or
- c) fails to pay all arrears of subscriptions due, within 14 days of receiving notification from the Treasurer that such monies are due as outlined in Rule 9.1 (d)
- d) acts in a way considered to be injurious or prejudicial to the character or interests of the Council.

18.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

18.5 A member has no right of appeal against removal from office under this rule.

18.6 A member stops being on the Management Committee if they

- a) resign as per Rule 18.1 and 18.2;
- b) are removed by a special resolution of the members of the Council as per Rule 18.3;
- c) become insolvent (as the term is used in the Corporations Act 2001);
- d) become a represented person (under the Guardianship and Administration Act 1986);or
- e) die.

- f) in case of the Secretary, If he or she stops living in Australia (this means living more than 6 months of the year outside of Australia).

19. Vacancies and Casual Vacancies

- 19.1 If a casual vacancy happens on the Management Committee, the continuing members of the Management Committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- 19.2 The filling of the casual vacancy must be formally ratified at the following Annual General Meeting. The person filling the casual vacancy must be confirmed through the usual election process for Management Committee membership.
- 19.3 The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 19.4 However, if the number of committee members is less than the number fixed under Rule 32.1 as a quorum of the Management Committee, the continuing members may act only to -
 - a) increase the number of Management Committee members to the number required for a quorum; or
 - b) call a general meeting of the Council.
- 19.5 If the position of Secretary becomes vacant, the Management Committee must appoint a member to the position within 14 days after the vacancy arises and notify the Registrar of Incorporated Associations at Consumer Affairs Victoria.

20. Meetings of Management Committee

- 20.1 Meetings will be held at least 6 times a year at dates determined by the Executive.
- 20.2 The President will preside at Management Committee meetings. In the absence of the President, and providing a quorum as outlined in Rule 32.1 exists, a Vice-President may preside.
- 20.3 Meetings will be held face-to-face or electronically i.e. Skype, teleconference or videoconference as available and appropriate.
- 20.4 Additional meetings can be called by a member of the Executive with the agreement of the President should this be deemed necessary to transact business of the Council.
- 20.5 Responsibilities for members to attend meetings are outlined in Rule 17.
- 20.6 Directors of regional groups are required to submit a report of the branch's activities to the Secretary 7 days prior to each Management Committee meeting.
- 20.7 Minutes are to be taken by the Secretary and, following the subsequent passing of the draft minutes at the next meeting, are to be signed by the presiding officer from the meeting to which the minutes apply. The minutes record the following-
 - a) the names of the members in attendance at the meeting;
 - b) the business considered at the meeting;
 - c) any resolution on which a vote is taken and the result of the vote;
 - d) any material personal interest disclosed under rule 20.9.
- 20.8 Minutes of Management Committee meetings can be given by email or facsimile transmission to committee members

20.9 A Management Committee member who has a material interest in a matter being considered at a Management Committee meeting must disclose the nature and extent of that interest to the Management Committee

20.10 The member-

- a) must not be present while the matter is being considered at the meeting; and
- b) must not vote on the matter.

20.11 Rule 20.10 does not apply to a material interest-

- a) that exists only because the member belongs to a class of persons for whose benefit the Council is established; or
- b) that the member has in common with all, or a substantial proportion of, the members of the Council

21. Resolutions of Management Committee without a Meeting

21.1. If deemed necessary by the President or Secretary, a resolution may be resolved outside the normal meetings of the Management Committee.

21.2 The resolution will be distributed by circulatory motion via email to the email addresses of Management Committee Members which have been lodged with the Secretary.

21.3 Members of the Management Committee must be given a minimum of 7 days notice of the intention to call for a vote on a motion so circulated.

21.4 A resolution circulated by email will be deemed to have been passed when a majority vote is in favour.

21.5 The Secretary must keep an accurate record of such voting.

22. Executive

22.1 The Executive will consist of the President, Treasurer, Secretary (who is also the Public Officer) and 2 Vice-Presidents.

22.2 A call for nominations for Executive positions and Management Committee members will be sent by the Secretary to every Council member at least 30 days before the Annual General Meeting.

22.3 All nominations must be signed by the person nominated, the proposer and seconder, all of whom must be either financial members or life members of the Council.

22.4 All nominees must signify their willingness to stand for election.

22.5 All nominations should be received by the Council Secretary at least 14 days before the Annual General Meeting:

- a) **President**
The President must have been a member of the Management Committee for the previous year. The term of the President is normally 2 years, renewable for 1 term only *i.e.* a total of 4 years.
- b) **Treasurer**

The Treasurer must have been a member of the Management Committee for the previous year. The term of the Treasurer is normally 2 years, renewable for 1 term only i.e. a total of 4 years.

c) **Secretary**

The Secretary will also act as Public Officer and must have been a member of the Management Committee for the previous year. The term of the Secretary is normally 2 years, renewable for 1 term only i.e. a total of 4 years

d) **Vice-Presidents**

Vice-Presidents will be elected from the Management Committee and must have been members of that Committee for the previous year. Immediate Past Presidents are not Vice-Presidents *ex officio* but may stand for election.

23. Annual General Meeting

23.1 Each Annual General Meeting must be held:

- a) once each year; and
- b) within 5 months after the end date of the Council's reportable financial year.

23.2 The ordinary business of the Annual General Meeting is:

- a) to confirm the Minutes of the previous general meeting;
- b) to receive from the Management Committee, auditor and servants of the Council reports on the transactions of the Council during the preceding financial year and;
- c) To elect the Management Committee and the Executive.
- d) To decide on the annual membership fee of the Council.

23.3 Minutes are to be taken by the Secretary and, following the subsequent passing of the draft minutes at the next meeting, are to be signed by the presiding officer.

23.4 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote

23.5 In addition, the minutes must include-

- a) the names of the members attending the meeting; and
- b) proxy forms given to the Chairperson of the meeting under rule 34; and
- c) the financial statements submitted to the members in accordance with Part 7 of the Act; and
- d) the certificate signed by 2 Management Committee member certifying that the financial statements give a true and fair view of the financial position and performance of the Council.; and
- e) any audited accounts and auditor's report or report of review accompanying the financial statements that are required under the Act.

24. Special General Meeting

24.1 The Secretary must call a special general meeting by giving each member of the Council notice of the meeting within 14 days after:

- a) being directed to call the meeting by the Management Committee; or
- b) being given a written notice of an intention to appeal against the decision of the disciplinary committee
 - (i) to reject an application for membership; or
 - (ii) to terminate or suspend a person's membership.

24.2 A request mentioned in sub-rule (1)(b) must state—

- a) why the special general meeting is being called; and

- b) the business to be conducted at the meeting.
- 24.3 A special general meeting must be held within 3 months after the Secretary
- a) is directed to call the meeting by the Management Committee; or
 - b) is given the written request mentioned in sub rule (1)(b); or
 - c) is given the written notice of an intention to appeal mentioned in sub rule (1)(b).
- 24.4 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

25. Notice of General Meetings

- 25.1 The Secretary of the Council, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Council, must cause to be sent to each members of the Council, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 25.2 Notice may be sent
- a) by post to the member at the address recorded for the member on the register of members; or
 - b) by email or facsimile transmission.
- 25.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 25.4 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.

26. Quorum at General Meetings

- 26.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under these rules to vote is present at the time when the meeting is considering that item.
- 26.2 15 members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 26.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
- a) in the case of a meeting convened upon the request of members – the meeting must be dissolved; and
 - b) in any other case – the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the 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.
- 26.4 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 personally present (being not less than 3) shall be a quorum.

27. Presiding at General Meetings

- 27.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Council.
- 27.2 If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

28. Adjournment of General Meetings

- 28.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 28.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 28.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 25.
- 28.4 Except as provided in sub rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

29. Voting at General Meetings

- 29.1 Upon any question arising at a general meeting of the Council, a member has one vote only.
- 29.2 All votes must be given personally or by proxy.
- 29.3 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.
- 29.4 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Council have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

30. Poll at General Meetings

- 30.1 If at a meeting a poll on any question is demanded by not less than 3 members, it must 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.
- 30.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

31. Manner of Determining Whether Resolution Carried

- 31.1 If a question arising at a general meeting of the Council is determined on a show of hands:
 - a declaration by the Chairperson that a resolution has been:
 - a) carried; or
 - b) carried unanimously; or
 - c) carried by a particular majority; or
 - d) lost; and

31.2 an entry to that effect in the minute book of the Council is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

32. Quorums

32.1—The quorum for a Management Committee meeting is seven (7) which must include two (2) office bearers.

32.2 The quorum for an Annual General Meeting is 15 financial members of which at least 3 must be members of the Executive of the Management Committee.

32.3 The quorum for a Special General Meeting is 15 financial members of which at least 3 must be members of the Executive of the Management Committee.

33. Voting

33.1 Each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

33.2 At a general meeting –

- a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy
- b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution, and
- c) in the case of an equality of voting on a question, the Chairperson has a second or casting vote.

34. Proxies

34.1 A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

34.2 The instrument appointing a proxy must be signed by the appointer or the appointers' attorney properly authorised in writing;

34.3 A proxy may be a member of the Council or another person.

34.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

34.5 Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

34.6 Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.

35. Appointment of Victorian CBCA Judge – DELETED 2018

36. Disputes

36.1 The grievance procedure outlined below applies to disputes under these sections between:

- a) a member and another member; or

- b) a member and the Council; or
 - c) if the Council provides services to non-members, those non-members who receive services from the Council.
- 36.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 36.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 36.4 The mediator must be:
- a) person chosen by agreement between the parties; or
 - b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Management Committee of the Council;
 - (ii) in the case of a dispute between a member and the Council, a person who is a mediator appointed to, or employed with, the Dispute Settlement Centre of Victoria.
- 36.5 A member of the Council can be a mediator.
- 36.6 The mediator cannot be a member who is a party to the dispute nor a person who has a personal interest in the dispute or is biased in favour of or against any party.
- 36.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 36.8 The mediator, in conducting the mediation, must:
- a) give the parties to the mediation process every opportunity to be heard; allow due consideration by all parties of any written statement submitted by any party; and
 - b) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 36.9 The mediator must not determine the dispute.
- 36.10 The mediation must be confidential and without prejudice.
- 36.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

37. Dissolution and Winding Up

- 37.1 The winding up or dissolution of the Council may be carried out by special resolution at the Annual General Meeting or a Special General Meeting for such purpose provided that at least thirty (30) days notice of the resolution is given to all members.
- 37.2 If upon the winding up or dissolution of the Council there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Council, but shall be given or transferred to some other institution or institutions having similar objects to the objects of the Council and whose memorandum of Council or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great is imposed by these rules on the Council at or before the time of the dissolution and in default hereof by application to the Supreme Court for determination.

38. Financial Matters

38.1 The Treasurer of the Council must –

- a) receive all moneys paid to / or received by the Council and issue receipts for those moneys in the name of the Council; and
- b) ensure that all moneys received are paid into the account of the Council within 5 working days after receipt; and
- c) make any payments authorised by the Management Committee or by general meeting of the Council from the Council's funds; and
- d) ensure all cheques drafts, bills of exchange, promissory notes and other negotiable instruments (including by electronic transfer) are signed by at least 2 members as determined by the Executive.
- e) ensure that the financial records of the Council are kept in accordance with the Act.
- f) coordinate the preparation of the financial statements of the Council and their certification by the Management Committee prior to the annual general meeting of the Council.
- g) ensure that at least 1 other Executive member has access to the accounts and financial records of the Council.

38.2 Source of funds -The funds of the Council shall be derived from entrance fees, annual subscriptions, donations, fund raising activities, grants and any other such sources approved by the Committee of Management.

38.3 Financial records – The Council must retain the financial records of for 7 years after the transactions covered by the records are completed

39. Common Seal

39.1 The Council may have a common seal.

39.2 If the Council has a common seal-

- a) the name of the Council must appear in legible characters on the common seal
- b) a document may only be sealed with the common seal by the authority of the Management Committee and the sealing must be witnessed by the signatures of 2 Management Committee members

40. Custody and Inspection of Books and Records

40.1 Members may on request inspect free of charge-

- a) the register of members;
- b) the minutes of general meetings;
- c) subject to sub rule 40.2 the financial records, books ,securities and any other relevant document of the Council

40.2 The Management Committee may refuse to permit a member to inspect records of the Council that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Council.

40.3 The Management Committee must on request make copies of these rules available to members and applicants of membership free of charge.

40.4 Subject to sub rule 40.2 a member may make a copy of any of the other records of the Council referred to in this rule and the Council may charge a reasonable fee for provision of such a record

40.5 for the purposes of this rule-

relevant documents means the records and other documents, however, compiled, recorded or stored, that relate to the incorporation and management of the Council and includes the following-

- a) its membership records;
- b) its financial statements;
- c) its financial records;
- d) records and documents relating to transactions, dealings, business or property of the Council.

41. Secretary

41.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the Secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

41.2 The Secretary must-

- a) maintain the register of members in accordance with rule 11
- b) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- c) perform any other duty or function imposed on the Secretary by these rules.

41.3 The Secretary must give to the Registrar of Incorporated Associations at Consumer Affairs Victoria notice of his or her appointment within 14 days after the appointment.

41.4 The Secretary must be over 18 years of age, and live in Australia

41.5 If the Secretary stops living in Australia (this means living more than 6 months of the year outside of Australia), they cannot remain the Secretary.