

**ASSOCIATIONS INCORPORATION REFORM ACT 2012**

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**RULES**

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**MELBOURNE PRESS CLUB INCORPORATED**

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# ASSOCIATIONS INCORPORATION REFORM ACT 2012 (Vic)

## RULES

### MELBOURNE PRESS CLUB INCORPORATED

## 1 NAME

The name of the incorporated association is Melbourne Press Club Incorporated (in these Rules called the “Association”).

## 2 INTERPRETATION

### 2.1 Definitions

In these Rules, unless the contrary intention appears:

“Act” means the Associations Incorporation Reform Act 2012 (Vic);

“Annual General Meeting” means the annual general meeting of Members convened in accordance with **Rule 9**;

“Committee” means the committee of management of the Association (by whatever name called);

“Financial Year” means the year ending on 31 December;

“First Committee Meeting” means the first meeting of the Committee following each Annual General Meeting;

“General Meeting” means a general meeting of Members convened in accordance with these Rules and includes an Annual General Meeting and a Special General Meeting;

“Member” means a member of the Association and “Membership” means membership of the Association as a Member;

“Officer” means an officer of the Association under **Rule 24**;

“President” means the president of the Association for the time being appointed in accordance with these Rules;

“Registrar” means the Registrar of Incorporated Associations and includes a Deputy Registrar and Assistant Registrar of Incorporated Associations;

“Regulations” means regulations under the Act;

“Rules” means the rules of the Association set out in this document;

“Secretary” means the secretary of the Association for the time being appointed in accordance with these Rules;

“Special General Meeting” means a Special General Meeting of Members convened in accordance with **Rule 11**;

“Statement of Purposes” means the statement of purposes of the Association;

“Treasurer” means the treasurer of the Association for the time being appointed in accordance with these Rules;

“Vice-President” means the vice-president of the Association for the time being appointed in accordance with these Rules.

## **2.2 Secretary is Public Officer**

The Secretary is taken also to be the Public Officer of the Association.

## **2.3 Construction**

Words or expressions contained in these Rules shall be interpreted in accordance with the *Interpretation of Legislation Act 1984* and the Act, as in force from time to time.

# **3 APPLICATION FOR MEMBERSHIP**

## **3.1 Qualifications for Members**

Membership as a Member shall be open to all persons subscribing to the purposes and functions contained in the Statement of Purposes and who the Committee is satisfied:

- (a) are engaged on a professional basis in media communications; and/or
- (b) have a genuine interest in the activities of the Association; and
- (c) will not exploit their Membership in the Association for personal monetary gain, or that of their employer or principal.

## **3.2 Eligibility**

A natural person who has properly applied and is approved for Membership as provided in these Rules is eligible to be a Member on payment of the entrance fee (if any) and the annual subscription payable under these Rules.

## **3.3 New Members**

A person who is not a Member at the time of the incorporation of the Association (or who was a Member at that time but has ceased to be a Member) must not be admitted to Membership unless:

- (a) that person has applied in accordance with **Rule 3.4**; and
- (b) the admission as a Member is approved by the Committee.

## **3.4 Application**

An application by a person for Membership must be made by way of completing the Member Application form made available by the Association (including on its website).

## **3.5 Committee to Determine**

Upon an application being referred to the Committee, the Committee will determine (in its absolute discretion) whether to approve or to reject the application and the Committee is not bound to provide reasons for the rejection of any application.

### **3.6 Approval of Application**

Upon an application being approved by the Committee, the Secretary must, with as little delay as possible, notify the nominee in writing of the approval for Membership and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee (if any) and the first year's annual subscription.

### **3.7 Entry in Register**

The Secretary must, upon payment of the amounts referred to in **Rule 4**, enter the applicant's name in the register of Members and, upon the name being so entered, the applicant becomes a Member.

### **3.8 Rights of Members**

A right, privilege or obligation of a person by reason of Membership:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of Membership whether by death or resignation or otherwise.

## **4 ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

### **4.1 Entrance fee**

The entrance fee shall be of such amount as is determined from time to time by the Committee.

### **4.2 Annual subscription**

The annual subscription shall be of such amount as is determined from time to time by the Committee and is payable in advance on or before the first day of January in each year.

## **5 REGISTER OF MEMBERS**

The Secretary shall keep and maintain a register of Members in which shall be entered the full name, address and date of entry of the name of each Member and the register shall be available for inspection and copying by Members upon request (free of charge).

## **6 RESIGNATION OF MEMBER**

### **6.1 Resignation**

A Member who has paid all moneys due and payable by him or her to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the Member ceases to be a Member.

### **6.2 Entry in register**

Upon the expiration of a notice given under **Rule 6.1**, the Secretary shall make in the register of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.



## 7 MEMBER DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

### 7.1 Disciplinary measures

Subject to these Rules, the Committee may by resolution:

- (a) suspend all rights (including voting) of a Member from Membership for a specified period, if the Committee is of the opinion that the Member has failed to pay all moneys due and payable by the Member to the Association within two months of the moneys becoming due; and
- (b) terminate a Membership, if the Committee is of the opinion that the Member:
  - (i) ceases to hold the qualifications for Membership outlined in **Rule 3.1**;
  - (ii) has refused or neglected to comply with these Rules;
  - (iii) has failed to pay all moneys due and payable by the Member to the Association for a period of six months; or
  - (iv) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association or bringing the Association into disrepute.

### 7.2 Committee resolution

A resolution of the Committee under **Rule 7.1**:

- (a) does not take effect unless the Committee has held a meeting not earlier than 14 days and not later than 28 days after the service on the Member of a notice under **Rule 7.3**, and confirms the resolution; and
- (b) where the Member exercises a right of appeal to the Association under this Rule, does not take effect unless the Association confirms the resolution at a Special General Meeting held under **Rule 7.6**.

### 7.3 Service of notice of resolution

If the Committee passes a resolution under **Rule 7.1**, the Secretary must, as soon as practicable, cause to be served on the Member a notice in writing:

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the Member that he or she may do one or more of the following:
  - (i) attend that meeting;

- (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
- (iii) not later than 24 hours before the time of the meeting, lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.

#### **7.4 Committee meeting**

At a meeting of the Committee held in accordance with **Rule 7.2(a)**, the Committee must:

- (a) give the Member an opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

#### **7.5 Convening a Special General Meeting**

If the Secretary receives a notice under **Rule 7.3(d)(iii)**, the Secretary must notify the Committee and the Committee must convene a Special General Meeting to be held within 21 days after the date on which the Secretary received the notice.

#### **7.6 Conduct of Special General Meeting**

At a Special General Meeting convened under **Rule 7.5**:

- (a) no business other than the question of the appeal may be conducted;
- (b) the Committee may place before the Special General Meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the Member, or his or her representative, must be given an opportunity to be heard; and
- (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

#### **7.7 Determination of Special General Meeting**

If at the Special General Meeting:

- (a) half of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

## **8 DISPUTES AND MEDIATION**

### **8.1 Disputes to which grievance procedures apply**

The grievance procedure set out in this **Rule 8** applies to disputes under these Rules between:

- (a) a Member and another Member; or
- (b) a Member and the Association,

other than a dispute relating to disciplinary action the subject of **Rule 7**.

## **8.2 Dispute resolution process**

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. 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 ten days, hold a meeting in the presence of a mediator.

## **8.3 Appointment of mediator**

The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
  - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
  - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

## **8.4 Eligibility of mediator to mediate**

The mediator may be a Member of the Association but cannot be a Member who is a party to the dispute.

## **8.5 Good faith negotiation**

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

## **8.6 Mediation**

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.

## **8.7 Failure of mediation**

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.

# **9 ANNUAL GENERAL MEETING**

## **9.1 Each calendar year**

The Association must in each calendar year convene an Annual General Meeting.

## **9.2 Committee to determine**

The Annual General Meeting will be held on such day and at such time and place as the Committee determines, within five months after the end of the Financial Year.

## **9.3 Notice of Annual General Meeting**

The Annual General Meeting must be specified as such in the notice convening it.

## **9.4 Ordinary business**

- (a) The ordinary business of the Annual General Meeting will be:
- (i) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
  - (ii) to receive from the Committee reports upon the transactions of the Association during the last preceding Financial Year;
  - (iii) to elect the Members of the Committee; and
  - (iv) to receive and consider the statement submitted by the Association in accordance with section 94, 97 or 100 of the Act (as applicable).
- (b) As soon as possible after the Annual General Meeting, the Secretary must:
- (i) ensure the certificate required under section 94(3), 97(3) or 100(3) of the Act (as applicable) is completed by a Committee member who was present at the Annual General Meeting; and
  - (ii) provide a statement to the Registrar listing the items required in the statement referred to in **Rule 9.4(a)(iv)** and certifying that the certificate required by **Rule 9.4(b)(i)** has been completed and is being kept by the Secretary.

## **9.5 Special business**

The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

## **9.6 Additional General Meetings**

The Annual General Meeting is in addition to any other General Meetings that may be held in the same year.

# **10 SPECIAL GENERAL MEETINGS**

All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

# **11 CONVENING SPECIAL GENERAL MEETINGS**

## **11.1 Committee may convene Special General Meeting**

The Committee may, whenever it thinks fit, convene a Special General Meeting.

## **11.2 Requisition of Members**

The Committee must, on the requisition in writing of eight or more Members, convene a Special General Meeting.

## **11.3 Objects of meeting**

The request for a Special General Meeting must:

- (a) state the objects of the meeting;
- (b) be signed by the Members making the requisition; and
- (c) 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 request.

## **11.4 Members may convene Special General Meeting**

If the Committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, one or more of the Members making the request may convene a Special General Meeting to be held not later than three months after that date.

## **11.5 Procedure in convening Special General Meeting**

A Special General Meeting convened by Members in pursuance of these Rules must be convened, as nearly as possible, in the same manner as those meetings convened by the Committee. All reasonable expenses incurred in convening the meeting must be refunded by the Association to the persons incurring the expenses.

# **12 NOTICE OF MEETINGS**

## **12.1 Notice to Members**

Subject to the provisions of these Rules and the Act requiring greater notice, the Secretary must:

- (a) at least 14 days;
- (b) if a special resolution has been proposed, at least 21 days,

before the date fixed for holding a General Meeting, cause to be sent to each Member a notice stating the place, date and time of the General Meeting and the nature of the business to be conducted at the General Meeting. Where a special resolution will be proposed at the Annual General Meeting, the notice must include reasonable details of the proposed special resolution.

## **12.2 Business of General Meeting**

No business other than that set out in the notice convening the General Meeting may be conducted at the General Meeting.

## **12.3 Other business**

A Member desiring to bring any business before a General Meeting may give notice of that business to the Secretary, who must include that business in the notice calling the next General Meeting after the receipt of the notice.

## **13 PROCEEDINGS AT GENERAL MEETINGS**

### **13.1 Special business**

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting is deemed to be special business.

### **13.2 No business Without a Quorum**

No item of business can be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.

### **13.3 Quorum**

Eight Members personally present (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

### **13.4 No quorum**

If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:

- (a) if convened upon the request of Members, the General Meeting is dissolved; and
- (b) in any other case, the General Meeting is 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 General Meeting is adjourned) at the same place.

### **13.5 Quorum at adjourned General Meetings**

If at the adjourned General Meeting the quorum is not present within half an hour after the time appointed for the commencement of the General Meeting, the Members present (being not less than five) will constitute a quorum.

## **14 CHAIRPERSON OF MEETINGS**

### **14.1 President is chairperson**

- (a) The President; or
- (b) in the President's absence, a Vice-President; or
- (c) in the absence of both the President and Vice-Presidents, the Secretary, will preside as chairperson at each General Meeting and meeting of the Committee.

### **14.2 Election of another chairperson**

If the President, the Vice-Presidents and the Secretary are absent from a General Meeting or meeting of the Committee, or are unable or unwilling to

preside, the Committee members present must elect one of their number to preside as chairperson at the meeting.

## **15 ADJOURNED GENERAL MEETINGS**

### **15.1 Chairperson may adjourn a General Meeting**

The chairperson of a General Meeting at which a quorum is present may, with the consent of the General Meeting, adjourn the General Meeting from time to time and place to place, but no business may be conducted at an adjourned General Meeting other than the business left unfinished at the General Meeting at which the adjournment took place.

### **15.2 Notice of adjourned General Meeting**

Where a General Meeting is adjourned for 14 days or more, notice of the adjourned meeting in the manner prescribed for a General Meeting must be given.

### **15.3 No notice**

Except as provided in **Rule 15.2**, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.

## **16 DETERMINATION OF QUESTIONS**

A question arising at a General Meeting will be determined on a show of hands. A declaration by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association, is evidence of the fact of that resolution without any further proof of votes recorded, unless a poll was demanded before or on the declaration of the show of hands.

## **17 VOTING**

### **17.1 Each Member has one vote**

Upon any question arising at a General Meeting, a Member has one vote only.

### **17.2 Vote personally or by proxy**

All votes must be given personally or by proxy.

### **17.3 Casting vote**

In the case of an equality of voting on a question, the chairperson of the General Meeting is entitled to exercise a second or casting vote.

## **18 POLL**

### **18.1 Demand for poll**

If at a General Meeting a poll on any question is demanded by not less than three Members, it must be taken at that General Meeting in such manner as

the chairperson may direct and the resolution of the poll will be deemed to be a resolution of the General Meeting on that question.

## **18.2 Time for taking poll**

A poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any question will be taken at a time before the close of the General Meeting as the chairperson directs.

## **19 ENTITLEMENT TO VOTE**

A Member is not entitled to vote at any General Meeting unless the Annual Subscription due in respect of the current year has been paid.

## **20 PROXIES**

### **20.1 Another Member**

Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than 24 hours before the time of the General Meeting in respect of which the proxy is appointed.

### **20.2 Form of proxy**

The notice appointing the proxy must be in the form set out in **appendix 1**.

## **21 COMMITTEE OF MANAGEMENT**

### **21.1 Management of affairs of Association**

The affairs of the Association must be managed by a Committee constituted as provided in **Rule 22**.

### **21.2 Powers and responsibilities of the Committee**

The Committee:

- (a) shall control and manage the business and affairs of the Association;
- (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings;
- (c) may appoint such sub-committees as are deemed expedient and may delegate any of its duties to such sub-committees; and
- (d) subject to these Rules, the Regulations and the Act, 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 Association.



## **22 COMMITTEE**

### **22.1 Composition of Committee**

Subject to section 77 of the Act, the Committee will consist of at least eight, but no more than twenty, Members of the Association elected at the Annual General Meeting in each year. To promote diversity, preference will be given to filling at least one position with a candidate who identifies as Aboriginal or Torres Strait Islander or as being Culturally Diverse (such as speaking a language other than English or being of a diverse race, heritage or national origin).

### **22.2 Term on Committee**

Each Member of the Committee will, subject to these Rules, hold office until the Annual General Meeting next after the date of their election but is eligible for re-election.

### **22.3 Committee not to be remunerated**

Without limitation to remuneration arising from appointment as the Chief Executive Officer or General Manager, the Committee members are not entitled to receive a fee, remuneration or other pecuniary benefit from the Association by virtue of their office.

### **22.4 Casual vacancy**

If casual vacancy occurs in the office of a Member of the Committee, the Committee may appoint a Member either to fill the vacancy and the Member so appointed will hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

## **23 ELECTION OF COMMITTEE**

### **23.1 Nomination of candidates**

Nominations of candidates for election as Members of the Committee must be:

- (a) made in writing, signed by two Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) delivered to the Secretary not less than seven days before the date fixed for the holding of the Annual General Meeting.

### **23.2 Insufficient nominations**

If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated will be deemed to be elected and further nominations will be received at the Annual General Meeting.

### **23.3 Equal number of nominations and vacancies**

If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.

#### **23.4 Ballot**

If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

#### **23.5 Manner of conducting ballot**

The ballot for the election of Members of the Committee must be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

#### **23.6 Diversity**

Candidates receiving the most votes will be elected to the Committee, save that there is one position to which the candidate (if any) who identifies as Aboriginal or Torres Strait Islander or as being Culturally Diverse receiving the most votes is elected.

#### **23.7 Tiebreak**

In the event of a tiebreak, those candidates already elected by having received a higher number of votes will vote to resolve the tie.

#### **23.8 Invalid nomination**

A nomination of a candidate for election under this Rule is not valid if that candidate has been nominated for another office for election at the same election.

### **24 OFFICERS OF THE ASSOCIATION**

#### **24.1 Officers**

The Officers of the Association will be:

- (a) a President;
- (b) one or two Vice-Presidents;
- (c) a Treasurer; and
- (d) a Secretary.

#### **24.2 Term of office**

Each Officer will hold office until the First Committee Meeting next after the date of his or her election.

#### **24.3 Casual vacancy**

In the event of a casual vacancy in any office referred to in **Rule 26**, the Committee may appoint one of the Members of the Committee to the vacant office and the person so appointed may continue in that office up to and including the conclusion of the First Committee Meeting next following the date of the appointment.

## **25 ELECTION OF OFFICERS**

### **25.1 Committee to elect Officers**

As soon as possible (and in any event within seven days) after the Annual General Meeting, the newly elected Committee must hold the First Committee Meeting to elect the Officers of the Association.

### **25.2 Eligibility for nomination**

Only a Member who was elected to the Committee at the preceding Annual General Meeting is eligible for nomination as an Officer of the Committee. Subject to re-election to the Committee, an outgoing Officer is eligible for re-election. A Member may hold more than one Office.

### **25.3 Nomination of candidates**

Nominations of candidates for election as Officers of the Committee may be made to the Secretary at or before the First Committee Meeting, with the consent of the candidate.

### **25.4 Equal number of nominations and vacancies**

If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.

### **25.5 Ballot**

If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

### **25.6 Manner of Conducting ballot**

The ballot for the election of Officers of the Committee must be conducted at the First Committee Meeting. The ballot must be conducted in such usual and proper manner as the Committee may direct. Only Committee members are entitled to cast a vote.

## **26 VACANCY**

For the purposes of these Rules, the office of an Officer or of a Member of the Committee becomes vacant if the Officer or Member of the Committee:

- (a) dies or ceases to be a Member of the Association;
- (b) becomes an insolvent under administration within the meaning of the *Corporations Act*; or
- (c) resigns from office by notice in writing given to the Secretary.

## **27 PROCEDURE OF COMMITTEE**

### **27.1 Number of Meetings**

The Committee must meet at least three times in each year at such place and such times as the Committee determines.

## **27.2 Special Committee meetings**

Special meetings of the Committee may be convened by the President or by any eight members of the Committee.

## **27.3 Notice of special meetings**

Notice must be given as in the case of a Committee meeting to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at the meeting.

## **27.4 Quorum**

Any eight members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.

## **27.5 No quorum**

No business can be conducted unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting will stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.

## **27.6 Determination of questions**

Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee must be determined on a show of hands or, if demanded by a member of the Committee, by a poll taken in any manner as the Chairperson at the meeting determines.

## **27.7 Voting**

- (a) Each member of the Committee present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote.
- (b) A member of the Committee must not vote in respect of any contract or proposed contract in which he or she, directly or indirectly, has a material personal interest and if the Committee member does so, his or her vote shall not be counted.

## **27.8 Declaration of interest**

- (a) At meetings of the Committee, the nature of a Committee member's interest in any contract or proposed contract with the Association must be declared by him or her as soon as practicable after the relevant facts have come to his or her knowledge.
- (b) The Committee must meet within a reasonable time to decide whether an interest declared by a Committee member is material.
- (c) The Committee member must not vote on any decision of the Committee concerning the contract or proposed contract in which the member has

been deemed to have a material personal interest, but may however take part in any deliberations concerning the proposed contract.

### **27.9 Notice of Committee meetings**

Written notice of each Committee meeting shall be given to each member of the Committee either personally, by facsimile, by post or by electronic transmission at a reasonable time before the meeting.

### **27.10 Meeting by electronic means**

The Committee may meet by any electronic means, including but not limited to telephone, television or any other audio and visual device which permits instantaneous communication. At the commencement of the meeting, all persons taking part in the meeting must be able to hear each of the other persons taking part and must acknowledge his or her presence to the other persons. A person must not leave the meeting unless he or she has obtained the express consent of the chairperson of the meeting.

### **27.11 Vacancy on Committee**

Subject to **Rule 26**, the Committee may act despite any vacancy on the Committee.

## **28 SECRETARY**

### **28.1 Duties of Secretary**

The Secretary must keep minutes of the resolutions and proceedings of each General Meeting, each Committee meeting or any other body having the management of the Association on behalf of the Association together with a record of the names of persons present at Committee meetings.

### **28.2 Inspection of minutes and records**

The minutes of the resolutions and proceedings of each General Meeting referred to in Rule 28.1, including the financial statements submitted at a General Meeting, are available for inspection and copying by Members upon request (free of charge).

## **29 TREASURER**

### **29.1 Duties of Treasurer**

The Treasurer must:

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

## **29.2 Inspection of accounts**

The accounts and books referred to in **Rule 29.1** are available for inspection and copying by Members at a time and place determined by the Committee from time to time.

## **30 CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER**

### **30.1 Appointment of Chief Executive Officer and General Manager**

The Committee may appoint:

- (a) Chief Executive Officer; and
- (b) General Manager,

for such period and on such terms (including as to remuneration) as the Committee determines appropriate; and at any time vary or revoke that appointment.

### **30.2 Delegation of powers**

The Committee may delegate any of its powers and functions under the Act or these Rules to the one or both of the Chief Executive Officer and General Manager and may at any time vary or revoke those delegated powers and functions without warning.

## **31 FINANCIAL REPORTING**

The Committee must:

- (a) maintain accurate financial records which correctly record the position of the Association;
- (b) retain the financial records for seven years; and
- (c) comply with the financial reporting requirements under the Act, including the preparation of audited or un-audited financial statements.

## **32 REMOVAL OF MEMBER OF COMMITTEE**

### **32.1 Removal**

- (a) The Association in General Meeting may by resolution remove any member of the Committee before the expiration of the member's term of office and appoint another Member in his or her place to hold office until the expiration of the term of the first mentioned member of the Committee.
- (b) Where a statutory manager is appointed to the Association in accordance with section 117 of the Act, the members of the Committee will cease to hold office.

## **32.2 Written representations**

Where the member of the Committee to whom a proposed resolution referred to in **Rule 32.1** makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that they be notified to the Members, the Secretary or President may send a copy of the representations to each Member or, if they are not so sent, the member of the Committee may require that they be read out at the General Meeting.

## **33 RETURN OF DOCUMENTS**

Where a Member or Officer of the Association:

- (a) ceases (for whatever reason) to be a Member or Officer of the Association; and
- (b) the Member or Officer has in their possession documents belonging to the Association which they obtained by virtue of their position as a Member or Officer,

they must return the original documents to the Association within 28 days of ceasing to be a Member or Officer.

## **34 BANKING**

### **34.1 Deposits**

All moneys received by the Association shall be deposited in the Association's bank account as soon as practicable after receipt of such moneys.

### **34.2 Cheques**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee.

## **35 SEAL**

### **35.1 Custody of Common Seal**

The common seal (if any) of the Association must be kept in the custody of the Secretary.

### **35.2 Use of Common Seal**

The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two members of the Committee or of one member of the Committee and the Secretary.

## **36 ALTERATION OF RULES AND STATEMENT OF PURPOSES**

Unless contrary to the provisions of the Act, these Rules and the Statement of Purposes can only be altered only in the following manner:

- (a) Any Member may submit in writing, a proposed amendment to the Rules or Statement of Purposes of the Association to the Committee.
- (b) (i) Every proposed amendment received by the Committee not less than 30 days before the next General Meeting, must be referred to the next General Meeting for consideration.
- (ii) Every proposed amendment received by the Committee less than 30 days before the next General Meeting may, if the Committee decides, be referred to the next General Meeting but, if not so referred, must be referred to the next following General Meeting.
- (c) Not less than 21 days' notice must be given to Members, in accordance with the Rules, specifying the intention to propose the resolution altering the Rules or Statement of Purposes as a special resolution.
- (d) The proposed amendment is ineffective unless it is passed by special resolution, being a resolution passed by a majority of not less than three-quarters of the Members who are entitled to vote and do vote in person or by proxy at a General Meeting. A declaration by the chairperson that the special resolution has been carried is conclusive evidence of the fact unless a poll is demanded.
- (e) The Secretary must, within 28 days after the passing of the special resolution altering the Rules or Statement of Purposes, lodge with the Registrar notice in writing of the special resolution setting out particulars of the alteration together with a declaration signed by at least two members of the Committee to the effect that the special resolution was passed in accordance with the Act.
- (f) The Secretary must pay to the Registrar the prescribed fee at the time of lodging the notice under **Rule 36(d)**
- (g) The alteration to the Rules or Statement of Purposes takes effect on the date when the Registrar approves the application lodged by the Secretary under **Rule 36(d)**.
- (h) For the purposes of this **Rule 36**, the words "alteration" or "amendment" include any rescission, deletion or addition to any Rule or the Statement of Purposes.

## 37 NOTICES

### 37.1 Service

A notice may be served by or on behalf of the Association upon any Member either personally, by facsimile or by sending it by ordinary post to the Member at the address shown in the register of Members.

### 37.2 Service by facsimile

All notices shall be deemed to have been duly given if sent by facsimile transmission, when receipt is acknowledged.



### **37.3 Service by post**

Where a document is properly addressed pre-paid and posted to a person as a letter, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

## **38 WINDING UP OR CANCELLATION**

### **38.1 Liability of Members**

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

### **38.2 Distribution of income and property**

- (a) The income and property of the Association must be used and applied solely in promotion of its purposes and the exercise of its powers as set out in these Rules and in the Statement of Purposes.
- (b) Subject to **Rule 38.2(c)** no income or property of the Association will be distributed, paid or transferred directly or indirectly as a dividend, bonus or profit to any Member, Officer or member of the Committee.
- (c) Nothing in these Rules prevents the payment in good faith to Members, Officers, Members of the Committee or servants of the Association in respect of:
  - (i) moneys advanced by them to the Association;
  - (ii) moneys owing to them by the Association; or
  - (iii) remuneration in return for services rendered or goods supplied to the Association.

### **38.3 Disposition of surplus assets**

If the Association is wound up or cancelled in accordance with the Act, any property remaining after any amount given or transferred in accordance with **Rule 41(h)** and the payment of all debts and liabilities, must not be paid to or distributed amongst the Members, Officers or members of the Committee. The remaining property must be given or transferred to a fund, authority or institution having charitable purposes similar to the purposes of the Association and which prohibits the distribution of its income and property to its members. The fund, authority or institution is to be determined in accordance with a special resolution of the Members or, in the absence of a special resolution, by the Registrar or by a Judge of the Supreme Court as may have or acquire jurisdiction in the matter.

## **39 RECORDS**

### **39.1 Custody**

Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all records, books, documents and securities of the Association.

### **39.2 Retention**

The Association must keep all of its relevant accounting records and other documents for such period as meets statutory requirements.

### **39.3 Access**

The records, securities and other relevant documentation of the Association is also available for inspection and copying by the Members upon request (free of charge).

## **40 FUNDS**

The funds of the Association are derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

## **41 PUBLIC FUND**

- (a) The Association will establish and maintain a public fund to which members of the public will be invited to contribute.
- (b) Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- (c) The fund will be administered by a subcommittee the members of which will be appointed by the Committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Association.
- (d) No monies/assets in this fund will be distributed to Members, Officers or members of the Committee of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (e) The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- (f) Receipts for gifts to the public fund must state:

- (i) the name of the public fund and that the receipt is for a gift made to the public fund;
  - (ii) the Australian Business Number of the Association;
  - (iii) the fact that the receipt is for a gift; and
  - (iv) any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.
- (g) The Association must comply with any rules that the Treasurer or the Minister for the Arts make to ensure that gifts made to the public fund will only be used for the Association's principal purpose. The Association must provide to the Department statistical information on the gifts made to the public fund every 6 months.
- (h) If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its Members or Officers, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under the Act.

**APPENDIX 1**

**Form Of Appointment Of Proxy**

I, \_\_\_\_\_ (Full Name of Applicant)  
of \_\_\_\_\_ (Address)

being a Member of Melbourne Press Club Incorporated hereby appoint

\_\_\_\_\_

of \_\_\_\_\_

being a Member of that Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20 and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

Signed \_\_\_\_\_

The \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

**APPENDIX 2**  
**Statement of Purposes**

**ASSOCIATIONS INCORPORATION REFORM ACT 2012**  
**STATEMENT OF PURPOSES**  
**MELBOURNE PRESS CLUB INCORPORATED**

The name of the Association is Melbourne Press Club Incorporated.

The principal purpose of the Association is the promotion of literature, television, radio and print media.

The further purposes of the Association are:

- (i) to establish, maintain and administer a public fund for the purpose of receiving donations from the public and to be listed on the Register of Cultural Organisations.
- (ii) to improve the standards and quality of and celebrate excellence in written works in the community generally and for mass communication particularly, including works for press, radio, television and new and other media.
- (iii) to promote the exchange of information between the media and other sections of the community and to promote the value of quality journalism in a modern democracy;
- (iv) to promote the exchange of information and fellowship between members and encourage excellence in professional and personal contributions by members for written and other media.
- (v) to sponsor informative addresses by speakers drawn from leaders in the community, knowledge of whose experience and views would contribute to achievement of excellence in the community;
- (vi) to sponsor events, annually or otherwise, to judge works published in the media and to make awards for excellence;
- (vii) to do all such other things as are conducive or incidental to the attainment of the above objects or any of them.

These objects shall be furthered by:

- (viii) the holding of meetings, lectures, conferences, competitions and social events;
- (ix) the publication and distribution of literary and other works of communication;
- (x) any other appropriate activities.

Solely for the purpose of furthering the purposes and functions set out above, the Association shall have power:

- (xi) to take over the funds and other assets and the liabilities of the present unincorporated association known as Melbourne Press Club;
- (xii) to indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated association become liable to pay any amount by way of damages or otherwise;
- (xiii) to subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the rules;
- (xiv) to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- (xv) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association provided that if the Association takes or holds any property which may be subject to any trusts the Association shall only deal with that property in the manner allowed by law having regard to those trusts;
- (xvi) to enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such government or authority any rights, privileges and concessions which the Association may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (xvii) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (xviii) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (xix) to invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (xx) to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (xxi) to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money

or the performance of contracts for obligations by any person or body corporate, and otherwise to assist any person or body corporate;

- (xxii) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeemed or pay-off any such securities;
- (xxiii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (xxiv) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (xxv) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property or whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (xxvi) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in paragraph (v);
- (xxvii) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (xxviii) to publish and distribute literary and other works of communication that the Association may think desirable for the promotion of its objects;
- (xxix) to amalgamate with any one or more incorporated associations having purposes altogether or in part similar to those of the Association and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of the rules;
- (xxx) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (xxxi) to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;

- (xxxii) to make donations for patriotic, charitable or community purposes;
- (xxxiii) to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (xxxiv) to do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association.

Provided that such purposes are not construed so that they are contrary to any provision of the *Associations Incorporation Reform Act 2012* (Victoria)