

Olinda Action Group Incorporated A0046225X

STATEMENT OF RULES

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1. IDENTIFICATION AND STANDING

- 1.1 The name of the incorporated association is Olinda Action Group Incorporated.
- 1.2 The name of the Group can be altered and the provisions of this Statement of Rules and the Statement of Purposes can be rescinded, altered or additions made only by a special resolution supported by three quarters of such members of the Group as, being entitled to do so, vote at an annual general meeting or special general meeting.
- 1.3 The Rules and Statement of Purposes of the Olinda Action Group must not be altered except in accordance with the Act.

2. DEFINITIONS

2.1 In these Rules, unless the contrary intention appears-

"Act" means the **Associations Incorporation Act 1981**;

"committee" means the Committee of management of the Group;

"executive committee" means the Chairperson, Vice-Chairperson, Secretary and Treasurer of the Group;

"financial year" means the year ending 30 June;

"general meeting" means a general meeting of members convened in accordance with Rule 6;

"member" means a financial member of the Group;

"regulations" means regulations under the Associations Incorporation Act 1981;

"the Group" means Olinda Action Group Incorporated.

3. STATEMENT OF PURPOSES

3.1 The objectives of the Group are to actively work to:

- (a) Preserve & enhance the local flora & fauna of Olinda and its surrounds.
- (b) Ensure the built environment reflects, and is consistent with, the local character and the natural environment.
- (c) Give a voice to the Olinda community
- (d) Work with the Shire of Yarra Ranges to promote community consultation and connectedness.

4. MEMBERSHIP

4.1 Membership of the Group is open to any person who supports the objectives of the Group, is prepared to comply with this Statement of Rules, and pays the prescribed fee; provided that the Group may reject an application for membership on the ground that its acceptance would be against the Group's interests.

Application for Membership

4.2 An application for membership shall be:

- (a) in writing in the form determined by the Committee; and
- (b) accompanied by the prescribed fee; and
- (c) lodged with the Secretary.

4.3 The Committee will consider and accept or reject each membership application at the following general meeting of the committee.

4.4 The Secretary will, as soon as practicable, notify the applicant in writing that their application has been accepted or rejected.

Membership fees

4.5 There is no joining fee.

4.6 The annual membership fee will be determined by the Committee at a general meeting preceding the end of each financial year. Membership fees will be payable in advance before 1 July each year.

Register of Members

4.7 A register containing the name, address, date of enrolment and date of cessation of membership of each member will be kept by the Secretary.

4.8 The register is available for inspection by any member upon request.

4.9 Membership will cease if a member:

- (a) resigns by notifying the Secretary in writing and takes effect from the date stated, otherwise immediately; or
- (b) is unfinancial for 12 months; or
- (c) is expelled; or
- (d) dies.

Expulsion and Suspension of a Member

4.10 The Committee may, if it finds that a member has acted against the interests of the Group:

- (a) expel that member from the Group, or
- (b) suspend some or all of the membership rights of that member.

4.11 Any member whose suspension or expulsion is proposed has the right to oppose the proposal in person, by proxy or by written submission and will be given at least 21 days notice of the hearing of the proposal.

Grievance Procedure

4.12 The following procedure applies to disputes under these Rules between a member and another member or between a member or members and the Group.

- (a) Within 14 days after the dispute comes to the attention of the parties to the dispute they must meet and if possible resolve the dispute.
- (b) If the parties are unable to resolve the dispute, or if a party fails to attend that meeting, the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (c) The mediator must be a person chosen by agreement between the parties, or in the absence of agreement -
 - (i) in a dispute between a member and another member, a person appointed by the Committee; or
 - (ii) in a dispute between a member or members and the Group, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (d) A member of the Group can be a mediator.
- (e) The mediator cannot be a party to the dispute.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute.
- (g) The mediator, in conducting the mediation, must:
 - (i) give the parties every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and

- (iii) ensure that natural justice is accorded the parties throughout the mediation process.
- (h) The mediator must not determine the dispute.
- (i) If the mediation process does not result in the dispute being resolved, the parties may seek to do so in accordance with the Associations Incorporation Act 1981, or otherwise at law.

Life and Honorary Members

- 4.13 The Committee may grant honorary membership for a period of one year to a person in recognition of service to the Group.
- 4.14 Life membership for outstanding service to the Group over a period of many years may be granted to a member on the recommendation of the Committee by resolution of a general meeting.

5. PATRON

- 5.1 A person may be invited to be a Patron of the Group by resolution of a general meeting. Patrons are not members of the Committee and do not have the responsibilities or rights of a member.

6. GENERAL MEETINGS

- 6.1 The number of general meetings convened by the Committee for any given year will be determined in the first general meeting of each calendar year.
- 6.2 Additional general meetings may be convened by the Chairperson or by a written request by not less than three members of the Committee.
- 6.3 A member intending to bring any business before a meeting may notify in writing, or by electronic mail, the Secretary of that business, who must include that business in the notice calling the next general meeting.
- 6.4 At least 2 days notice of meetings will be given to Committee members.
- 6.5 A general meeting of the Group will be chaired by the Chairperson, or another member appointed by the meeting.
- 6.6 A member is entitled to vote at a general meeting where they are current financial members of the Group.
- 6.7 Each member of the Group has one vote and the Chairperson has a second or casting vote.

6.8 The Committee will be elected at the Annual General Meeting each year by members of the Group and will comprise:

- (a) Chairperson; and
- (b) Vice-Chairperson; and
- (c) Secretary; and
- (d) Minutes Secretary; and
- (e) Treasurer; and
- (f) Two ordinary members.

Committee Responsibilities

6.9 The Committee is responsible for managing and coordinating the Group and ensuring that the resolutions of general meetings are implemented.

6.10 The Executive Committee is empowered to make certain urgent or necessary decisions on behalf of the Group when that decision is necessary immediately and is in keeping with the Group's stated aims. All urgent decisions shall be made in consultation with two Executive Committee members before being actioned. These decisions must be ratified at the next general meeting. The Executive Committee may email or ring around, at their discretion, on an important issue to gauge membership opinion.

6.11 The Minutes Secretary will keep minutes of the resolutions and proceedings of each general meeting and the names of the persons present at such meetings.

6.12 The Committee will keep in its custody or control all documents relating to the Group.

6.13 The Group's letterhead and logo will not be used except by the authority of the Committee and will be kept in the custody of the Secretary and Chairperson.

6.14 The Committee may establish and maintain Regulations which describe the procedures for implementing the principles identified in this Statement of Rules, hereby called the "Terms of Reference".

6.15 Members must attend Committee meetings or send apologies for non-attendance. A Committee members position will become vacant if he or she is absent for three consecutive meetings without acceptable reason or leave of absence

6.16 Members nominated by the Group to represent them on external reference groups or committees are required to report back to the Group, in person, at its following or subsequent general meeting

7. QUORUM AT GENERAL MEETINGS

- 7.1 No item of business may be conducted at a general meeting unless a quorum of Committee members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 7.2 The quorum for a general meeting is a majority of the Committee members
- 7.3 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.
- 7.4 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.

8. ANNUAL GENERAL MEETINGS & SPECIAL GENERAL MEETINGS

- 8.1 A general meeting of the Group, to be known as the Annual General Meeting, will be called by the Committee for a date as soon as practicable but not more than three months after the end of the Group's financial year.
- 8.2 The ordinary business of the Annual General Meeting will be:
- (a) To confirm the minutes of the previous Annual General Meeting and any general meeting held since that meeting; and
 - (b) To receive from the committee reports upon the transactions of the Group during the last preceding financial year; and
 - (c) To receive and consider the financial statement submitted in accordance with section 30(3) of the Associations Incorporation Act; and
 - (d) To fill the elective positions established by this Statement of Rules; and
 - (e) To appoint the Public Officer, Auditor and other officers of the Group; and
 - (f) Any business of which notice has been given.

- 8.3 Additional general meetings, to be known as Special General Meetings may be called for a specified purpose or purposes by the Committee or at the written request of at least 5% of the membership.
- 8.4 The request for a Special General Meeting must:
- (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- 8.5 Members will be given at least 21 days notice in writing of any Annual General Meeting or Special General Meeting and of any business to be conducted at such a meeting.
- 8.6 Each member is entitled to appoint another member as their proxy to an Annual General Meeting or Special General Meeting by notifying the Secretary in writing before the nominated starting time for that meeting.
- 8.7 The quorum at an Annual General Meeting or Special General Meeting is five members present in person.
- 8.8 No item of business may be conducted at an Annual General Meeting or Special 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.
- 8.9 Sub-Rules 7(7.3b and 7.4) will apply where a quorum is not present.
- 8.10 An Annual General Meeting or Special General Meeting of the Group will be chaired by the Chairperson, or another member appointed by the meeting.
- 8.11 Each financial member has one vote only, either personally or by proxy and the chairperson has a second or casting vote.
- 8.12 Any proposal on any matter within the power of the Group, other than an administrative matter, which is submitted in accordance with the Statement of Rules and Regulations may be considered by members at a general meeting.

9. DETERMINATION OF RESOLUTIONS

Where a question arising at a general meeting, Annual General Meeting or Special General Meeting of the group is determined on a show of hands:

9.1 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

9.2 An entry to that effect in the minute book of the Group:

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution unless, three members call for a poll.

9.3 When a poll is taken the number of votes in favour and against the resolution shall be recorded

10. FINANCIAL MANAGEMENT

10.1 The funds of the Group will be derived from membership fees, donations and such other sources as the Committee determines, and will be applied to the pursuit of the objectives of the Group as determined by the Committee.

10.2 The Treasurer will collect and receive all moneys, make all authorised payments, and keep correct accounts and books showing the financial affairs of the Group with full details of all receipts and expenditures.

10.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed jointly by two of three nominated members of the Group approved by the Committee.

10.4 The financial year will start on 1st July and end on 30th June the following year unless otherwise determined by a general meeting.

10.5 At the close of each financial year the Treasurer will prepare for submission to the Annual General Meeting a financial statement containing the following information:

- (a) The income and expenditure of the Group during its last financial year;
- (b) The assets and liabilities of the Group at the end of its last financial year;

- (c) The mortgages, charges and securities of any description affecting any of the property of the Group at the end of its last financial year;
- (d) In respect of each trust of which the Group was trustee during a period, being the whole or any part of its last financial year
 - (i) the income and expenditure of the trust during that period;
 - (ii) the assets and liabilities of the trust during that period; and
 - (iii) the mortgages, charges and securities of any description affecting any property of the trust at the end of that period.

10.6 The accounts and books of the financial affairs of the Group are to be available for inspection by members by appointment.

10.7 The Committee may recommend payment of an honorarium. Such recommendation must be approved at an Annual General Meeting or Special General Meeting.

11. ELECTIONS

11.1 All elected positions become vacant before the item 'election' at the Annual General Meeting.

11.2 A call for nominations for all elected positions will be published to members.

11.3 A member may nominate for any number of elected positions, but may be elected to only one position save that the positions of Secretary and Minutes Secretary may be combined.

11.4 All nominations which conform with the Regulations of the Group will be accepted by the Secretary up to half an hour prior to the Annual General Meeting beginning.

11.5 If the number of nominations received for any position at the close of nominations is equal or less than the number of vacancies to be filled, the nominee(s) will be deemed to be elected.

11.6 If insufficient nominations are received to fill any position at the close of nominations, nominations shall be accepted at the Annual General Meeting.

11.7 If the number of nominations received for any position at the close of nominations, exceeds the number of vacancies to be filled, a ballot will be conducted at the Annual General Meeting.

11.8 The Committee may co-opt a member to fill any position not filled at the Annual General Meeting

11.9 Each elected Committee member of the Group shall hold office until the Annual General Meeting next after the date of his or her election but is eligible for re-election.

11.10 In the event of a casual vacancy in any office referred to in sub-Rule 6.8, the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

11.11 An elective position may be declared vacant by a general meeting of the Group on the grounds that its constitutional responsibilities are not being fulfilled.

11.12 Any elected member whose position is proposed to be declared vacant has the right to oppose the proposal in person or by written submission and will be given at least 21 days notice of the hearing of the proposal.

Casual Vacancies

11.13 A casual vacancy will exist if a member of the Committee:

- (a) ceases to be a member of the Group; or
- (b) resigns from such position in writing; or
- (c) becomes insolvent within the meaning of the Companies Code;
or
- (d) dies; or
- (e) has their position declared vacant at a general meeting.

11.14 The Committee may fill any casual vacancy by the appointment of any member for the remaining term of office.

11.15 The conduct of elections is the responsibility of a Returning Officer to be appointed by the Committee.

12. COMMUNICATION

12.1 Members will be kept informed of the Group's activities through meetings of the Association and a Group newsletter

12.2 A Newsletter Editor may be appointed by the Committee.

13. DISSOLUTION

13.1 The Group may be wound up voluntarily only by a special resolution which is supported by three quarters of such members as, being entitled to do so, vote at an Annual General Meeting or Special General Meeting. Not less than 21 days notice will be given of the intention to propose such special resolution.

13.2 In the event of the winding up or the cancellation of the incorporation of the Group the assets of the Group will be distributed, as determined by the members, to an organisation or organisations having similar aims and objectives.

14. APPENDIX

Appendix 1

Form of appointment of proxy for meeting of Olinda Action Group Incorporated convened under Rule 4(4.11)

I, (name)

of (address)

being a member of Olinda Action Group Incorporated,

appoint(name of proxy holder)

of (address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 4(4.11), to be held on (insert date of meeting) and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution/s:

1. (insert details of resolution passed under rule 4(4.11))

Signed

Date

Appendix 2

Form of appointment of proxy

I,(name)

of(address)

being a member of Olinda Action Group Incorporated,

appoint.....(name of proxy holder)

of(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special* (delete if not applicable) general meeting of the Association to be held on(insert date of meeting) and at any adjournment of that meeting.

My proxy is authorised to vote on my behalf, in the indicted way, in respect of the following resolution/s:

Resolution	For	Against	Abstain
(insert details of resolution)			

Signed

Date