RULES

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~~Board" means the ~~committee~~Board of management of the Association (by whatever name called);

"Financial Year" means the year ending on 30 June;

"First ~~Committee~~Board Meeting" means the first meeting of the ~~Committee~~Board 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~~Board 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~~Board.

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) as well as paying the first year's annual subscription.

3.5 Board to Determine

Upon an application being referred to the ~~Committee~~Board, the ~~Committee~~Board will determine (in its absolute discretion) whether to approve or to reject the application and the ~~Committee~~Board is not bound to provide reasons for the rejection of any application. If a membership is rejected by the Board, any membership fees paid, will be refunded.

3.6 Approval of Application

Upon an application being approved by the ~~Committee~~Board, 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 approval of 3.5 and receipt of payment ~~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~~Board.

4.2 Annual subscription

The annual subscription shall be of such amount as is determined from time to time by the ~~Committee~~Board and is payable on or before the last day of the previous subscription period. ~~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~~Board may by resolution:

(a) suspend all rights (including voting) of a Member from Membership for a specified period, if the ~~Committee~~Board 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~~Board 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~~Board resolution

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

(a) does not take effect unless the ~~Committee~~Board 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~~Board 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~~Board and the grounds on which it is based;

(b) stating that the Member may address the ~~Committee~~Board 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 theyhe ~~or she~~ may do one or more of the following:

(i) attend that meeting;

(ii) give to the ~~Committee~~Board 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 they~~he or she~~ wish~~es~~ to appeal to the Association in a Special General Meeting against the resolution.

7.4 ~~Committee~~Board meeting

At a meeting of the ~~Committee~~Board held in accordance with **Rule 7.2(a)**, the ~~Committee~~Board 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~~Board and the ~~Committee~~Board 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~~Board 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~~Board; 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~~Board to determine

The Annual General Meeting will be held on such day and at such time and place as the ~~Committee~~Board 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~~Board reports upon the transactions of the Association during the last preceding Financial Year;

(iii) to elect the Members of the ~~Committee~~Board; 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~~Board 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~~Board may convene Special General Meeting

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

11.2 Requisition of Members

The ~~Committee~~Board 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~~Board 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~~Board. 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 or electronically 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~~Board.

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~~Board, or are unable or unwilling to

preside, the ~~Committee~~Board 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~~BOARD OF MANAGEMENT

21.1 Management of affairs of Association

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

21.2 Powers and responsibilities of the ~~Committee~~Board

The ~~Committee~~Board:

(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 advisory~~sub~~-committee's~~committees~~ as are deemed expedient and may delegate any of its duties to such ~~sub~~advisory-committee's~~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~~Board to be essential for the proper management of the business and affairs of the Association.

22 ~~COMMITTEE~~BOARD

22.1 Composition of ~~Committee~~Board

Subject to section 77 of the Act, the ~~Committee~~Board will consist of at least eight, but no more than twenty, Members of the Association elected at the Annual General Meeting in each year.

22.2 Term on ~~Committee~~Board

Each Member of the ~~Committee~~Board 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~~Board not to be remunerated

Without limitation to remuneration arising from appointment as the Chief Executive Officer or General Manager, the ~~Committee~~Board 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~~Board, the ~~Committee~~Board 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~~BOARD

23.1 Nomination of candidates

Nominations of candidates for election as Members of the ~~Committee~~Board 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~~Board, 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~~Board must be conducted at the Annual General Meeting in such usual and proper manner as the ~~Committee~~Board may direct.

~~23.6 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 next Annual General Meeting ~~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~~Board may appoint one of the Members of the ~~Committee~~Board to the vacant office and the person so appointed may continue in that office up to ~~and including the conclusion of~~ the next Annual General Meeting ~~First Committee Meeting next~~ following the date of the appointment.

25 ELECTION OF OFFICERS

25.1 ~~Committee~~Board to elect Officers

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

25.2 Eligibility for nomination

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

25.3 Nomination of candidates

Nominations of candidates for election as Officers of the ~~Committee~~Board may be made to the Secretary at or before the First ~~Committee~~Board 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~~Board must be conducted at the First ~~Committee~~Board Meeting. The ballot must be conducted in such usual and proper manner as the ~~Committee~~Board may direct. Only ~~Committee~~Board 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~~Board becomes vacant if the Officer or Member of the ~~Committee~~Board:

(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~~BOARD

27.1 Number of Meetings

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

27.2 Special ~~Committee~~Board meetings

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

27.3 Notice of special meetings

Notice must be given as in the case of a ~~Committee~~Board meeting to members of the ~~Committee~~Board 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~~Board constitute a quorum for the conduct of the business of a meeting of the ~~Committee~~Board.

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

27.7 Voting

(a) Each member of the ~~Committee~~Board present at a meeting of the ~~Committee~~Board or of any advisory~~sub~~-committee~~committee~~ appointed by the ~~Committee~~Board (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~~Board must not vote in respect of any contract or proposed contract in which, directly or indirectly, has a material personal interest and if the ~~Committee~~Board member does so, his or her vote shall not be counted.

27.8 Declaration of interest

(a) At meetings of the ~~Committee~~Board, the nature of a ~~Committee~~Board 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~~Board must meet within a reasonable time to decide whether an interest declared by a ~~Committee~~Board member is material.

(c) The ~~Committee~~Board member must not vote on any decision of the ~~Committee~~Board 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~~Board meetings

Written notice of each ~~Committee~~Board meeting shall be given to each member of the ~~Committee~~Board 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~~Board may meet by any electronic means, including but not limited to telephone, video conferencing platform~~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 they have~~he or she has~~ obtained the express consent of the chairperson of the meeting.

27.11 Vacancy on ~~Committee~~Board

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

28 SECRETARY

28.1 Duties of Secretary

The Secretary must oversee the keeping of minutes of the resolutions and proceedings of each General Meeting, each ~~Committee~~Board 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~~Board 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 oversee:

(a) the collection and receipt of ~~eive~~ all moneys due to the Association and overseemake all payments authorised by the Association; and

(b) oversee the keeping of ~~-~~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~~Board from time to time.

30 CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER

30.1 Appointment of Chief Executive Officer and General Manager

The ~~Committee~~Board may appoint:

(a) Chief Executive Officer; and

(b) General Manager,

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

30.2 Delegation of powers

The ~~Committee~~Board 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~~Board 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~~BOARD

32.1 Removal

(a) The Association in General Meeting may by resolution remove any member of the ~~Committee~~Board 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~~Board.

(b) Where a statutory manager is appointed to the Association in accordance with section 117 of the Act, the members of the ~~Committee~~Board will cease to hold office.

32.2 Written representations

Where the member of the ~~Committee~~Board 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~~Board 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~~ Payments

All payments, ~~cheques,~~ drafts, bills of exchange, promissory notes ~~-~~and other negotiable instruments must be signed by two members of the ~~Committee~~Board or Secretariat.

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 (if any) must not be affixed to any instrument except by the authority of the ~~Committee~~Board and the affixing of the common seal must be attested by the signatures either of two members of the ~~Committee~~Board or of one member of the ~~Committee~~Board 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~~Board.

(b) (i) Every proposed amendment received by the ~~Committee~~Board 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~~Board less than 30 days before the next General Meeting may, if the ~~Committee~~Board 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~~Board 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~~ or by electronic transmission.

37.2 Service by ~~facsimile~~ email

All notices shall be deemed to have been duly given if sent by ~~facsimile transmission~~email to nominated email address.~~, 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~~Board.

(c) Nothing in these Rules prevents the payment in good faith to Members, Officers, Members of the ~~Committee~~Board 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, or if the endorsement (if any) of the Association as a deductible gift recipient is revoked, any property remaining after any amount given or transferred in accordance with **Rule 41.10** and the payment of all debts and liabilities, must not be paid to or distributed amongst the Members, Officers or members of the ~~Committee~~Board. 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, sponsorships, donations and such other sources as the ~~Committee~~Board determines.

41 GIFT FUND

41.1 At all times during which the Association is a deductible gift recipient pursuant to Division 30 of the ITAA97 the Association must maintain the Gift Fund.

41.2 The Gift Fund must be maintained and used only for the principal purpose of the Association as described in Appendix 2 Statement of Purposes.

41.3 The following amounts must be made to the Gift Fund:

(a) all gifts and contributions of money or property that are made for the purpose set out in Appendix 2 Statement of Purposes; and

(b) all contributions of the kind described in items 7 and 8 of the table in section 30-15 of the ITAA97 in relation to a fund-raising event held for the purpose of the Gift Fund.

41.4 Any money received by the Association because of gifts or contributions as described in subclause 41.3 must be credited to the Gift Fund.

41.5 The Gift Fund must not receive any other money or property other than the amounts described in subclause 41.3 and subclause 41.4.

41.6 The Gift Fund must be maintained and operated in compliance with all requirements of section 30-130 of the ITAA97.

41.7 Money and property of the Gift Fund to be kept clearly separate from that of the Association and accounted for accordingly by:

(a) maintaining a separate bank account for the Gift Fund, or by the use of another cash management system for recording money; and

(b) by maintaining a separate property register for the Gift Fund.

(c) **41.8** Records must be retained for at least 5 years after the completion of the transactions or acts to which they relate, in accordance with section 382-15 of Schedule 1 of the Taxation Administration Act 1953 (Cth), of the following: (a) all gifts and contributions made to the Gift Fund;

(b) all transfers from the Gift Fund, whether as payments, disbursements or for use by the Association;

(c) all investment returns on money or property that has been transferred out of the Gift Fund; and

(d) all transactions and other acts of the Association that are relevant to its status as a deductible gift recipient.

41.9 Receipts for donations and contributions made to the Gift Fund are to be issued in the name and ABN of the Association that is endorsed as a deductible gift recipient (and not in the name of the Gift Fund) and must comply with the requirements of section 30-228 of the ITAA97.

41.10 Subject to the Corporations Act, section 30-125 of the ITAA97, and any other applicable Act, and any court order, if the Association is wound up or if the endorsement (if any) of the Association as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be distributed to one or more charities (fund(s), authority(s) or institution(s)) with charitable purpose(s) similar to the purpose(s) in Appendix 2 Statement of Purposes, to which income tax-deductible gifts can be made to, and that also prohibits the distribution of surplus assets to its members at least to the same extent as the Association.

41.11 The provisions of Division 30 of the ITAA97 (as amended) shall prevail over this clause 41, to the extent of any inconsistency.

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 for the public benefit. The further purposes of the Association are:

(i) to establish, maintain and administer a Gift Fund for the purpose of receiving donations from the public and to be ~~listed on the Register of Cultural Organisations.~~registered with and report to the Australian Charities and Not-for-profit Commission (ACNC)

(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 orotherwise, 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 extend 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)