

**This version of the CF RBGV Rules of Association includes an amendment passed at the AGM held 12 November 2023.**

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## PART 1—PRELIMINARY

### 1 Name

The name of the incorporated association is Cranbourne Friends Royal Botanic Gardens Victoria, Inc. (in these Rules called the Association).

### 2 Purposes

The purposes of the Association are—

- (1) To assist and support the management and staff of the Cranbourne Gardens (hereinafter called the Gardens) in the enhancement of community understanding and appreciation of the purpose, activities and collections of the Gardens and in particular to
  - (a) assist with promotion of the Gardens to the public, both locally and elsewhere;
  - (b) promote membership of the Association as a means of extending community knowledge of, appreciation of, and support for the Gardens;
  - (c) foster the interest of members towards the enjoyment and understanding of the flora and fauna of the Gardens, and seek their continuing support for the ongoing development of the Gardens;
  - (d) liaise with other community support groups with similar purposes, towards the general improvement of community awareness, appreciation and enjoyment of Australian native flora and fauna in the Gardens and in their natural habitat;
  - (e) provide support where feasible in lobbying appropriate persons and organisations in support of the continuance and enhancement of the Gardens;
  - (f) seek at all times to maintain and enhance good relations with the management and staff of the Gardens.
- (2) To provide, where appropriate and feasible, practical assistance in the maintenance and enhancement of facilities and assets of the Gardens and in particular to
  - (a) provide financial support for specific projects of benefit to the Gardens, undertaken either separately or in conjunction with the staff of the Gardens and where appropriate provide voluntary labour to assist with such projects;
  - (b) seek assistance from the membership to undertake such other voluntary tasks as may be of assistance to the management and staff of the Gardens;
  - (c) undertake fund-raising activities and seek outside funds and grants for the benefit of the Gardens, including from sources not available to the management of the Gardens.
- (3) To promote, authorise and support the formation and operation of sub-groups of the Association-
  - (a) which will assist in the achievement of purposes (1) and (2) above, and

- (b) which will, at the same time, provide opportunities for their members to participate directly in a diversity of enjoyable activities relating to our natural heritage.
- (4) To offer assistance of a minor nature to other organisations whose aims and purposes are similar to those of the Association, and which as organisations are operating in less advantaged circumstances than the Association.

### 3 **Financial year**

The financial year of the Association is each period of 12 months ending on 30 June.

### 4 **Definitions**

In these Rules -

**absolute majority**, of the Committee, means a majority of the Committee members currently holding office and entitled to vote at the time (as distinct from a majority of Committee members present at a Committee meeting);

**chairperson**, of a general meeting or Committee meeting, means the person chairing the meeting;

**Committee** means the Committee having management of the business of the Association;

**Committee meeting** means a meeting of the Committee held in accordance with these Rules;

**Committee member** means a member of the Committee elected or appointed under Division 3 of Part 5;

**disciplinary appeal meeting** means a meeting of the members of the Association convened under Rule 23(3);

**disciplinary meeting** means a meeting of the Committee convened for the purposes of Rule 22;

**disciplinary subcommittee** means the subcommittee appointed under Rule 20;

**financial year** means the 12 month period specified in Rule 3;

**general meeting** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

**member** means a member of the Association;

**community group member** means a not-for-profit organisation whose purposes are compatible with those of the Association;

**corporate member** means a legal entity regulated by the Australian Securities and Investments Commission under the Corporations Law;

**financial member** means a member who has paid the membership subscription for the current financial year, or who is a life member or an honorary life member ;

**honorary life member** means person appointed as such under Rule 12;

**household member** means two or more persons residing in the same household;

**individual member** means a member who is admitted as such and who is not included under any other membership classification;

**life member** means a person who has been accepted as such in accordance with Rule 11;

**pensioner member** means an individual person who holds a current Commonwealth Age or Disability Pension card, or a Veterans Affairs Pension card;

**student member** means a person who is attending on a full-time basis a recognised educational institution;

**member entitled to vote** means a member who under Rule 38(2) is entitled to vote at a general meeting;

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting to vote in favour of the resolution;

**the Act** means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

**the Registrar** means the Registrar of Incorporated Associations.

## PART 2—POWERS OF ASSOCIATION

### 5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association 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;
  - (f) enter into any other contract it considers necessary or desirable.
- (3) Borrowing Powers - The Committee of the Association is empowered to borrow funds under the following conditions –
  - (a) Money may be borrowed from registered financial institutions such as banks, under normal commercial conditions of borrowing, and provided that the total period of any loan shall not exceed 5 years.
  - (b) Money may be borrowed from consenting members of the Association at interest rates not exceeding normal commercial rates, and provided that the total period of any such loan shall not exceed 5 years.
  - (c) The aggregate total of all such loans in force at any time shall not be permitted to exceed an amount equal to 50 per cent of the gross income of the Association in the last preceding financial year. Should such a situation appear likely to occur, the Committee must take all steps necessary to ensure the 50 per cent threshold will not be exceeded.
- (4) Employment. The Committee may employ a person or persons to undertake such duties as the Committee determines, on appropriate conditions. The Committee must ensure that the Association complies with all relevant statutory requirements including those relating to PAYE tax, compulsory superannuation, worker insurance, long-service leave and maternity leave provisions, award wages and other such matters.

- (5) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

**6 Not for profit organisation**

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association 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.

**PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

**Division 1—Membership**

**7 Minimum number of members**

The Association must have at least 5 members.

**8 Who is eligible to be a member**

Any person who supports the purposes of the Association is eligible for membership on payment of the relevant membership subscription.

**9 Admission of new members**

- (1) Subject to any contrary direction from the Committee, the Membership Secretary shall have the authority to accept and approve all new applications for membership except:
  - (a) Life member and corporate member (applications for admission to these classifications of membership may only be approved by the Committee), and
  - (b) Honorary life member (admission to this classification may only be granted in accordance with Rule 12.)
- (2) The Committee shall have the power to reject an application for membership if it is deemed to be against the interests of the Association.
- (3) The payment of the annual subscription shall imply a member's acquiescence in the Rules and purposes of the Association.

**10 Classes of members**

The Association shall have the following classes of members, as defined in Rule 4-

- (a) Individual member,
- (b) Household member,
- (c) Pensioner member,
- (d) Student member,
- (e) Life member,
- (f) Honorary life member,

- (g) Community group member,
- (h) Corporate member.

## **11 Life members**

- (1) Any person may, on payment of the appropriate subscription as determined from time to time by the Committee, be admitted as a life member, and shall be entitled to remain as such for the term of their natural life, or until they resign from the Association, or unless they are suspended or expelled from the Association in accordance with Rule 22.
- (2) Once a person has been admitted to such membership, there shall be no further calls on that member for any additional membership subscription.

## **12 Honorary life members**

- (1) A member who has held membership for a minimum cumulative period of no less than five years, and who has during that time made an outstanding contribution towards advancing the functions and purposes of the Association, may be nominated by the Committee for appointment as an honorary life member.
- (2) Such nomination shall be put to the next succeeding general meeting of members for approval by a simple majority of members present. Should a simple majority not be attained, the nomination shall lapse.
- (3) At the option of the honorary life member, the spouse or partner and all members of that honorary member's immediate family residing in the same household, shall be entitled to enjoy all the entitlements of a household membership without payment of the annual membership subscription normally required for such membership.

## **13 Corporate members**

The Committee shall have the power to create a number of different sub-classifications of membership within this classification, and to establish different annual membership subscriptions for each sub-classification

## **14 Unfinancial members**

- (1) The Committee shall determine the period that a member who has not paid their subscription for the current financial year may remain on the membership list.
- (2) At the expiry of such period, the member shall cease to be a member of the Association, and have their name removed from the membership list.
- (3) If that person subsequently seeks to again become a member, they shall, subject to a contrary decision by the Committee, be readmitted as a member provided that they first pay the due subscription for the current financial year.

## **15 Membership subscriptions**

- (1) Annual membership subscriptions shall be payable in advance and shall be due on 1 July each year.
- (2) The subscriptions payable by members in the various classes of membership shall be determined by the Committee.

- (3) The subscriptions to be paid in the first year of membership by persons joining the Association at any time after the commencement of a financial year may be reduced or waived at the discretion of the Committee.

## **16 General rights of members**

- (1) A member of the Association who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under Rule 76; and
  - (f) to inspect the register of members as provided in Rule 18.
- (2) A member is entitled to vote as provided in Rule 38 (2) if—
  - (a) the member has been entered on the register of members and
  - (b) the member's membership rights are not suspended for any reason and
  - (c) the member is not unfinancial.
- (3) The rights of a member are not transferable and end when membership ceases.

## **17 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
- (3) A member may resign by notice in writing given to the Association.

## **18 Register of members**

- (1) The Committee shall appoint one of its members to carry out the role of Membership Secretary, who shall function as such under the general direction of the Secretary.
- (2) The Membership Secretary shall maintain a register of all members, including name, postal address and class of membership, to enable the issue of membership cards to all members.
- (3) Every member shall communicate their address, telephone numbers and email address (if any), and any change thereof, to the Membership Secretary, who shall keep records of same. All notices posted or transmitted to such address or email address supplied shall be deemed to have been duly received.
- (4) The Membership Secretary shall endeavour to maintain the members register so that historical records of all past members, including the date of joining the Association, financial years as a member, membership status during this time, and any office held during each of those years, together with the date of ceasing to be a member, can be compiled.
- (5) The Membership Secretary shall present a report to each meeting of the Committee providing details of membership numbers including admissions to and deletions from the register.

- (6) Any member may, at a reasonable time and free of charge, inspect the register of members but such inspection is limited to the information provided in subrule (2)

## **Division 2—Disciplinary action**

### **19 Grounds for taking disciplinary action**

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (1) has failed to comply with these Rules; or
- (2) refuses to support the purposes of the Association; or
- (3) has engaged in conduct prejudicial to the Association.

### **20 Disciplinary subcommittee**

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must 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—
  - (a) may be Committee members, members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

### **21 Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (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 he or she may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under Rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### **22 Decision of subcommittee**

- (1) 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.
- (2) After complying with subrule (1), the disciplinary subcommittee may—

- (a) take no further action against the member; or
- (b) subject to subrule (3)—
  - (i) reprimand the member; or
  - (ii) suspend the membership rights of the member for a specified period; or
  - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) 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.

### **23 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (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 Association who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) 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.

### **24 Conduct of disciplinary appeal meeting**

- (1) 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.
- (2) After complying with subrule (1), 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.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

### **Division 3—Grievance procedure**

#### **25 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Committee;
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of disciplinary procedure until the disciplinary procedure has been completed.

#### **26 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

#### **27 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 26, the parties must within 10 days—
  - (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
    - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

#### **28 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party 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 throughout the mediation process.

- (2) The mediator must not determine the dispute.

**29 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

**30 Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Committee;
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

**31 Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under Rule 33 may be conducted at the meeting.

**32 Special general meeting held at request of members**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.

- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **33 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under Rule 32(3), the members convening the meeting) must give to each member of the Association—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution.
- (3) This Rule does not apply to a disciplinary appeal meeting.

### **34 Proxies**

The use of proxies is not authorised for any meetings of the Association.

### **35 Use of technology**

- (1) At the discretion of the Committee, a member not physically present at a general meeting may 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 subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **36 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically or as allowed under Rule 35) of 10% of the members entitled to vote, or 20 such members, whichever is less.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

- (a) in the case of a meeting convened by, or at the request of, members under Rule 32—the meeting must be dissolved.
- (b) in any other case—
  - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
  - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **37 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 33.

### **38 Voting at general meeting**

- (1) The President, a Vice-President or, in their absence, a member of the Committee shall preside at all general meetings.
- (2) Only financial members are entitled to vote at general meetings and their voting rights shall be:
  - (a) For individual members, pensioner members, student members, life members and honorary life members – one vote for each adult in attendance.
  - (b) For household members – one vote for each adult in attendance, with a maximum of two votes per household.
  - (c) For community group members and corporate members – one vote for each adult representative of that group or corporation in attendance, with a maximum of three votes per individual group or corporate member.
- (3) There shall be no provision for proxy or absentee votes.
- (4) All questions for decision of the members at a general meeting, except for the election of members of the Committee, shall be duly proposed and seconded, and shall be determined by a show of hands unless a ballot is asked for by any three or more of the members present.
- (5) The chairperson of any general meeting of the Association shall be entitled to vote and, when the votes are equal, except in the case of the election of members

of the Committee, the motion or amendment as the case may be shall pass in the negative.

- (6) All resolutions passed at the annual general meeting or any special general meeting of the Association shall be conclusive and binding on all members, whether they shall have been present at such meeting or not.
- (7) 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.

### **39 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

### **40 Determining whether resolution carried**

- (1) Subject to subsection (2), the chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (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 Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson 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 Chairperson.

### **41 Minutes of general meeting**

- (1) The Committee 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 records of each annual general meeting must include—
  - (a) a list of names of the members attending the meeting; and
  - (b) the financial statements submitted to the members in accordance with Rule 30(3)(b)(ii); and
  - (c) 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 Association; and

- (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5—COMMITTEE**

### **Division 1—Powers of Committee**

#### **42 Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
  - (a) appoint and remove staff and contractors for services;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

#### **43 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.

### **Division 2—Composition of Committee and duties of members**

#### **44 Composition of Committee**

- (1) The Committee consists of—
  - (a) a President; and
  - (b) one or two Vice-Presidents; and
  - (c) a Secretary; and
  - (d) a Treasurer; and
  - (e) up to 15 ordinary members (if any) elected under Rule 52; and
  - (f) the Immediate Past President
- (2) The Committee shall have the power to appoint one or more of its members to carry out the roles of Assistant Secretary and/or Membership Secretary, who shall function as such under the general direction of the Secretary.
- (3) The Committee shall also have the power to appoint one of its members to carry out the role of Assistant Treasurer, who shall function as such under the general direction of the Treasurer. Where such an appointment is made, the Committee

shall also have the power to authorise that person to be a signatory of cheques and other withdrawal instruments in accordance with Rule 69(4).

- (4) The Committee shall have the power to rescind any appointments made under sub-clauses (2) and (3), above.

#### **45 General Duties**

- (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 responsible for ensuring that the Association 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—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Committee members and former Committee members must not make improper use of—
  - (a) their position; or
  - (b) 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 Association.
- (6) In addition to any duties imposed by these Rules, a Committee member must perform any other duties imposed from time to time by resolution at a general meeting.
- (7) The Committee shall require Role Statements to be prepared for the executive positions of President, Vice President, Secretary and Treasurer, setting out the duties and responsibilities involved in each position. These Role Statements are to be held by the Secretary, updated when appropriate and made available to applicants for these positions. Where practicable, Role Statements should also be prepared and supplied for other positions appointed by the Committee.

#### **46 President and Vice-President**

- (1) Subject to subrule (2), the President or, in the President's absence, a Vice-President is the Chairperson for any general meetings and for any Committee meetings.
- (2) If the President and the Vice-Presidents are absent, or are unable to preside, the Chairperson 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.

**47 Secretary**

- (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) ensure the register of members is maintained in accordance with Rule 18; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 71(3), all books, documents and securities of the Association in accordance with Rules 73 and 76; and
  - (c) 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
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

**48 Treasurer**

- (1) The Treasurer shall —
  - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) keep correct accounts and records showing the financial affairs of the Association, with full details of all receipts and expenditure connected; and with its activities
  - (c) ensure that at least one other Committee member has access to the accounts and financial records of the Association.

**Division 3—Election of Committee members and tenure of office**

**49 Who is eligible to be a Committee member**

- A member is eligible to be elected or appointed as a Committee member if the member—
- (a) is 18 years or over; and
  - (b) is entitled to vote at a general meeting.

**50 Positions to be declared vacant**

- (1) This Rule applies to—
  - (a) the first annual general meeting of the Association after its incorporation;or
  - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with Rules 51 to 54.

## **51 Nominations**

- (1) At least 28 days before an annual general meeting at which elections for Committee members are to be held, the Committee shall appoint a person to be returning officer.
- (2) Nominations for membership of the Committee shall be on forms provided by the returning officer, and shall be signed and dated by the nominator and seconder, both of whom must be financial members of the Association, and shall be countersigned by the nominee who must also be a financial member. On completion, the forms shall be forwarded to the returning officer. Nominations shall close at 5.00 pm on the day one week prior to the day fixed for the general meeting at which the elections will be held.
- (3) Members may be nominated for more than one office on the Committee.

## **52 Election of Committee**

- (1) For any general meeting at which an election for any office on the Committee is to be held, the Committee shall appoint a person not standing for an office to take the chair during that election.
- (2) At any general meeting where a new Committee is to be elected, the various offices shall be filled in the following order:
  - (a) President
  - (b) Secretary
  - (d) Treasurer
  - (d) Vice-President(s).
  - (e) up to 15 ordinary Committee members.
- (3) Once a member has been elected to an office, any nomination of that member for another office shall be withdrawn.
- (4) Where there are more nominations than vacancies for any position on the Committee, a secret written ballot shall be conducted by the returning officer.
- (5) If two or more candidates receive an equal number of votes, the Chairman shall, in such case, have a second or casting vote.
- (6) Where there are not more nominations than vacancies the candidates shall be elected without ballot.
- (7) Where there are insufficient nominations to fill available offices, the person conducting the elections shall call for nominations from the floor of the meeting. Such nominations must be duly seconded. If the number of nominations equals the number of remaining vacancies, the nominees shall be elected without ballot. If there are more nominations than remaining vacancies, a ballot shall be held.
- (8) Only members who are financial members at the time and date of the general meeting are eligible for election to any office of the Association at this meeting. Persons nominated for office, but who are not financial members at the time of declaration that all offices are vacant, shall be ineligible for appointment to any such office.

### **53 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must designate the member who is to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to each member present in person.
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - (b) (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
  - (c) with the agreement of those candidates, decide by lot which of them is to be elected.

### **54 Patron**

- (1) On the recommendation of the Committee, a distinguished person or persons may be appointed as the Patron or Patrons of the Association by a majority at a general meeting.
- (2) A person who is a Patron of the Association may relinquish such position by giving notice in writing to the Secretary.

### **55 Term of office**

- (1) Ideally, the President shall not hold this office continuously for a period longer than 5 years.
- (2) Subject to subrule (4) and Rule 56, a Committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (3) A Committee member may be re-elected.
- (5) A general meeting of the Association may -

- (a) by special resolution remove a Committee member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (6) A member who is the subject of a proposed special resolution under subrule (4)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (7) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

**56 Vacation of office**

- (1) A Committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a Committee member if he or she—
- (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under Rule 67; or
  - (c) otherwise ceases to be a Committee member by operation of section 78 of the Act.

**57 Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
- (a) has become vacant under Rule 56; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any Committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

**Division 4—Meetings of Committee**

**58 Meetings of Committee**

- (1) The Committee shall meet at a prearranged time each month as determined by its members, or as otherwise decided at a previous meeting of the Committee.
- (2) The President, a Vice-President or, in their absence, a member of the Committee shall preside at all Committee meetings.
- (3) Should any member of the Committee fail to attend for three consecutive Committee meetings without leave or apology delivered prior to the meeting, they shall thereupon cease to be a member of the general Committee.
- (4) The Committee may from time to time appoint sub-committees of members to undertake specified tasks or roles, and may delegate to those sub-committees such

powers as it deems necessary, and may revoke or recall such appointments and delegations.

- (5) All sub-committees and/or persons appointed to a sub-committee shall be subject and subordinate to the Committee. The President shall be entitled to be an ex-officio member of all sub-committees.
- (6) Matters arising at a meeting of the Committee or of any sub-committee shall be determined on a show of hands or, if demanded by a member of the Committee, by a poll taken in such manner as the person presiding at the meeting may determine.
- (7) Each member present at a meeting of the Committee or of any sub-committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding shall exercise a second or casting vote, which shall be to maintain the status quo.
- (8) Subject to Rule 63 the Committee may act notwithstanding any vacancy on the Committee.
- (9) The office of an executive officer of the Association or of an ordinary member of the Committee becomes vacant if the member
  - (a) ceases to be a member of the Association; or
  - (b) resigns from office by notice in writing given to the Secretary or President.

## **59 Official Communications**

- (1) Only the President, Secretary or such other member as is specifically so authorised by the Committee shall communicate officially on behalf of the Association, or commit the Association to any particular course of action, whether verbally, in writing, or by any other means of communication.
- (2) Convenors of sub-groups and sub-committees are authorised to communicate only on matters specifically related to the activities of that particular sub-group or sub-committee, and shall not commit the Association to any course of action without the prior formal consent of the Committee.

## **60 Urgent meetings**

- (1) When requested by three members of the Committee, the President shall convene a special meeting of the Committee by giving either verbal or written notice, where practicable of at least three days, to all members of the Committee. The notice shall include the general nature of the business to be transacted.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

## **61 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.
- (3) The Director and Executive Officer of the Royal Botanic Gardens Victoria, the Director, Cranbourne Gardens, or a delegate nominated by either one of them,

shall be entitled to attend and speak at meetings of the Committee but shall have no entitlement to a vote.

**62 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) For the purposes of this Part, a Committee member participating in a Committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**63 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 Rule 62) of a majority of the Committee members holding office and not on leave of absence.
- (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 in accordance with Rule 60.

**64 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) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

**65 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.
- (3) This Rule does not apply to a material personal interest—

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

**66 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;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under Rule 65.

**67 Leave of absence**

- (1) The Committee may grant a Committee member leave of absence from Committee meetings for such period as the Committee determines.
- (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.

**PART 6—FINANCIAL MATTERS**

**68 Source of funds**

The funds of the Association may be derived from joining fees, annual subscriptions, donations, sales, educational and social activities, fund-raising activities, grants, interest and any other sources approved by the Committee.

**69 Management of funds**

- (1) The Association must open an account with a bank or similar financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer and/or another Committee member or members to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit and/or for a specified purpose without requiring prior approval from the Committee for each item on which the funds are expended. A written authority to this effect shall be signed by 2 authorised bank signatories.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 of the President, Secretary, Treasurer, Vice President or Immediate Past President.

- (5) All funds of the Association must be deposited as soon as practicable into the bank accounts or other authorised financial institution accounts of the Association.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- (7) The Committee may authorise officers or other designated members of the Association to hold and expend such amounts of cash it considers necessary for the management of the business and affairs of the Association provided that such all money is properly accounted for to the Treasurer.

**70 Application of income**

- (1) The income and property of the Association however derived shall be applied solely towards the promotion of the purposes of the Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to any member or members or to any person who has been a member of the Association, or to any person claiming through or under any of them.
- (2) The Association may offer financial support to other organisations in accordance with Rule 2 (4). The annual total of such support to other organisations shall be limited to a maximum amount equal to two percent (2%) of the Association's gross income in the preceding financial year.

**71 Financial records**

- (1) The Association 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 Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

**72 Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Association;

- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7—GENERAL MATTERS**

### **73 Common seal**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Committee members;
  - (c) the common seal must be kept in the custody of the Secretary.

### **74 Registered address**

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

### **75 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 or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under Rule 60.
- (3) Any notice required to be given to the Association 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 Association or the Secretary;

or

- (ii) by facsimile transmission to the facsimile number of the Association.

### **76 Custody and inspection of books and records**

The Committee shall comply with statutory privacy requirements but subject to these -

- (1) Members may on request inspect free of charge—
  - (a) the register of members subject to Rule 18(6);
  - (b) the minutes of general meetings;

- (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this Rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this Rule—
  - relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
  - (a) its membership records but only to the extent provided in Rule 18(6);
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of the Association.

## **77 Sub-groups**

- (1) With the adoption of these Rules, the following sub-groups of the Association shall be recognised:
  - (a) the “Activities sub-committee”. A group of members who organise workshops, lectures, field trips, tours and miscellaneous activities and who promote awareness of the ecology of Australian flora, fauna and natural habitats.
  - (b) the “Basketry Group”. A group of members who use native plants in various basketry arts and crafts.
  - (c) the “Botanical Fabricators.” A group of members who fabricate various articles with an Australian theme.
  - (d) the “Botanical Illustrators”. A group of members who produce botanical illustrations of Australian native plants.
  - (e) the “Bushland Friends”. A group of members who assist with the maintenance and enhancement of the bushland areas of the Gardens.
  - (f) the “Friends in Focus”. A group of members who use photography to promote the varied landscapes, flora and fauna of the Gardens.
  - (g) the “Growing Friends.” A group of members involved in the propagation of Australian native plants, and in their disposal through sales and donations.
  - (h) the “Herbarium Collectors”. A group of members who undertake the collection, pressing and mounting of plant material, for retention and use by the Royal Botanic Gardens Victoria.
  - (i) the “Seed Collectors”. A group of members who assist in the collection of

seed as permitted by the Gardens.

- (2) The Committee shall have the power to approve the formation of any new sub-group of the Association, the primary purpose of which is the furtherance of the purposes of the Association.
- (3) The Committee shall also have the power to approve the merger of any two or more sub-groups of the Association, and to approve the disbandment of any sub-group.
- (4) Any approval granted by the Committee under paragraphs (b) or (c), above, shall be reported to the next succeeding general meeting.
- (5) No sub-group shall undertake any activity other than those specified for it in subrule (1) above, except with the prior approval of the Committee.
- (6) The Committee shall appoint one or more members of each sub-group as co-ordinator(s) of that sub-group.
- (7) Members of any sub-group shall be financial members of the Association. Non-members may participate in the activities of sub-groups if authorised by the Committee.
- (8) A co-ordinator for each sub-group shall periodically submit to the Committee a report on its activities. Such reports are to be submitted monthly to the regular meetings of the Committee, or at such other intervals as the Committee determines.
- (9) The Committee may cause to be granted to each sub-group a cash float for change or an advance of a sum of money to be used to defray any reasonable expenses incurred in the sub-group's normal activities. The amount of such cash advance, and the conditions pertaining to its disbursement, shall be as determined by the Committee. In addition, the Treasurer shall determine what records shall be maintained of any expenditure against the advance.
- (10) All monies earned by a sub-group shall be paid as soon as practicable to the Treasurer, to be credited to the appropriate bank account maintained by the Committee.
- (11) All assets possessed or acquired by each sub-group shall be deemed to be the property of the Association as a whole.

## **78 Winding up**

- (1) The Association shall only be dissolved or wound up by a special resolution passed at a special general meeting in accordance with the Act.
- (2) If on the winding up or dissolution of the Association there remains, after payment of all debts and liabilities, any property or funds whatsoever, the same shall not be distributed to members but shall be distributed to:
  - (a) a fund with objectives similar to those of the association; or
  - (b) a fund which has a philanthropic or benevolent purpose, including the promotion of art, culture, science, education or charity.

## **79 Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of the Association.

