

The Melbourne Athenaeum Inc
Reg. No A0010369T
ABN 48 720 894 284
RULES

**These rules were approved at the 2024 Annual General Meeting,
held on 15 April 2024**

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RULES

PRELIMINARY

1. Name

The name of the Association is **THE MELBOURNE ATHENAEUM INCORPORATED** Reg. No. **A0010369T** (in these Rules called "the Institution") incorporated under the Associations Incorporation Reform Act 2012 ("the Act").

2. Objects

The objects of the Institution are the diffusion of literary, scientific, and other useful knowledge amongst its Members, the support of cultural activities and the provision of cultural events.

3. Definitions

1. In these Rules unless the contrary intention appears:

"Committee" mean the Committee of Management of the Institution

"Financial Year" means the year ending 31st December.

"General Meeting" means a General Meeting of Members of the Institution, and includes an annual General Meeting, a special General Meeting and a disciplinary appeal meeting.

"Member" means a Member of the Institution

"Officers" means the President, Vice-President, and Treasurer of the Institution

"Ordinary Member of the Committee" means a Member of the Committee who is not an Officer of the Institution

"Secretary" means the Secretary of the Institution

"Special Resolution" means a resolution that requires not less than three-quarters of the members voting in General Meeting, whether in person or by proxy, to vote in favour of the resolution.

"**The Act**" means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act.

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.

POWERS

4. Powers of the Institution

1. Subject to the Act, the Institution has power to do all things incidental or conducive to achieve its purposes.
2. Without limiting sub-rule (1), the Institution may:
 - a. acquire, hold and dispose of real or personal property;
 - b. open and operate accounts with financial institutions;
 - c. invest its money in any security in which trust monies may lawfully be invested;
 - d. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - e. appoint agents to transact business on its behalf; and
 - f. enter into any other contract it considers necessary or desirable.
3. The Committee may at any time 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.

5. Not for Profit Organisation

The Institution must not distribute any surplus, income, or assets directly or indirectly to its members. This does not prevent the Institution from paying a member:

- a. reimbursement for expenses properly incurred by the member; or
- b. for goods or services provided by the member, if this is done in good faith on terms no more favourable than if the member was not a member.

6. 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.

MEMBERSHIP

7. 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 from time-to-time which states that the person:

- a. wishes to become a member of the Institution; and
- b. supports the purposes of the Institution; and
- c. agrees to comply with these Rules.

2. Applicants must pay the applicable subscription fixed by the Committee to the officer appointed by the Committee to receive the same. The applicant 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. No reason need be given for refusing the application.

3. The Secretary shall 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.

8. General Rights of Members

1. A member of the Institution 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;
- b. to submit items of business for consideration at a General Meeting;
- c. to attend and be heard at General Meetings;
- d. subject to Clause 9 below, to vote at a General Meeting;
- e. to have access to the minutes of General Meetings and other documents of the Institution as provided under these rules; and
- f. to inspect the register of members.

2. The Register of members shall be available for inspection by Members during normal business hours subject to S58 of The Act.

3. Persons inspecting the Register of Members may not make or retain a copy of member's detail.

9. Entitlement to Vote

1. A Member is not entitled to vote at any General meeting unless all moneys due and payable by them 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.
2. A Member shall not be eligible to exercise a vote at a General Meeting unless they have attained at least six (6) months' membership, and also the age of eighteen (18) years.

10. Rights not Transferable

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; and
- 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.

11. Ceasing Membership

1. The membership of a person ceases on resignation, expulsion or death. If a person ceases to be a member of the Institution, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the Register of Members.
2. A member may resign by notice in writing given to the Institution.
3. Information about a person who is no longer a member of the Institution, other than the name of the person and the date on which the person ceased to be a member of the Institution, must be removed from the register of members within 14 days after the person ceases to be a member of the Institution.

12. Register of Members

1. The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, residential address, any alternative postal address and date of entry of the name of each Member. The Register shall be available for inspection by Members during normal business hours subject to S58 of The Act.
2. Persons inspecting the Register may not make or retain a copy of member's details by writing, photographing or any other means.

DISCIPLINE

13. Disciplinary Action

Subject to these Rules, disciplinary action may be taken if it is determined that a member has:

- a. failed to comply with these Rules; or
- b. engaged in conduct prejudicial to the Institution; or
- c. abused, belittled or offered violence to any member of staff, officer, Committee member, volunteer or another member on the premises of the Institution or elsewhere in connection with the Institution, including in printed matter, broadcast or social media.

14. Disciplinary Sub-Committee

1. If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee shall appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
2. The members of the disciplinary subcommittee may be Committee members or other members of the Institution but must not be biased against, or in favour of, the member concerned.
3. Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
 - a. stating that the Institution proposes to take disciplinary action;
 - b. stating the grounds for the proposed disciplinary action;
 - c. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action ('the disciplinary meeting'); and
 - d. advising the member that they 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 member's appeal rights under these Rules.
4. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

5. 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.
6. The disciplinary subcommittee may—
 - a. take no further action against the member; or
 - b. reprimand the member; or
 - c. suspend the membership rights of the member for a specified period; or
 - d. expel the member from the Institution.

The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

15. Appeal Rights

1. A person whose membership rights have been suspended or who has been expelled from the Institution under these rules may give notice to the effect that they wish to appeal against the suspension or expulsion.
2. The notice must be in writing and given to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken, or to the Secretary not later than 48 hours after the vote.
3. If a person has given notice under sub-rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
4. Notice of the disciplinary appeal meeting must be given to each member of the Institution who is entitled to vote as soon as practicable, and must specify the date, time and place of the meeting, and state:
 - a. the name of the person against whom the disciplinary action has been taken; and
 - b. the grounds for taking that action; and
 - c. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
5. At a disciplinary appeal meeting:
 - a. no business other than the question of the appeal may be conducted; and
 - b. the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

- c. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
6. After complying with the above rule, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
 7. A member may not vote by proxy at the meeting.
 8. The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

16. 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 person chosen by agreement between the parties, or in the absence of agreement:
 - a. in the case of a dispute between a Member and another Member -
 - i. a person appointed by the Committee of the Institution;
 - b. in the case of a dispute between a Member and the Institution -
 - ii. 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 the 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.

GENERAL MEETINGS

17. Annual General Meeting

1. The Institution shall in each calendar year convene an Annual General Meeting of its Members within five months after the end of the financial year.
2. The Annual General Meeting shall be held on such a date, time and place 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 activities and financial statements of the Institution during the past preceding financial year; and
 - c. to elect Officers of the Institution and the Ordinary Members of the Committee;
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.

18. 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-rule, more than fifteen (15) months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that date.

19. Member's Special General Meeting

1. 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.
2. 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.
3. 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.
4. 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.

20. Notice of General 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 or by electronic means where such an address is known or by any means that the Committee shall determine 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. If a special resolution is to be proposed the notice shall:
 - a. state in full the proposed resolution; and
 - b. state the intention to propose the resolution as a special resolution.
4. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
5. 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.

21. Proxies

1. A member may appoint another member as their proxy to vote and speak on their behalf at a General Meeting other than at a disciplinary appeal meeting.
2. A member may give his proxy to the Chair of the meeting.
3. The appointment of a proxy must be in writing and signed by the member making the appointment.
4. The member appointing the proxy may give specific directions as to how the proxy is to vote on his behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
5. Notice of a General Meeting must state that the member may appoint another member as a proxy for the meeting and include a copy of any form that the Committee has approved for the appointment of a proxy.
6. A form appointing a proxy must be given to the Chair of the meeting before or at the commencement of the meeting.
7. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Institution no later than two business days before the commencement of the meeting.

22. Use of Technology

1. A member not physically present at a General Meeting may, if appropriate resources are available, be permitted to participate in the meeting by the use of technology that allows that member, and the members present at the meeting, to clearly and simultaneously communicate with each other.
2. For the purposes of this Part, a member participating in a General Meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23. Proceedings at General Meetings

1. 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.
2. Fifteen (15) Members present personally, by proxy or electronically as stated above, being Members entitled under these Rules to vote at a General Meeting shall constitute a quorum for the transaction of the business of a General Meeting.
3. 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 Chair 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.

4. The President, or in his absence, the Vice-President, shall preside as Chair at each General Meeting of the Institution.

5. If the President and Vice-President are absent from a General Meeting, the Members present shall elect one of their number to preside as Chair at the meeting.

6. The Chair 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.

7. 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.

8. Except as provided in sub-rules (6) and (7) hereof, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

24. Voting at General Meeting

1. On any question arising at a General Meeting:

a. each member who is entitled to vote has one vote; and

b. members may vote personally or by proxy; and

c. except in the case of a special resolution, the question must be decided on a majority of votes.

2. If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.

3. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

4. This rule does not apply to a vote at a disciplinary appeal meeting.

25. Special Resolutions

A special resolution is passed if not less than three quarters of the members voting at a General Meeting (whether in person, electronically or by proxy) vote in favour of the resolution.

26. Determining Whether Resolution Carried

1. Subject to subsection (2), the Chair of a General Meeting may, on the basis of a show of hands, declare that a resolution has been carried; or carried unanimously; or carried by a particular majority; or lost and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
2. If a poll, which is a secret ballot where votes are cast in writing, is demanded by three or more members on any question:
 - a. the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
 - b. the Chair must declare the result of the resolution on the basis of the poll.
3. A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.
4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

27. Minutes of General Meeting

1. The Secretary must ensure that minutes are taken and kept of each General Meeting.
2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
3. In addition, the minutes of each annual General Meeting must include—
 - a. the names of the members attending the meeting; and
 - b. proxy forms given to the Chair of the meeting under rule 22; and
 - c. the financial statements submitted to the members in accordance with rule 18 (4) (b); and
 - d. the certificate signed by two Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Institution; and
 - e. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

COMMITTEE

28. Committee of Management

1. The business of the Institution shall be managed by, or under the direction of, a Committee of Management (the Committee).
2. The Committee may exercise all the powers of the Institution except those powers that these Rules or the Act require to be exercised by General Meetings of the members of the Institution.
3. Subject to these Rules, the Committee 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:
 - a. the appointment and dismissal of all salaried officers and contractors of the Institution;
 - b. the appointment or dismissal of volunteers;
 - c. the leasing of all or parts of the principal address of the Institution; and
 - d. acquiring by lease or purchase additional premises from which to operate.

29. Composition of Committee

1. The Committee shall consist of three Officers.
 - a. a President;
 - b. a Vice-President;
 - c. a Treasurer; and
 - d. up to ten (10) Ordinary Members.
2. Each Officer of the Institution shall hold office until the Annual General Meeting next after the date of his election but shall be eligible for re-election.
3. In the event of a casual vacancy in any office, 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 his appointment.
4. Any member of the institution is eligible to be elected as an Ordinary Member of the Committee.
5. Each Ordinary Member shall hold office for three years after election at the Annual General Meeting.
6. At each Annual General Meeting, 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, 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.

7. A retiring Ordinary Member serving on the Committee shall be eligible for re-election.

8. No Ordinary Member shall remain in office on the Committee for more than three years without submitting himself for re-election.

9. In the event of a casual vacancy arising in the office of an Ordinary Member of the Committee, the Committee may appoint another Member of the Institution 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.

10. No Member of the Institution shall be eligible to be elected to, or serve on, the Committee unless that person has been a financial member of the Institution for a period of at least six (6) calendar months immediately preceding such election or appointment and is at least 18 years of age.

30. Executive Officer

1. The Committee shall appoint an executive officer of the Institution who shall hold the office and discharge the functions of Secretary of the Institution. The Secretary shall be 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.

2. The Executive Officer shall be an "ex officio" Member of the Committee without voting right but with the same rights, powers and obligations as any other ordinary Member thereof.

3. The Executive Officer shall, subject always to the exercise of the powers conferred by the Committee, 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.

31. Sub-Committees

1. The Committee may appoint sub-committees for particular purposes. Members of the sub-committees need not be members of the Institution, but at least one member of the sub-committee shall be a member of the Committee and shall be the Chair of the sub-committee. 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.

2. The Committee 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.

32. Delegation

1. The Committee may delegate to a member of the Committee, a subcommittee, or staff, any of its powers and functions other than -

a. this power of delegation; or

b. a duty imposed on the Committee by the Act or any other law.

2. The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

3. The Committee may, in writing, revoke a delegation wholly or in part.

33. General Committee Responsibilities

1. As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules and the Act.

2. The Committee is collectively and severally responsible for ensuring that the Institution complies with the Act and that individual members of the Committee comply with these Rules.

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

4. Committee members must exercise their powers and discharge their duties in good faith in the best interests of the Institution and for a proper purpose.

5. Committee members and former Committee members must not make improper use of their position or information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Institution.

34. President and Vice-President Responsibilities

1. The President or, in the President's absence, the Vice-President is the Chair for any General Meetings and for any Committee meetings.

2. If the President and the Vice-President are both absent, or are unable to preside, the Chair of the meeting must be:

- a. in the case of a General Meeting - a member elected by the other members present; or
- b. in the case of a Committee meeting - a Committee member elected by the other Committee members present.

35. Secretary Responsibilities

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

2. The Secretary must:

- a. maintain the Register of Members; and
- b. keep custody of the common seal of the Institution; and
- c. except for the financial records, maintain and control all books, documents, and securities of the Institution; and
- d. 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
- e. perform any other duty or function imposed on the Secretary by these Rules or the Act.

36. Treasurer Responsibilities

1. The Treasurer must ensure that there are proper systems in place to:

- a. receive all moneys paid to or received by the Institution; and
- b. ensure that all moneys received are paid into the account of the Institution; and
- c. make any payments authorised by the Committee or by a General Meeting of the Institution from the Institution's funds; and
- d. ensure cheques and other forms of payment, including electronic, are properly scrutinised and authorised.

2. The Treasurer must:

- a. ensure that the financial records of the Institution are kept in accordance with the Act; and
- b. coordinate the preparation of the financial statements of the Institution and their certification by the Committee prior to their submission to the Annual General Meeting of the Institution.

3. The Treasurer must ensure that at least one other Committee member has access to the accounts and financial records of the Institution.

37. Election of Officers and Ordinary Members

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 holding the Annual General Meeting.
2. Persons intending to nominate for the positions of Officer or Ordinary Member of the Committee must advise the Secretary in writing at least twenty-one (21) days before the date of the General Meeting.
3. The names of persons nominating for election to the Committee must be included on the notice of meeting sent to members
4. 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.
5. 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.
6. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
7. 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.
8. 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.
9. On his or her election, the new President may take over as Chair of the meeting.

38. Vacation of Office

1. 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 Ordinary Member:
 - a. ceases to be a Member of the Institution; or

- b. is declared bankrupt; or
- c. enters into a deed of assignment, composition or a scheme of arrangement with creditors; or
- d. resigns his office by notice in writing given to the Secretary; or
- e. fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under rule 47.

2. All Members of the Committee shall hold office during good behaviour and while capable of acting. The Institution in a General Meeting may by special resolution remove any Officer or Ordinary 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; or
- b. unwilling to continue to act in such capacity; or
- c. has or is breaching or is infringing these Rules; or
- d. 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
- e. has been careless in the execution of his duties.

39. Casual Vacancies

1. The Committee may appoint an eligible member of the Institution to fill a position on the Committee that:
 - a. has become vacant; or
 - b. was not filled by election at the last Annual General Meeting.
2. The Committee may continue to act despite any vacancy in its membership.

40. Term of Office

A Committee member holds office until the positions of the Committee are declared vacant at the next annual General Meeting.

41. Meetings of Committee

1. The Committee must meet at least six times in each year at the dates, times and places determined by the Committee.
2. Meetings may be held in person or by appropriate electronic means or a combination of both.
3. Special Committee meetings may be convened by the President or by any 4 members of the Committee.

4. Notice of each Committee meeting must be given to each Committee member no later than 7 days before the date of the meeting.
5. Notice may be given of more than one Committee meeting at the same time.
6. The notice must state the date, time and place of the meeting.
7. If a special Committee meeting is convened, the notice must include the general nature of the business to be conducted.

42. Use of Technology

1. A Committee member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee member and the Committee members present at the meeting to clearly and simultaneously communicate with each other.
2. A Committee member participating in a Committee meeting as permitted above is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

43. Quorum

1. No business may be conducted at a Committee meeting unless a quorum is present.
2. The quorum for a Committee meeting is the presence (in person or as allowed under these rules) of a majority of the Committee members holding office.
3. If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting:
 - a. in the case of a special meeting - the meeting lapses;
 - b. in any other case- the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given.

44. Voting

1. On any question arising at a Committee meeting, each Committee member present at the meeting has one vote.
2. A motion is carried if a majority of Committee members present at the meeting vote in favour of the motion.
3. If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
4. The Committee may act notwithstanding any vacancy on the Committee.

45. Minutes of Meeting

1. The Committee must ensure that minutes are taken and kept of each Committee meeting.
2. The minutes must record the following:
 - a. the names of the members in attendance at the meeting; and
 - b. the business considered at the meeting; and
 - c. any resolution on which a vote is taken and the result of the vote; and
 - d. any material personal interest disclosed.

46. Conflict of Interest

1. A Committee member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
2. The member:
 - a. must not be present while the matter is being considered at the meeting; and
 - b. must not vote on the matter.

47. Leave of Absence

1. The Committee may grant a Committee member leave of absence from Committee meetings for a period not exceeding 3 months.
2. The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee member to seek the leave in advance.

FINANCIAL MATTERS

48. Management of Funds

1. The Institution must maintain an account with a licensed financial institution from which all expenditure of the Institution is made and into which all of the Institution's revenue is deposited.
2. The Institution may invest its money in any security in which trust monies may lawfully be invested.
3. Subject to any restrictions imposed by a General Meeting of the Institution, the Committee may approve expenditure on behalf of the Institution.
4. The Committee may authorise the Treasurer, Business Manager or other Officer to expend funds on behalf of the Institution (including by electronic funds transfer)

up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

5. All cheques, drafts, bills of exchange, promissory notes, other negotiable instruments and, in addition, contracts exceeding a value of \$10,000 must be signed by 2 Committee members, one of whom shall be an Officer.

49. Financial Records

1. The Institution must keep financial records that:
 - a. correctly record and explain its transactions, financial position and performance; and
 - b. enable financial statements to be prepared as required by the Act.
2. The Institution must retain the financial records for 7 years after the transactions covered by the records are completed.
3. The Treasurer must keep in his custody, or under his control:
 - a. the financial records for the current financial year; and
 - b. any other financial records as authorised by the Committee.

50. Financial Statements

1. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Institution are met.
2. Those requirements include:
 - a. the preparation of the financial statements; and
 - b. if required, the review or auditing of the financial statements; and
 - c. the certification of the financial statements by the Committee; and
 - d. the submission of the financial statements to the annual General Meeting of the Institution; and
 - e. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

GENERAL MATTERS

51. Common 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 of two (2) Members of the Committee of the Institution one of whom shall be an Officer.

52. Honorary and Life Members

1. The Committee shall have the power of electing as Honorary or Life 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 or a Life Member shall be given in writing at one Committee Meeting and considered at the next ensuing Committee Meeting.

53. Notice Requirements

1. Any notice required to be given to a member or a Committee member under these Rules may be given:
 - a. by handing the notice to the member personally; or
 - b. by sending it by post to the member at the address recorded for the member on the register of members; or
 - c. by email, facsimile or any commonly used electronic transmission.
2. Any notice required to be given to the Institution or the Committee may be given—
 - a. by handing the notice to a member of the Committee; or
 - b. by sending the notice by post to the registered address; or
 - c. by leaving the notice at the registered address; or
 - d. if the Committee determines that it is appropriate in the circumstances:
 - i. by email to the email address of the Institution or the Secretary; or
 - ii. by facsimile or other common electronic transmission.

54. Custody and Inspection of Books and Records

1. The Committee may refuse to permit a member to inspect records of the Institution that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Institution.
2. Members may on request inspect free of charge:
 - a. the Register of Members, subject to restrictions noted elsewhere in these Rules; and
 - b. the minutes of General Meetings; and

c. the financial records, books, securities, and any other relevant document of the Institution, including minutes of Committee meetings.

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

4. a member may request a copy of any of the other records of the Institution referred to in this rule and the Institution may charge a reasonable fee for provision of a copy of such a record. For purposes of this rule 'other records' means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Institution and includes the following—

a. its financial statements; and

b. its financial records; and

c. records and documents relating to transactions, dealings, business, or property of the Institution.

55. Public Fund

1. The Institution may 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 separately identified from other funds of the Institution and shall be used only to further the Institution's objects.

3. 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.

4. 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.

56. Winding Up

1. The Institution may be wound up voluntarily by special resolution

2. No resolution for winding up the Institution and/or its Public Fund (as provided for in the following clause), 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.

3. 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.

4. The identity of the Substitute Institution shall be determined by the Members of the Institution at the Special General Meeting convened under sub-rule (1) hereof and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

57. Alteration of Rules

These Rules may only be altered by special resolution of a General Meeting of the Institution.