

# **The Melbourne Athenaeum Incorporated**

**Registered Office  
188 Collins Street, Melbourne, Victoria 3000**

## **RULES**

**November 2007**

## 1. NAME

The name of the Association is **THE MELBOURNE ATHENAEUM INCORPORATED** (in these Rules called "the Institution") incorporated under the Associations Incorporation Act 1981 ("the Act")

## 2. OBJECTS OF THE INSTITUTION

The objects of the Institution are the diffusion of literary, scientific and other useful knowledge, amongst its Members.

## 3. INTERPRETATION

- (1) In these Rules unless the contrary intention appears:

"Committee" mean the Committee of Management of the Institution as provided in Rules 15 and 15A.

"Financial Year" means the year ending 31<sup>st</sup> December.

"General Meeting" means a General Meeting of Members convened in accordance with Rules 10, 11 and 12.

"Member" means a Member of the Institution.

"Ordinary Member of the Committee" means a Member of the Committee who is not an Officer of the Institution under Rule 15.

"Secretary" means the Secretary of the Institution appointed under Rule 15B.

- (2) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.
- (3) In these Rules the masculine gender includes the feminine gender and neuter gender and vice versa. The singular number includes the plural numbers and vice versa and words importing persons include corporations and vice versa.

## 4. APPLICATION FOR MEMBERSHIP

- (1) Any person desirous of becoming a Member of the Institution shall sign an application for membership on a form to be approved by the Committee and if required give the names of two (2) reputable persons as referees, pay the applicable subscription fixed by the Committee to the officer appointed by the Committee to receive the same and shall thereupon become a Member unless the Committee within one (1) calendar month from the date of payment of such subscription, acting reasonably and in the best interests of the Institution, refuses membership to such person, and upon such refusal the said subscription shall be refunded.
- (2) The Secretary shall within the period referred to in the preceding sub-clause hereof enter the nominee's name in the Register of Members kept by him, and upon the name being so entered, the nominee becomes a Member of the Institution.
- (3) A right, privilege, or obligation of a person by reason of his membership of the Institution:
- (a) is not capable of being transferred or transmitted to another person;
  - (b) terminates upon the cessation of his membership whether by death, resignation, expulsion or if a subscription or other charge payable by the Member is unpaid for two (2) months after the same becomes payable.

**5. SUBSCRIPTIONS AND CHARGES**

The annual subscription, and other subscriptions and charges, if any, shall be decided by the Committee from time to time and are payable in advance.

**6. REGISTER OF MEMBERS**

The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each Member and the Register shall be available for inspection by Members during normal business hours subject to applicable law.

**7. RESIGNATION OF MEMBERS**

(1) a Member of the Institution who has paid all moneys due and payable by him to the Institution may resign from the Institution by first giving one (1) month's notice in writing to the Secretary of his intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.

(2) Upon the expiration of a notice given under sub-clause (1) hereof, the Secretary shall make in the Register of Members an entry recording the date on which the Member ceased to be a Member.

**8. EXPULSION OF MEMBERS**

(1) Subject to these Rules, the Committee may by resolution:

- (a) expel a Member from the Institution;
- b) suspend a Member from membership of the Institution for a specific period; or
- (c) fine a Member not exceeding ONE HUNDRED DOLLARS (\$100.00) if the Committee is of the opinion that the Member:
  - (i) has refused or neglected to comply with these Rules; or
  - (ii) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Institution.

(2) A resolution of the Committee under sub-clause (1) hereof:

- (a) does not take effect unless the Committee at a meeting held not earlier than fourteen (14) and not later than twenty-eight (28) days after the service of the Member of a notice under sub-clause (3) hereof confirms the resolution in accordance with this clause; and
- (b) where the Member exercises a right of appeal to the Institution under this clause does not take effect unless the Institution confirms the resolution in accordance with this clause.

(3) Where the Committee passes a resolution under sub-clause (1) hereof 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 by way of appeal address the Committee at a meeting to be held not earlier than fourteen (14) and not later than twenty-eight (28) days after service of the notice;
- (c) stating the date, place and time of that meeting; and

- (d) informing the Member that he may do one or more of the following:
  - (i) attend that meeting with an opportunity to be heard; and
  - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (3) hereof, 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 Members;
  - (c) shall by resolution determine whether to confirm or revoke the resolution.
- (5) As soon as practicable following the meeting of the Committee held in accordance with sub-clauses (3) and (4) hereof the Secretary shall cause to be served on the Member a notice in writing setting out the resolution of the Committee and the grounds on which it is based.
- (6) If at the meeting of the Committee held in accordance with sub-clauses (3) and (4) hereof, the Committee resolves to confirm its earlier resolution passed under sub-clause (1) hereof the notice in writing under sub-clause (5) hereof shall inform the Member that he may lodge with the Secretary a notice to the effect that he wishes to appeal that resolution to the Institution in General Meeting against the resolution, such General Meeting to be held not earlier than fourteen (14) and not later than twenty-eight (28) days after service of the Member's notice.
- (7) Where the Secretary receives a notice under sub-clause (6) hereof, he shall notify the Committee and the Committee shall convene a General Meeting of the Institution to be held not earlier than fourteen (14) and not later than twenty-eight (28) days after the date on which the Secretary received the notice of appeal.
- (8) At a General Meeting of the Institution convened under sub-clause (7) hereof:
  - (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 present 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.
- (9) If at the General Meeting:
  - (a) two-thirds of the Members present and voting are in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.

## **9. GRIEVANCE PROCEDURE**

- (1) The grievance procedure set out in this clause applies to disputes under these Rules between
  - (a) a Member and another Member; or

- (b) a Member and the Institution.
- (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.
- (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 14 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be –
  - (a) 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 Committee of the Institution; or
    - (ii) in the case of a dispute between a Member and the Institution, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A Member of the Institution can be a mediator
- (6) The mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) 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.

## **10. ANNUAL GENERAL MEETING**

- (1) The Institution shall in each calendar year convene an Annual General Meeting of its Members.
- (2) The Annual General Meeting shall be held on such a day as the Committee determines.
- (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 Special General Meeting held since that meeting;
  - (b) to receive from the Committee reports on the transactions of the Institution during the past preceding financial year;
  - (c) to elect Officers of the Institution and the ordinary Members of the Committee; and
  - (d) to receive and consider the statement submitted by the Institution in accordance with Section 30 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.

#### **11. SPECIAL GENERAL MEETING**

- (1) All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- (2) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Institution and where but for this sub-clause, more than fifteen (15) months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that date.
- (3) The Committee shall on the requisition in writing of Members representing not less than ten per cent (10%) of the total number of Members convene a Special General Meeting of the Institution.
- (4) The requisition for a Special General Meeting shall state the object of the meeting and shall be signed by the Members making the requisition 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.
- (5) If the Committee does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (6) A special General Meeting convened by Members in pursuance of these Rules shall be convened in as nearly as may be possible in the same manner as meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Institution to the person incurring the expenses.

#### **12. NOTICE OF MEETINGS**

- (1) A notice shall be exhibited in the Library and Reading Room and at all other addresses from which the Institution may be operating at least twenty-eight (28) days before the date fixed for holding a General Meeting stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) Notice convening the General Meeting shall be sent to Members at their registered address at least 14 days before the General Meeting stating the place, date and time of the meeting and the agenda to be transacted at the meeting. Failure to receive the notice by a Member shall not invalidate the meeting.
- (3) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (4) A Member desiring to bring any business before the 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.

#### **13. PROCEEDINGS AT MEETINGS**

- (1) All business transacted at a Special General Meeting and all business transacted at the Annual General Meeting shall be deemed to be special business with the

exception of the business specially referred to in these Rules as being the ordinary business of the Annual General Meeting.

- (2) No item of business shall be transacted at the General Meeting unless a quorum of Members entitled under these Rules to vote are present during the time when the meeting is considering that item.
- (3) Fifteen (15) Members personally present (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (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 on the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointment for the commencement of the meeting the Members present (being no less than three [3]) shall be a quorum.
- (5) The President, or in his absence, the Vice-President, shall preside as Chairman at each General Meeting of the Institution.
- (6) If the President, and Vice –President are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairman at the meeting.
- (7) The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (8) Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- (9) Except as provided in sub-clauses (7) and(8) hereof, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (10) A question arising at a General Meeting of the Institution shall be determined on a show of hands unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minutes Book of the Institution is evidence of the fact without proof of the number or proposition of the votes recorded in favour of, or against, that resolution.
- (11) Upon any question arising at a General Meeting of the Institution a Member has one (1) vote only.
- (12) Each Member shall be entitled to appoint another Member as his proxy by notice given to the Secretary no later than two (2) business days before the time of the meeting in respect of which the proxy is appointed.
- (13) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- (14) If at a meeting a poll on any question is demanded by not less than three (3) Members, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a result of the meeting on that question.

- (15) A poll that is demanded on the election of a Chairman or any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- (16) A Member is not entitled to vote at any General meeting unless all moneys due and payable by him to the Institution have been paid including the amount of the annual subscription payable in respect of the current financial year if it is more than two months overdue.
- (17) A Member shall not be eligible to exercise a vote at a General Meeting unless he has attained at least six (6) months' membership, and also the age of eighteen (18) years.

#### **14. COMMITTEE**

- (1) The affairs of the Institution shall be managed by a Committee of Management constituted as provided in Rules 15, and 15A.
- (2) The Committee:
  - a) shall control and manage the business and affairs of the Institution;
  - b) may, subject to these Rules, exercise all such power and functions as may be exercised by the Institution other than those powers and function that are required by these Rules to be exercised by the General Meetings of the Members of the Institution; and
  - c) subject to these Rules, 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 Institution, including:
    - (i) the appointment and dismissal of all salaried officers of the Institution;
    - (ii) the leasing of all or parts of the principal address of the Institution; and
    - (iii) acquiring by lease or purchase additional premises from which to operate, for example, for use as branch libraries;
  - d) may appoint sub-committees of any number for particular purposes, and at the meetings of such sub-committees three (3) Members shall form a quorum, but no decision of any such sub-committee shall be final or binding until approved and confirmed by the Committee; and
  - e) may authorise payment to the Members of the Committee or any sub-committee from time to time such sums of money that it may consider reasonable to cover the expenses of the said Members of the Committee or sub-committee while engaged in the business of the Institution.

**14A.** The Committee may at anytime borrow such sum or sums of money as are in its opinion necessary for the proper management and benefit of the Institution provided, however, that in any case where it is intended to borrow a sum or sums exceeding (in aggregate) twenty per cent (20%) of the net assets of the Institution as shown in its most recent audited accounts, any such borrowing shall require the approval of at least two-thirds of the Members present and voting at a Special General Meeting duly convened for such purpose.

- 15.** (1) The Officers of the Institution shall be:
  - (a) a President;
  - (b) a Vice-President, and
  - (c) a Treasurer.



- (2) The provisions of Rule 16 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) hereof.
  - (3) Each Officer of the Institution shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election. A Member must already have served on the Committee for a minimum of twelve (12) months before becoming eligible for election as an Officer.
  - (4) In the event of a casual vacancy in any office referred to in sub-clause (1) hereof, the Committee may appoint one (1) 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 his appointment.
- 15A**
- (1) The Committee shall consist of:
    - (a) three (3) Officers of the Institution; and
    - (b) seven (7) Ordinary Members
  - (2) One third of the Ordinary Members for the time being or if their number for the time being is not three or a multiple of three then the number nearest one-third shall retire from office on the Committee at each Annual General Meeting; the Ordinary Members to retire being those who have been longest in office on the Committee since their election but as between persons who were elected on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Ordinary Member serving on the Committee shall be eligible for re-election. No Ordinary Member shall remain in office on the Committee for more than three years without submitting himself for re-election.
  - (3) In the event of a casual vacancy arising in the office of an Ordinary Member of the Committee, the Committee may appoint another Ordinary Member to fill the vacancy and the Ordinary Member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of his appointment.
  - (4) No Ordinary Member shall be eligible to be elected to, or serve on, the Committee unless the Ordinary Member has been a financial member of the Institution for a period of at least twelve (12) calendar months plus one (1) day immediately preceding such election or appointment, and has also attained the age of twenty-one (21) years as at the date of such election or appointment.
- 15B**
- (1) There shall be an executive officer of the Institution who shall hold the office and discharge the functions of Secretary of the Institution.
  - (2) Such Secretary shall not be elected but shall be:
    - (a) appointed by the Committee for such period and at such annual remuneration as may be agreed upon from time to time between the Committee and the Executive Officer;
    - (b) an “ex officio” Member of the Committee without voting right but with the same rights, powers and obligations as any other Member thereof.
  - (3) The Secretary shall, subject always to the exercise of the powers conferred on the Committee pursuant to Rule 14 be responsible for the efficient day to day management of the business of the Institution and the administration thereof and for the implementation of any policy decisions and directions properly made or given by the Committee.

## **16 ELECTION OF OFFICERS AND VACANCY**

- (1) Nominations for candidates for election as Officers of the Institution or as Ordinary Members of the Committee:
  - (a) shall be made in writing, signed by two (2) Members of the Institution 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 Institution not less than seven (7) days before the date fixed for folding the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidate 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.
- (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

## **17. For the purpose of these Rules the office held by an Officer of the Institution or of an Ordinary Member of the Committee becomes vacant if the Officer or Member:**

- (a) ceases to be a Member of the Institution;
- (b) is declared bankrupt or enters into a deed of assignment, composition or a scheme of arrangement with creditors; or
- (c) resigns his office by notice in writing given to the Secretary.

## **18. PROCEEDINGS OF COMMITTEE**

- (1) The Committee shall meet at least ten (10) times in each year at such place and at such times as the Committee may determine.
- (2) Special Meetings of the Committee may be convened by the President or by any four (4) of the Members of the Committee.
- (3) Notice shall be given to Members of the Committee of any Special Meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any five (5) Members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day the following week unless the meeting was a Special Meeting in which case it lapses.
- (6) At the meeting of the Committee:

- (a) the President or in his absence the Vice-President shall preside; or
  - (b) if the President and the Vice-President are absent, such one of the remaining Members of the Committee as may be chosen by the Members present shall preside.
- (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 the Members, by a poll taken in such manner as the person presiding at a meeting may determine.
- (8) Each Committee 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 (1) vote and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each Committee Meeting shall be served on each Member of the Committee by delivering it to him a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two (2) days before the date of the meeting.
- (10) Subject to sub-clause (4) hereof, the Committee may act notwithstanding any vacancy on the Committee.

#### **19. SECRETARY**

The Secretary of the Institution shall keep minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting in books provided for that purpose together with a record of the names of persons present at Committee Meetings.

#### **20. TREASURER**

- (1) The Treasurer of the Institution or such other persons who may be nominated by the Committee:
- (a) shall collect and receive all moneys due to the Institution and make all payments authorised by the Institution, and
  - (b) shall keep correct accounts and books showing the financial affairs of the Institution with full details of all receipts and expenditure connected with the activities of the Institution.
- (2) The accounts and books referred to in sub-clause hereof shall be available for inspections by Members subject to authorisation by the Committee such authorisation not to be unreasonably withheld.

#### **21. REMOVAL OF MEMBERS OF COMMITTEE**

- (1) The Members of the Committee shall hold office during good behaviour and while capable of acting. The Institution in a General Meeting may by resolution remove any Member of the Committee before the expiration of his term of office if in its reasonable opinion the Member is:
- (a) incapable of continuing to act in such capacity;
  - (b) unwilling to continue to act in such capacity;
  - (c) has or is breaching or is infringing these Rules or is committing or has committed a serious or indictable offence against the laws of the State of Victoria and/or the Commonwealth of Australia; or

(d) has been careless in the execution of his duties.

(2) The Institution in General Meeting may by resolution appoint another Member in his stead to hold office until the expiration of the term of the first-mentioned Member.

(3) Where the Member to whom a proposed resolution referred to in sub-clause (1) hereof makes representations in writing to the Secretary or President of the Institution (not exceeding a reasonable length) and requests that they be notified to the Members of the Institution, the Secretary of the President may send a copy of the representations to each Member of the Institution or, if they are not so sent, the Member may require that they be read out at the meeting.

## **22. CHEQUES**

All cheques, drafts, bills or exchange, promissory notes and other negotiable instruments will be signed by any two of:

(a) the Treasurer or Deputy Treasurer;

(b) the Secretary;

(c) any other Officer of the Institution; or

(d) any one of those with such person who may be nominated by the Committee.

## **23. SEAL**

(1) The Common Seal of the Institution shall be kept in the custody of the Secretary.

(2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two (2) Members of the Committee or one (1) Member of the Committee and the Public Officer of the Institution.

## **24. HONORARY MEMBERS**

(1) The Committee shall have the power of electing as honorary Members persons, or the spouses of deceased persons, who shall have conferred any signal benefit on the Institution, or who shall by reason of long service or association with the Institution, be deemed worthy of honour, provided that no such Member shall have a voice in the management thereof unless otherwise qualified.

(2) Notice of the nomination by any Member of the Committee of a person proposed to be elected an honorary Member shall be given in writing at one Committee Meeting and considered at the next ensuing Committee Meeting.

## **25. ALTERATION OF RULES**

These Rules and Statement of Purpose may be altered, added to or rescinded by a resolution which is passed by a majority of not less than three-fourths of the Members who are entitled to vote under these Rules, who vote in person or by proxy at a Special General Meeting of which notice specifying the intention to propose the resolution, along with details of each proposed alteration, additional or rescission, is given in accordance with these Rules.

## **26. CUSTODY OF RECORDS**

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

**27. FUNDS**

The fund of the Institution shall be derived from annual and other subscriptions, from payments received from tenants, donations and such other sources as the Committee determines.

**28. HOURS WHEN LIBRARY OPEN**

The Library and Reading Room shall be opened daily during such hours as the Committee shall determine.

**29. WINDING UP OR CANCELLATION**

(1) No resolution for winding up the Institution and/or its Public Fund (as provided for in the following clause 30), or for selling all or any part of the freehold property thereof, shall be effective until it has been consented to by a majority of not less than three-fourths of the Members who are entitled to vote under these Rules, who vote in person or by proxy at a Special General Meeting of which notice specifying the intention to wind up the Institution and/or its Public Fund, or for selling all or any part of the freehold property thereof, is given in accordance with these Rules.

(2) If upon the winding up of the Institution and/or its Public Fund there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the Members of the Institution but shall be given or transferred to some other fund, company, authority, or institution (“the Substitute Institution”) having objects similar to the objects of the Institution and whose rules, constitution, or memorandum or articles of association shall prohibit the distribution of its or their income and property among its or their Members, subject to such Substitute Institution being eligible for tax deductibility of donations under subdivision 30-B, section 30-100 of the Income Tax Assessment Act 1997 (‘the Act’) and listed on the Register of Cultural Organisations maintained under the Act. The identity of the Substitute Institution shall be determined by the Members of the Institution at the Special General Meeting convened under sub-clause (1) hereof and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

**30. ESTABLISHMENT OF A PUBLIC FUND**

(1) The Institution shall establish and maintain a Public Fund listed on the Register of Cultural Organisations.

(2) Donations shall be deposited into the Public Fund and these monies shall be kept separate from other funds of the Institution and shall be used only to further the Institution’s objects.

(3) Investment of monies in the Public Fund shall be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

(4) The Public Fund shall be administered by a sub-committee established by the Committee, a majority of Members of which, because of their tenure of some public office or their professional or public standing, have an underlying community responsibility as distinct from obligations solely in regard to the cultural objectives of the Institution.

(5) No monies or assets in the Public Fund shall be distributed to Members or officers of the Institution except as reimbursement of out-of-pocket expenses incurred on behalf of the Institution or proper remuneration for administrative services.

- (6) Any proposed amendments or alterations to provisions for the Public Fund shall be notified to the Department responsible for the administration of the Register of Cultural Organisations to assess the effect of such amendments or alterations on the Public Fund's continuing deductible gift recipient status.